

Interactive Brokers Group, Inc.
Form 10-Q
August 08, 2017
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10 Q

(Mark One)

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

For the quarterly period ended June 30, 2017

OR

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: 001 33440

INTERACTIVE BROKERS GROUP, INC.

(Exact name of registrant as specified in its charter)

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Delaware 30 0390693
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

One Pickwick Plaza

Greenwich, Connecticut 06830

(Address of principal executive office)

(203) 618 5800

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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, a smaller reporting company or an emerging growth company. See definition of "accelerated filer", "large accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

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

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

As of August 4, 2017, there were 71,465,894 shares of the issuer's Class A common stock, par value \$0.01 per share, outstanding and 100 shares of the issuer's Class B common stock, par value \$0.01 per share, outstanding.



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PART 1. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (Unaudited)

Interactive Brokers Group, Inc. and Subsidiaries

Condensed Consolidated Statements of Financial Condition

(Unaudited)

(in millions, except share amounts)	June 30, 2017	December 31, 2016
Assets		
Cash and cash equivalents	\$ 2,115	\$ 1,925
Cash and securities - segregated for regulatory purposes	24,187	24,017
Securities borrowed	3,895	3,629
Securities purchased under agreements to resell	366	111
Financial instruments owned, at fair value:		
Financial instruments owned	1,649	2,104
Financial instruments owned and pledged as collateral	924	1,933
Total financial instruments owned, at fair value	2,573	4,037
Receivables:		
Customers, less allowance for doubtful accounts of \$95 and \$97 as of June 30, 2017 and December 31, 2016	22,833	19,409
Brokers, dealers and clearing organizations	1,164	1,040
Interest	59	57
Total receivables	24,056	20,506
Other assets	405	448
Total assets	\$ 57,597	\$ 54,673
Liabilities and equity		
Short-term borrowings	\$ 9	\$ 74
Securities loaned	3,632	4,293

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Financial instruments sold, but not yet purchased, at fair value	974	2,145
Payables:		
Customers	45,950	41,731
Brokers, dealers and clearing organizations	449	239
Affiliate	286	285
Accounts payable, accrued expenses and other liabilities	92	80
Interest	14	6
Total payables	46,791	42,341
Total liabilities	51,406	48,853
Commitments, contingencies and guarantees (see Note 11)		
Equity		
Stockholders' equity		
Common stock, \$0.01 par value per share:		
Class A – Authorized - 1,000,000,000, Issued - 70,384,414 and 68,119,412 shares, Outstanding – 70,251,034 and 67,984,973 shares as of June 30, 2017 and December 31, 2016	1	1
Class B – Authorized, Issued and Outstanding – 100 shares as of June 30, 2017 and December 31, 2016	—	—
Additional paid-in capital	807	775
Retained earnings	236	203
Accumulated other comprehensive income, net of income taxes of \$1 and \$0 as of June 30, 2017 and December 31, 2016	8	(2)
Treasury stock, at cost, 133,380 and 134,439 shares as of June 30, 2017 and December 31, 2016	(3)	(3)
Total stockholders' equity	1,049	974
Noncontrolling interests	5,142	4,846
Total equity	6,191	5,820
Total liabilities and equity	\$ 57,597	\$ 54,673

See accompanying notes to the condensed consolidated financial statements.

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Interactive Brokers Group, Inc. and Subsidiaries

Condensed Consolidated Statements of Comprehensive Income

(Unaudited)

(in millions, except share or per share amounts)	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Revenues				
Trading gains	\$ 13	\$ 34	\$ 15	\$ 86
Commissions	160	152	314	318
Interest income	206	144	383	289
Other income	59	57	135	201
Total revenues	438	387	847	894
Interest expense	51	18	86	36
Total net revenues	387	369	761	858
Non-interest expenses				
Execution and clearing	63	59	124	121
Employee compensation and benefits	66	58	128	116
Occupancy, depreciation and amortization	10	13	23	25
Communications	7	9	15	16
General and administrative	36	14	52	27
Customer bad debt	1	3	2	3
Total non-interest expenses	183	156	344	308
Income before income taxes	204	213	417	550
Income tax expense	17	13	35	40
Net income	187	200	382	510
Less net income attributable to noncontrolling interests	164	173	335	450
Net income available for common stockholders	\$ 23	\$ 27	\$ 47	\$ 60
Earnings per share				
Basic	\$ 0.33	\$ 0.41	\$ 0.68	\$ 0.93
Diluted	\$ 0.32	\$ 0.40	\$ 0.67	\$ 0.91
Weighted average common shares outstanding				
Basic	69,087,853	64,967,364	68,539,526	64,476,421
Diluted	70,063,427	66,470,913	69,613,567	65,863,408

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Comprehensive income				
Net income available for common stockholders	\$ 23	\$ 27	\$ 47	\$ 60
Other comprehensive income				
Cumulative translation adjustment, before income taxes	6	(3)	10	3
Income taxes related to items of other comprehensive income	—	—	—	—
Other comprehensive income (loss), net of tax	6	(3)	10	3
Comprehensive income available for common stockholders	\$ 29	\$ 24	\$ 57	\$ 63
Comprehensive income attributable to noncontrolling interests				
Net income attributable to noncontrolling interests	\$ 164	\$ 173	\$ 335	\$ 450
Other comprehensive income (loss) - cumulative translation adjustment	31	(16)	50	17
Comprehensive income attributable to noncontrolling interests	\$ 195	\$ 157	\$ 385	\$ 467

See accompanying notes to the condensed consolidated financial statements.

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Interactive Brokers Group, Inc. and Subsidiaries

Condensed Consolidated Statements of Cash Flows

(Unaudited)

(in millions)	Six Months Ended	
	June 30, 2017	2016
Cash flows from operating activities		
Net income	\$ 382	\$ 510
Adjustments to reconcile net income to net cash from operating activities		
Deferred income taxes	15	18
Depreciation and amortization	12	12
Employee stock plan compensation	25	22
Unrealized loss on other investments, net	(1)	7
Bad debt expense	2	3
Impairment loss	21	—
Change in operating assets and liabilities		
Cash and securities - segregated for regulatory purposes	(170)	(3,948)
Securities borrowed	(266)	164
Securities purchased under agreements to resell	(255)	82
Financial instruments owned, at fair value	1,464	(869)
Receivables from customers	(3,426)	1,910
Other receivables	(126)	(654)
Other assets	5	(4)
Securities loaned	(661)	376
Financial instruments sold, but not yet purchased, at fair value	(1,171)	266
Payable to customers	4,219	2,235
Other payables	231	(118)
Net cash provided by operating activities	300	12
Cash flows from investing activities		
Purchases of other investments	—	(6)
Distributions received and proceeds from sales of other investments	—	38
Purchase of property, equipment and intangible assets	(10)	(14)
Net cash (used in) provided by investing activities	(10)	18
Cash flows from financing activities		

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Short-term borrowings, net	(65)	8
Dividends paid to stockholders	(14)	(13)
Distributions to noncontrolling interests	(82)	(160)
Repurchases of common stock for employee tax withholdings under stock incentive plans	(21)	(26)
Proceeds from the sale of treasury stock	21	—
Payments made under the Tax Receivable Agreement	—	(17)
Net cash used in financing activities	(161)	(208)
Effect of exchange rate changes on cash and cash equivalents	61	20
Net increase (decrease) in cash and cash equivalents	190	(158)
Cash and cash equivalents at beginning of period	1,925	1,601
Cash and cash equivalents at end of period	\$ 2,115	\$ 1,443
Supplemental disclosures of cash flow information		
Cash paid for interest	\$ 77	\$ 35
Cash paid for taxes, net	\$ 17	\$ 6
Non-cash financing activities		
Adjustments to additional paid-in capital for changes in proportionate ownership in IBG LLC	\$ 28	\$ 25
Adjustments to noncontrolling interests for changes in proportionate ownership in IBG LLC	\$ (28)	\$ (25)
Non-cash distribution to noncontrolling interests	\$ —	\$ (5)

See accompanying notes to the condensed consolidated financial statements.

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Interactive Brokers Group, Inc. and Subsidiaries

Condensed Consolidated Statements of Changes in Equity

Six Months Ended June 30, 2017 and 2016

(Unaudited)

(in millions, except share amounts)	Common Stock		Additional Paid-In Capital	Treasury Stock	Retained Earnings	Accumulated		Non- controlling Interests	Total Equity
	Issued Shares	Par Value				Other Comprehensive Income	Stockholders' Equity		
Balance, January 1, 2017	68,119,412	\$ 1	\$ 775	\$ (3)	\$ 203	\$ (2)	\$ 974	\$ 4,846	\$ 5,820
Common stock distributed pursuant to stock incentive plans	2,265,002						—		—
Compensation for stock grants vesting in the future			4				4	21	25
Repurchases of common stock for employee tax withholdings under stock incentive plans				(21)			(21)		(21)
Sales of treasury stock				21			21		21
Dividends paid to stockholders					(14)		(14)		(14)
Distributions from IBG LLC to noncontrolling interests							—	(82)	(82)
Adjustments for changes in proportionate ownership in IBG LLC			28		47	10	28	(28)	—
							57	385	442

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Comprehensive
income

Balance, June 30, 2017 70,384,414 \$ 1 \$ 807 \$ (3) \$ 236 \$ 8 \$ 1,049 \$ 5,142 \$ 6,191

(in millions, except share amounts)	Common Stock				Retained Earnings	Accumulated Other Comprehensive Income		Non- controlling Interests	Total Equity
	Issued Shares	Par Value	Additional Paid-In Capital	Treasury Stock		Stock	Equity		
Balance, January 1, 2016	64,121,150	\$ 1	\$ 718	\$ (3)	\$ 145	\$ 2	\$ 863	\$ 4,481	\$ 5,344
Common stock distributed pursuant to stock incentive plans	2,395,210						—		—
Compensation for stock grants vesting in the future			3				3	19	22
Repurchases of common stock for employee tax withholdings under stock incentive plans				(26)			(26)		(26)
Dividends paid to stockholders					(13)		(13)		(13)
Distributions from IBG LLC to noncontrolling interests							—	(165)	(165)
Adjustments for changes in proportionate ownership in IBG LLC			25				25	(25)	—
Comprehensive income					60	3	63	467	530
Balance, June 30, 2016	66,516,360	\$ 1	\$ 746	\$ (29)	\$ 192	\$ 5	\$ 915	\$ 4,777	\$ 5,692

See accompanying notes to the condensed consolidated financial statements.

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Interactive Brokers Group, Inc. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements

1. Organization of Business

Interactive Brokers Group, Inc. (“IBG, Inc.”) is a Delaware holding company whose primary asset is its ownership of approximately 17.1% of the membership interests of IBG LLC, which, in turn, owns operating subsidiaries (collectively, “IBG LLC”). IBG, Inc. together with IBG LLC and its consolidated subsidiaries (collectively, “the Company”), is an automated global electronic broker and market maker specializing in executing and clearing trades in securities, futures, foreign exchange instruments, bonds and mutual funds on more than 120 electronic exchanges and market centers around the world and offering custody, prime brokerage, securities and margin lending services to customers. In the United States of America (“U.S.”), the Company conducts its business primarily from its headquarters in Greenwich, Connecticut and from Chicago, Illinois. Abroad, the Company conducts its business through offices located in Canada, England, Switzerland, Liechtenstein, India, China (Hong Kong and Shanghai), Japan, and Australia. As of June 30, 2017, the Company had 1,206 employees worldwide.

IBG LLC is a Connecticut limited liability company that conducts its business through its operating subsidiaries (collectively, the “Operating Companies”): Interactive Brokers LLC (“IB LLC”); Interactive Brokers Canada Inc. (“IBC”); Interactive Brokers (U.K.) Limited and its subsidiary, Interactive Brokers (U.K.) Nominee Limited (collectively, “IBUK”); Interactive Brokers Securities Japan, Inc. (“IBSJ”); Interactive Brokers Hong Kong Limited (“IBHK”); Interactive Brokers (India) Private Limited (“IBI”); Interactive Brokers Australia Pty Limited and its subsidiary, Interactive Brokers Australia Nominees Pty Limited (collectively, “IBA”); IB Business Services (Shanghai) Company Limited (“IBBSS”); Timber Hill LLC (“TH LLC”); Timber Hill Europe AG and its subsidiary, Timber Hill (Liechtenstein) AG (collectively, “THE”); Timber Hill Australia Pty Limited (“THA”); Timber Hill Canada Company (“THC”); Interactive Brokers Financial Products S.A. (“IBFP”); Interactive Brokers Hungary KFT (“IBH”); Interactive Brokers Software Services Estonia OU (“IBEST”); Interactive Brokers Software Services Russia (“IBRUS”); Interactive Brokers Software Services (India) Private Limited (“IBSSI”); and IB Exchange Corp. (“IBEC”) and its subsidiaries, Interactive Brokers Corp. (“IB Corp”), Covestor, Inc. and its subsidiary, Covestor Limited (collectively, “Covestor”), and Greenwich Advisor Compliance Services Corp. (“GACS”).

The Company operates in two business segments: electronic brokerage and market making, both supported by corporate. The Company conducts its electronic brokerage business through certain Interactive Brokers subsidiaries, which provide electronic execution and clearing services to customers worldwide. The Company conducts its market making business principally through its Timber Hill subsidiaries on the world’s leading exchanges and market centers, primarily in exchange traded equities, equity options and equity index options and futures (See Note 2 – Discontinued Operations and Costs Associated with Exit or Disposal Activities). Corporate enables the Company to operate cohesively and effectively by providing support via development services and control functions to the business segments and also by executing the Company’s currency diversification strategy.

Certain of the Operating Companies are members of various securities and commodities exchanges in North America, Europe and the Asia/Pacific region and are subject to regulatory capital and other requirements (see Note 13). IB LLC, IBC, IBUK, IBSJ, IBHK, IBI, and IBA carry securities accounts for customers or perform custodial functions relating

to customer securities.

2. Significant Accounting Policies

Basis of Presentation

These condensed consolidated financial statements are presented in U.S. dollars and have been prepared in accordance with accounting principles generally accepted in the U.S. (“U.S. GAAP”) and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”) regarding financial reporting with respect to Form 10 Q.

These condensed consolidated financial statements are unaudited and should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company’s 2016 Annual Report on Form 10-K for the year ended December 31, 2016, which was filed with the SEC on February 28, 2017. The condensed consolidated financial information as of December 31, 2016 has been derived from the audited consolidated financial statements not included herein.

These condensed consolidated financial statements include the accounts of the Company and its consolidated subsidiaries and reflect all adjustments of a normal and recurring nature that are, in the opinion of management, necessary for the fair presentation of the results for the periods presented. The operating results for interim periods are not necessarily indicative of the operating results for the entire year.

Principles of Consolidation, including Noncontrolling Interests

These condensed consolidated financial statements include the accounts of IBG, Inc. and its majority and wholly owned subsidiaries.

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Interactive Brokers Group, Inc. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements

As sole managing member of IBG LLC, IBG, Inc. exerts control over IBG LLC's operations. In accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 810, "Consolidation," the Company consolidates IBG LLC's financial statements and records the interests in IBG LLC that it does not own as noncontrolling interests.

The Company's policy is to consolidate all other entities in which it owns more than 50% unless it does not have control. All inter company balances and transactions have been eliminated.

Discontinued Operations and Costs Associated with Exit or Disposal Activities

On March 8, 2017, the Company announced its intention to discontinue its options market making activities globally. Additionally, as we previously announced, we entered into a definitive transaction to transfer our U.S. options market making operations to Two Sigma Securities, LLC. This transaction is subject to usual and customary closing conditions. The Company expects to phase out these operations substantially over the coming months and expects to report discontinued operations when it meets the criteria under FASB Topic ASC 205-20, "Discontinued Operations."

The Company estimates that it may be exposed to approximately \$25 million in one-time restructuring costs. The estimate includes approximately \$2 million of future cash expenditures, which would comprise primarily severance costs for projected employee terminations, and approximately \$23 million of non-cash expenditures, consisting of impairment of the carrying value of certain exchange trading rights and stock-based compensation.

During the six months ended June 30, 2017, the Company recorded restructuring costs of approximately \$23 million consisting of the impairment of exchange trading rights and severance resulting from obligations related to employment terminations.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts and disclosures in these condensed consolidated financial statements and accompanying notes. These estimates and assumptions are based on judgment and the best available information at the time. Therefore, actual results could differ materially from those estimates. Such estimates include the allowance for doubtful accounts, valuation of certain investments, compensation accruals, current and deferred income taxes, costs associated with exit or disposal activities, and contingency reserves.

Fair Value

Substantially all of the Company's assets and liabilities, including financial instruments are carried at fair value based on published market prices and are marked to market, or are assets and liabilities which are short term in nature and are carried at amounts that approximate fair value.

The Company applies the fair value hierarchy in accordance with FASB ASC Topic 820, "Fair Value Measurement" ("ASC Topic 820"), to prioritize the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy are:

Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 Quoted prices for similar assets in an active market, quoted prices in markets that are not active or financial instruments for which all significant inputs are observable, either directly or indirectly.

Level 3 Prices or valuations that require inputs that are both significant to fair value measurement and unobservable.

Financial instruments owned, at fair value and financial instruments sold, but not yet purchased, at fair value are generally classified as Level 1 of the fair value hierarchy. The Company's Level 1 financial instruments, which are valued using quoted market prices as published by exchanges and clearing houses or otherwise broadly distributed in active markets, include active listed stocks, options, warrants and discount certificates, and U.S. and foreign government securities. The Company does not adjust quoted prices for financial instruments classified as Level 1 of the fair value hierarchy, even in the event that the Company may hold a large position whereby a purchase or sale could reasonably impact quoted prices.

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Interactive Brokers Group, Inc. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements

Currency forward contracts are valued using broadly distributed bank and broker prices, and are classified as Level 2 of the fair value hierarchy since inputs to their valuation can be generally corroborated by market data. Other securities that are not traded in active markets are also classified in Level 2 of the fair value hierarchy. Level 3 financial instruments are comprised of securities that have been delisted or otherwise are no longer tradable in active markets and have been valued by the Company based on internal estimates.

Earnings per Share

Earnings per share (“EPS”) is computed in accordance with FASB ASC Topic 260, “Earnings per Share.” Basic EPS is computed by dividing the net income available for common stockholders by the weighted average number of shares outstanding for that period. Diluted EPS is calculated by dividing the net income available for common stockholders by the diluted weighted average shares outstanding for that period. Diluted EPS includes the determinants of the basic EPS and, in addition, reflects the dilutive effect of shares of common stock estimated to be distributed in the future under the Company’s stock-based compensation plans, with no adjustments to net income available for common stockholders for dilutive potential common shares.

Stock Based Compensation

The Company follows FASB ASC Topic 718, “Compensation - Stock Compensation” (“ASC Topic 718”), to account for its stock based compensation plans. ASC Topic 718 requires all share based payments to employees to be recognized in the condensed consolidated financial statements using a fair value based method. Grants, which are denominated in U.S. dollars, are communicated to employees in the year of grant, thereby establishing the fair value of each grant. The fair value of awards granted to employees are generally expensed as follows: 50% in the year of grant in recognition of the plans’ post-employment provisions (as described below) and the remaining 50% over the related vesting period utilizing the “graded vesting” method permitted under ASC Topic 718. In the case of “retirement eligible” employees (those employees older than 59), 100% of awards are expensed when granted.

Awards granted under stock based compensation plans are subject to the plans’ post-employment provisions in the event an employee ceases employment with the Company. The plans provide that employees who discontinue employment with the Company without cause and continue to meet the terms of the plans’ post employment provisions will be eligible to earn 50% of previously granted but not yet earned awards, unless the employee is over the age of 59, in which case the employee would be eligible to receive 100% of previously granted but not yet earned awards.

Cash and Cash Equivalents

Cash and cash equivalents consist of deposits with banks and all highly liquid investments, with maturities of three months or less, that are not segregated and deposited for regulatory purposes or to meet margin requirements at clearing houses.

Cash and Securities - Segregated for Regulatory Purposes

As a result of customer activities, certain Operating Companies are obligated by rules mandated by their primary regulators to segregate or set aside cash or qualified securities to satisfy such regulations, which have been promulgated to protect customer assets. Securities segregated for regulatory purposes consisted of U.S. government securities of \$3.5 billion and \$7.4 billion as of June 30, 2017 and December 31, 2016, respectively, and securities purchased under agreements to resell in the amount of \$13.8 billion and \$11.0 billion as of June 30, 2017 and December 31, 2016, respectively, which amounts approximate fair value.

Securities Borrowed and Securities Loaned

Securities borrowed and securities loaned are recorded at the amount of the cash collateral advanced or received. Securities borrowed transactions require the Company to provide counterparties with collateral, which may be in the form of cash, letters of credit or other securities. With respect to securities loaned, the Company receives collateral, which may be in the form of cash or other securities in an amount generally in excess of the fair value of the securities loaned. The Company monitors the market value of securities borrowed and loaned on a daily basis, with additional collateral obtained or refunded as permitted contractually. It is the Company's policy to net, in the condensed consolidated statements of financial condition, securities borrowed and securities loaned entered into with the same counterparty that meet the offsetting requirements prescribed in FASB ASC Topic 210-20, "Balance Sheet – Offsetting" ("ASC Topic 210-20").

Securities lending fees received and paid by the Company are included in interest income and interest expense, respectively, in the condensed consolidated statements of comprehensive income.

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Interactive Brokers Group, Inc. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements

Securities Purchased Under Agreements to Resell and Securities Sold Under Agreements to Repurchase

Securities purchased under agreements to resell, which are reported as collateralized financing transactions, are recorded at contract value, which approximates fair value. To ensure that the fair value of the underlying collateral remains sufficient, the collateral is valued daily with additional collateral obtained or excess collateral returned, as permitted under contractual provisions. It is the Company's policy to net, in the condensed consolidated statements of financial condition, securities purchased under agreements to resell transactions and securities sold under agreements to repurchase transactions entered into with the same counterparty that meet the offsetting requirements prescribed in ASC Topic 210-20.

Financial Instruments Owned and Financial Instruments Sold, But Not Yet Purchased, at Fair Value

Financial instrument transactions are accounted for on a trade date basis. Financial instruments owned and financial instruments sold, but not yet purchased are stated at fair value based upon quoted market prices. The Company's financial instruments pledged to counterparties where the counterparty has the right, by contract or custom, to sell or repledge the financial instruments are reported as financial instruments owned and pledged as collateral in the condensed consolidated statements of financial condition.

Customer Receivables and Payables

Customer securities transactions are recorded on a settlement date basis and customer commodities transactions are recorded on a trade date basis. Receivables from and payables to customers include amounts due on cash and margin transactions, including futures contracts transacted on behalf of customers. Securities owned by customers, including those that collateralize margin loans or other similar transactions, are not reported in the condensed consolidated statements of financial condition. Amounts receivable from customers that are determined by management to be uncollectible are recorded as customer bad debt expense in the condensed consolidated statements of comprehensive income.

Receivables from and Payables to Brokers, Dealers and Clearing Organizations

Receivables from and payables to brokers, dealers and clearing organizations include net receivables and payables from unsettled trades, including amounts related to futures and options on futures contracts executed on behalf of customers, amounts receivable for securities not delivered by the Company to the purchaser by the settlement date ("fails to deliver") and cash deposits. Payables to brokers, dealers and clearing organizations also include amounts payable for securities not received by the Company from a seller by the settlement date ("fails to receive").

Investments

The Company makes certain strategic investments related to its business and accounts for these investments under the cost method of accounting or under the equity method of accounting as required under FASB ASC Topic 323, "Investments - Equity Method and Joint Ventures." Investments accounted for under the equity method, including where

the investee is a limited partnership or limited liability company, are recorded at the fair value amount of the Company's initial investment and are adjusted each period for the Company's share of the investee's income or loss. The Company's share of the income or losses from equity method investments is included in other income in the condensed consolidated statements of comprehensive income. The recorded amounts of the Company's equity method investments, \$23 million as of June 30, 2017 (\$22 million as of December 31, 2016), which are included in other assets in the condensed consolidated statements of financial condition, increase or decrease accordingly. Contributions paid to and distributions received from equity method investees are recorded as additions or reductions, respectively, to the respective investment balance.

The Company also holds exchange memberships and investments in equity securities of certain exchanges, as required to qualify as a clearing member, and strategic investments in corporate stock that do not qualify for equity method accounting. Such investments, \$13 million as of June 30, 2017 (\$33 million as of December 31, 2016), are recorded at cost or, if an other than temporary impairment in value has occurred, at a value that reflects management's estimate of the impairment, and are also included in other assets in the condensed consolidated statements of financial condition. Dividends received from cost basis investments are included in other income in the condensed consolidated statements of comprehensive income when such dividends are received.

A judgmental aspect of accounting for investments is evaluating whether an other than temporary decline in the value of an investment has occurred. The evaluation of an other than temporary impairment is dependent on specific quantitative and qualitative factors and circumstances surrounding an investment, including recurring operating losses, credit defaults and subsequent rounds of financing. The Company's equity investments do not have readily determinable market values. All investments are reviewed for changes in circumstances or occurrence of events that suggest the Company's investment may not be recoverable. If an unrealized loss on any investment is considered to be other than temporary, the loss is recognized in the period the determination is made.

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Notes to Unaudited Condensed Consolidated Financial Statements

Property, Equipment, and Intangible Assets

Property, equipment, and intangible assets, which are included in other assets in the condensed consolidated statements of financial condition, consist of leasehold improvements, computer equipment, software developed for the Company's internal use, office furniture and equipment, and acquired technology.

Property and equipment are recorded at historical cost, less accumulated depreciation and amortization. Additions and improvements that extend the lives of assets are capitalized, while expenditures for repairs and maintenance are expensed as incurred. Depreciation and amortization are computed using the straight line method. Equipment is depreciated over the estimated useful lives of the assets, while leasehold improvements are amortized over the lesser of the estimated economic useful life of the asset or the term of the lease. Computer equipment is depreciated over three to five years and office furniture and equipment are depreciated over five to seven years. Intangible assets with a finite life are amortized on a straight line basis over their estimated useful lives of three years, and tested for recoverability whenever events indicate that the carrying amounts may not be recoverable. Qualifying costs for internally developed software are capitalized and amortized over the expected useful life of the developed software, not to exceed three years. Upon retirement or disposition of property and equipment, the cost and related accumulated depreciation are removed from the condensed consolidated statements of financial condition and any resulting gain or loss is recorded in other income in the condensed consolidated statements of comprehensive income. Fully depreciated (or amortized) assets are retired on an annual basis.

Comprehensive Income and Foreign Currency Translation

The Company's operating results are reported in the condensed consolidated statements of comprehensive income pursuant to FASB ASC Topic 220, "Comprehensive Income."

Comprehensive income consists of two components: net income and other comprehensive income ("OCI"). The Company's OCI is comprised of gains and losses resulting from translating foreign currency financial statements of non-U.S. subsidiaries, net of related income taxes, where applicable. In general, the practice and intention of the Company is to reinvest the earnings of its non U.S. subsidiaries in those operations, therefore tax is usually not accrued.

The Company's non U.S. domiciled subsidiaries have a functional currency that is other than the U.S. dollar. Such subsidiaries' assets and liabilities are translated into U.S. dollars at period end exchange rates, and revenues and expenses are translated at average exchange rates prevailing during the period. Adjustments that result from translating amounts from a subsidiary's functional currency to the U.S. dollar (as described above) are reported net of tax, where applicable, in accumulated OCI in the condensed consolidated statements of financial condition.

Revenue Recognition

Trading Gains

Trading gains and losses are recorded on trade date and are reported on a net basis. Trading gains and losses are comprised of changes in the fair value of financial instruments owned, at fair value and financial instruments sold, but not yet purchased, at fair value (i.e., unrealized gains and losses) and realized gains and losses related to the Company's market making business segment. Included in trading gains are net gains and losses on stocks, U.S. and foreign government securities, options, futures, foreign exchange and other derivative instruments. Dividends are integral to the valuation of stocks and interest is integral to the valuation of fixed income instruments. Accordingly, both dividends and interest income and expense attributable to financial instruments owned, at fair value and financial instruments sold, but not yet purchased, at fair value are reported on a net basis in trading gains in the condensed consolidated statements of comprehensive income.

Commissions

Commissions earned for executing and/or clearing transactions are accrued on a trade date basis and are reported as commissions in the condensed consolidated statements of comprehensive income.

Interest Income and Expense

The Company earns interest income and incurs interest expense primarily in connection with its electronic brokerage customer business and its securities lending activities, which are recorded on an accrual basis and are included in interest income and interest expense, respectively, in the condensed consolidated statements of comprehensive income.

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Notes to Unaudited Condensed Consolidated Financial Statements

Foreign Currency Gains and Losses

Foreign currency balances are assets and liabilities in currencies other than the Company's functional currency. At every reporting date, the Company revalues its foreign currency balances to its functional currency at the spot exchange rate and records the associated foreign currency gains and losses. These foreign currency gains and losses are reported in the condensed consolidated statements of comprehensive income, as follows: (a) foreign currency gains and losses related to the Company's currency diversification strategy are reported in other income; (b) foreign currency gains and losses related to the market making core-business activities are reported in trading gains; (c) contractual foreign currency gains and losses arising from currency swap transactions in the electronic brokerage business are reported in interest income; and (d) all other foreign currency gains and losses are reported in other income.

Rebates

Rebates consist of volume discounts, credits or payments received from exchanges or other market centers related to the placement and/or removal of liquidity from the order flow in the marketplace and are recorded on an accrual basis. Rebates are recorded net within execution and clearing expenses in the condensed consolidated statements of comprehensive income. Rebates received for trades executed on behalf of customers that elect tiered pricing are passed, in whole or part, to these customers; and such pass-through amounts are recorded net within commissions in the condensed consolidated statements of comprehensive income.

Income Taxes

The Company accounts for income taxes in accordance with FASB ASC Topic 740, "Income Taxes" ("ASC Topic 740"). The Company's income tax expense, deferred tax assets and liabilities, and reserves for unrecognized tax benefits are based on enacted tax laws (see Note 10) and reflect management's best assessment of estimated future taxes to be paid. The Company is subject to income taxes in the U.S. and numerous foreign jurisdictions. Determining income tax expense requires significant judgments and estimates.

Deferred income tax assets and liabilities arise from temporary differences between the tax and financial statements recognition of underlying assets and liabilities. In evaluating the ability to recover deferred tax assets within the jurisdictions from which they arise, the Company considers all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies, and results of recent operations. In projecting future taxable income, historical results are adjusted for changes in accounting policies and incorporate assumptions including the amount of future state, federal and foreign pre-tax operating income, the reversal of temporary differences, and the implementation of feasible and prudent tax planning strategies. These assumptions require significant judgment about the forecasts of future taxable income and are consistent with the plans and estimates the Company is using to manage the underlying businesses. In evaluating the objective evidence that historical results provide, three years of cumulative operating income (loss) are considered. Deferred income

taxes have not been provided for U.S. tax liabilities or for additional foreign taxes on the unremitted earnings of foreign subsidiaries that have been indefinitely reinvested.

The calculation of the Company's tax liabilities involves dealing with uncertainties in the application of complex tax laws and regulations in a multitude of jurisdictions across the Company's global operations. Changes in tax laws and rates could also affect recorded deferred tax assets and liabilities in the future. The Company is not aware of any such changes that would have a material effect on the Company's results of operations, cash flows, or financial position.

The Company records tax liabilities in accordance with ASC Topic 740 and adjusts these liabilities when management's judgment changes as a result of the evaluation of new information not previously available. Because of the complexity of some of these uncertainties, the ultimate resolution may result in payments that are different from the current estimates of these tax liabilities. These differences will be reflected as increases or decreases to income tax expense in the period in which new information becomes available.

The Company recognizes a tax benefit from an uncertain tax position only when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, on the basis of the technical merits. A tax position that meets this standard is measured at the largest amount of benefit that will more likely than not be realized on settlement.

The Company recognizes interest related to income tax matters as interest income or interest expense and penalties related to income tax matters as income tax expense in the condensed consolidated statements of comprehensive income.

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Recently Issued Accounting Pronouncements

Following is a summary of recently issued FASB Accounting Standards Updates (“ASUs”) that have affected or may affect the Company’s condensed consolidated financial statements:

	Affects	Status
ASU 2016-01	Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities.	Effective for fiscal years beginning after December 15, 2017.
ASU 2016-02	Leases (Topic 842): Requires that, at lease inception, a lessee recognize a right-of-use asset, representing the right to use the underlying asset for the lease term, and a lease liability, representing the liability to make lease payments, in the statements of financial condition, among other requirements.	Effective for fiscal years beginning after December 15, 2018.
ASU 2016-08	Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net).	Effective for annual reporting periods beginning after December 15, 2017.
ASU 2016-10	Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing.	Effective for annual reporting periods beginning after December 15, 2017.
ASU 2016-13	Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments.	Effective for fiscal years beginning after December 15, 2019.
ASU 2016-15	Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments.	Effective for fiscal years beginning after December 15, 2017.
ASU 2016-16	Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory.	Effective for annual reporting periods beginning after December 15, 2017.
ASU 2017-01	Business Combinations (Topic 805): Clarifying the Definition of a Business.	Effective for annual periods beginning after December 15, 2017.
ASU 2017-04	Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment.	Effective for fiscal years beginning after December 15, 2019.

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ASU 2017-05	Other Income - Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20): Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets.	Effective for annual reporting periods beginning after December 15, 2017.
ASU 2017-08	Receivables—Nonrefundable Fees and Other Costs (Subtopic 310-20): Amending the amortization period for certain purchased callable debt securities held at a premium.	Effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018.
ASU 2017-09	Compensation—Stock Compensation (Topic 718): Providing clarity and reduce both diversity in practice and cost and complexity when applying the guidance in Topic 718, Compensation—Stock Compensation, to a change to the terms or conditions of a share-based payment award.	Effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017.
ASU 2017-11	Earnings Per Share (Topic 260) Distinguishing Liabilities from Equity (Topic 480) Derivatives and Hedging (Topic 815): Changing the classification analysis of certain equity-linked financial instruments (or embedded features) with down round features.	Effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018.

Adoption of those ASUs that became effective during 2016 and 2017, prior to the issuance of the Company's condensed consolidated financial statements, did not have a material effect on these financial statements.

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The Company has reviewed the impact of FASB ASC Topic 606, “Revenue from Contracts with Customers” (“ASC Topic 606”), and expects to identify similar performance obligations under ASC Topic 606 as compared with deliverables and separate units of account previously identified, as a result the Company expects the timing of our revenue to remain the same as compared to FASB ASC Topic 605, “Revenue Recognition.” The Company expects to adopt ASC Topic 606 using the modified retrospective method.

3. Trading Activities and Related Risks

The Company’s trading activities include providing securities market making and brokerage services. Trading activities expose the Company to market and credit risks. These risks are managed in accordance with established risk management policies and procedures. To accomplish this, management has established a risk management process that includes:

- a regular review of the risk management process by executive management as part of its oversight role;
- defined risk management policies and procedures supported by a rigorous analytic framework; and
- articulated risk tolerance levels as defined by executive management that are regularly reviewed to ensure that the Company’s risk taking is consistent with its business strategy, capital structure, and current and anticipated market conditions.

Market Risk

The Company is exposed to various market risks. Exposures to market risks arise from equity price risk, foreign currency exchange rate fluctuations and changes in interest rates. The Company seeks to mitigate market risk associated with trading inventories by employing hedging strategies that correlate rate, price and spread movements of trading inventories and related financing and hedging activities. The Company uses a combination of cash instruments and exchange traded derivatives to hedge its market exposures. The Company does not apply hedge accounting. The following discussion describes the types of market risk faced:

Equity Price Risk

Equity price risk arises from the possibility that equity security prices will fluctuate, affecting the value of equity securities and other instruments that derive their value from a particular stock, a defined basket of stocks, or a stock index. The Company is subject to equity price risk primarily in financial instruments. The Company attempts to limit such risks by continuously reevaluating prices and by diversifying its portfolio across many different options, futures and underlying securities and avoiding concentrations of positions based on the same underlying security.

Currency Risk

Currency risk arises from the possibility that fluctuations in foreign exchange rates will impact the value of financial instruments. The Company manages this risk using spot (i.e., cash) currency transactions, currency futures contracts and currency forward contracts. As a global electronic broker and market maker trading on exchanges around the world in multiple currencies, the Company is exposed to foreign currency risk. The Company actively manages its currency exposure using a currency diversification strategy, which, during the current quarter, was based on a defined basket of 14 currencies internally referred to as the "GLOBAL." These strategies minimize the fluctuation of the Company's net worth as expressed in GLOBALs, thereby diversifying its risk in alignment with these global currencies, weighted by the Company's view of their importance. As the Company's financial results are reported in U.S. dollars, the change in the value of the GLOBAL as expressed in U.S. dollars affects the Company's earnings. The impact of this currency diversification strategy in the Company's earnings is included in other income in the condensed consolidated statements of comprehensive income. In light of the Company's decision to discontinue its options market making activities, the Company removed the Singapore dollar (SGD) and realigned the relative weights of the U.S. dollar (USD) versus the other currency components to better reflect its businesses going forward. The new composition went into effect as of the close of business on March 31, 2017.

Interest Rate Risk

Interest rate risk arises from the possibility that changes in interest rates will affect the value of financial instruments. The Company is exposed to interest rate risk on cash and margin balances, positions carried in equity and fixed income securities, options, and futures and on its borrowings. These risks are managed through investment policies and by entering into interest rate futures contracts.

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Credit Risk

The Company is exposed to risk of loss if an individual, counterparty or issuer fails to perform its obligations under contractual terms (“default risk”). Both cash instruments and derivatives expose the Company to default risk. The Company has established policies and procedures for mitigating credit risk on principal transactions, including reviewing and establishing limits for credit exposure, maintaining collateral, and continually assessing the creditworthiness of counterparties.

The Company’s credit risk is limited in that substantially all of the contracts entered into are settled directly at securities and commodities clearing houses and a small portion is settled through member firms and banks with substantial financial and operational resources. The Company seeks to control the risks associated with its customer margin activities by requiring customers to maintain collateral in compliance with regulatory and internal guidelines.

In the normal course of business, the Company executes, settles, and finances various customer securities transactions. Execution of these transactions includes the purchase and sale of securities which exposes the Company to default risk arising from the potential that customers or counterparties may fail to satisfy their obligations. In these situations, the Company may be required to purchase or sell financial instruments at unfavorable market prices to satisfy obligations to customers or counterparties. Liabilities to other brokers and dealers related to unsettled transactions (i.e., securities fails to receive) are recorded at the amount for which the securities were purchased, and are paid upon receipt of the securities from other brokers or dealers. In the case of aged securities fails to receive, the Company may purchase the underlying security in the market and seek reimbursement for any losses from the counterparty.

For cash management purposes, the Company enters into short term securities purchased under agreements to resell and securities sold under agreements to repurchase transactions (“repos”) in addition to securities borrowing and lending arrangements, all of which may result in credit exposure in the event the counterparty to a transaction is unable to fulfill its contractual obligations. Repos are collateralized by securities with a market value in excess of the obligation under the contract. Similarly, securities lending agreements are collateralized by deposits of cash or securities. The Company attempts to minimize credit risk associated with these activities by monitoring collateral values on a daily basis and requiring additional collateral to be deposited with or returned to the Company as permitted under contractual provisions.

Concentrations of Credit Risk

The Company’s exposure to credit risk associated with its trading and other activities is measured on an individual counterparty basis, as well as by groups of counterparties that share similar attributes. Concentrations of credit risk can be affected by changes in political, industry, or economic factors. To reduce the potential for risk concentration, credit limits are established and exposure is monitored in light of changing counterparty and market conditions. As of June 30, 2017, the Company did not have any material concentrations of credit risk outside the ordinary course of business.

Off Balance Sheet Risks

The Company may be exposed to a risk of loss not reflected in the condensed consolidated financial statements to settle futures and certain over the counter contracts at contracted prices, which may require repurchase or sale of the underlying products in the market at prevailing prices. Accordingly, these transactions result in off balance sheet risk as the Company's cost to liquidate such contracts may exceed the amounts reported in the Company's condensed consolidated statements of financial condition.

4. Equity and Earnings per Share

In connection with IBG, Inc.'s initial public offering of Class A common stock ("IPO") in May 2007, it purchased 10.0% of the membership interests in IBG LLC from IBG Holdings LLC ("Holdings"), became the sole managing member of IBG LLC and began to consolidate IBG LLC's financial results into its financial statements. Holdings owns all of IBG, Inc.'s Class B common stock, which has voting rights in proportion to its ownership interests in IBG LLC. The table below shows the amount of IBG LLC membership interests held by IBG, Inc. and Holdings as of June 30, 2017.

	IBG, Inc.	Holdings	Total
Ownership %	17.1%	82.9%	100.0%
Membership interests	70,254,969	341,444,304	411,699,273

These condensed consolidated financial statements reflect the results of operations and financial position of IBG, Inc., including consolidation of its investment in IBG LLC and its subsidiaries. The noncontrolling interests in IBG LLC attributable to Holdings are reported as a component of total equity in the condensed consolidated statements of financial condition.

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Notes to Unaudited Condensed Consolidated Financial Statements

Recapitalization and Post IPO Capital Structure

Immediately prior to and immediately following the consummation of the IPO, IBG, Inc., Holdings, IBG LLC and the members of IBG LLC consummated a series of transactions collectively referred to herein as the “Recapitalization.” In connection with the Recapitalization, IBG, Inc., Holdings and the historical members of IBG LLC entered into an exchange agreement, dated as of May 3, 2007 (the “Exchange Agreement”), pursuant to which the historical members of IBG LLC received membership interests in Holdings in exchange for their membership interests in IBG LLC. Additionally, IBG, Inc. became the sole managing member of IBG LLC.

In connection with the consummation of the IPO, Holdings used the net proceeds to redeem 10.0% of members’ interests in Holdings in proportion to their interests. Immediately following the Recapitalization and IPO, Holdings owned approximately 90% of IBG LLC and 100% of IBG, Inc.’s Class B common stock, which has voting power in IBG, Inc. in proportion to Holdings’ ownership of IBG LLC.

Since consummation of the IPO and Recapitalization, IBG, Inc.’s equity capital structure has been comprised of Class A and Class B common stock. All shares of common stock have a par value of \$0.01 per share and have identical rights to earnings and dividends and in liquidation. As of June 30, 2017 and December 31, 2016, 1,000,000,000 shares of Class A common stock were authorized, of which 70,384,414 and 68,119,412 shares have been issued; and 70,251,034 and 67,984,973 shares were outstanding, respectively. Class B common stock is comprised of 100 authorized shares, of which 100 shares were issued and outstanding as of June 30, 2017 and December 31, 2016, respectively. In addition, 10,000 shares of preferred stock have been authorized, of which no shares are issued or outstanding as of June 30, 2017 and December 31, 2016, respectively.

As a result of a federal income tax election made by IBG LLC applicable to the acquisition of IBG LLC member interests by IBG, Inc., the income tax basis of the assets of IBG LLC acquired by IBG, Inc. have been adjusted based on the amount paid for such interests. Deferred tax assets were recorded as of the IPO date and in connection with subsequent redemptions of Holdings member interests in exchange for common stock. These deferred tax assets are included in other assets in the Company’s condensed consolidated statements of financial condition and are being amortized as additional deferred income tax expense over 15 years from the IPO date and from the additional redemption dates, respectively, as allowable under current tax law. As of June 30, 2017 and December 31, 2016, the unamortized balance of these deferred tax assets was \$259 million and \$273 million, respectively.

IBG, Inc. also entered into an agreement (the “Tax Receivable Agreement”) with Holdings to pay Holdings (for the benefit of the former members of IBG LLC) 85% of the tax savings that IBG, Inc. actually realizes as the result of tax basis increases. These payables to Holdings are reported as payable to affiliate in the Company’s condensed consolidated statements of financial condition. The remaining 15% is accounted for as a permanent increase to additional paid in capital in the Company’s condensed consolidated statements of financial condition.

The cumulative amounts of deferred tax assets, payables to Holdings and additional paid in capital arising from stock offerings from the date of the IPO through June 30, 2017 were \$472 million, \$401 million, and \$71 million, respectively. Amounts payable under the Tax Receivable Agreement are payable to Holdings annually following the

filing of IBG, Inc.'s federal income tax return. The Company has paid Holdings a cumulative total of \$116 million through June 30, 2017 and an additional \$15 million on July 10, 2017 pursuant to the terms of the Tax Receivable Agreement.

The Exchange Agreement, as amended, provides for future redemptions of member interests and for the purchase of member interests in IBG LLC by IBG, Inc. from Holdings, which could result in IBG, Inc. acquiring the remaining member interests in IBG LLC that it does not own. On an annual basis, members of Holdings are able to request redemption of their interests.

At the time of IBG, Inc.'s IPO in 2007, three hundred sixty (360) million shares of authorized common stock were reserved for future sales and redemptions. From 2008 through 2010, Holdings redeemed 5,013,259 IBG LLC interests with a total value of \$114 million, which redemptions were funded using cash on hand at IBG LLC. Upon cash redemption these IBG LLC interests were retired. From 2011 through 2016, IBG, Inc. issued 12,643,495 shares of common stock (with a fair value of \$362 million) directly to Holdings in exchange for an equivalent number of member interests in IBG LLC.

As a consequence of these redemption transactions, and distribution of shares to employees (see Note 9), IBG, Inc.'s interest in IBG LLC has increased to approximately 17.1%, with Holdings owning the remaining 82.9% as of June 30, 2017. The redemptions also resulted in an increase in the Holdings interest held by Mr. Thomas Peterffy and his affiliates from approximately 84.6% at the IPO to approximately 88.8% as of June 30, 2017.

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On July 28, 2017, the Company filed a Prospectus Supplement on Form 424B5 (File Number 333-219552) with the SEC to issue 1,214,860 shares of common stock in exchange for an equivalent number of shares of member interests in IBG LLC. This issuance of shares increased the Company's ownership in IBG LLC from 17.1% to 17.4%.

Earnings per Share

Basic earnings per share is calculated utilizing net income available for common stockholders divided by the weighted average number of shares of Class A and Class B common stock outstanding for that period.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
	(in millions, except share or per share amounts)			
Basic earnings per share				
Net income available for common stockholders	\$ 23	\$ 27	\$ 47	\$ 60
Weighted average shares of common stock outstanding				
Class A	69,087,753	64,967,264	68,539,426	64,476,321
Class B	100	100	100	100
	69,087,853	64,967,364	68,539,526	64,476,421
Basic earnings per share	\$ 0.33	\$ 0.41	\$ 0.68	\$ 0.93

Diluted earnings per share are calculated utilizing the Company's basic net income available for common stockholders divided by diluted weighted average shares outstanding with no adjustments to net income available to common stockholders for potentially dilutive common shares.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
	(in millions, except share or per share amounts)			

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Diluted earnings per share				
Net income available for common stockholders	\$ 23	\$ 27	\$ 47	\$ 60
Weighted average shares of common stock outstanding				
Class A				
Issued and outstanding	69,087,753	64,967,264	68,539,426	64,476,321
Potentially dilutive common shares				
Issuable pursuant to employee stock incentive plans	975,574	1,503,549	1,074,041	1,386,987
Class B	100	100	100	100
	70,063,427	66,470,913	69,613,567	65,863,408
Diluted earnings per share	\$ 0.32	\$ 0.40	\$ 0.67	\$ 0.91

Member Distributions and Stockholder Dividends

During the six months ended June 30, 2017, IBG LLC made distributions totaling \$99 million, to its members, of which IBG, Inc.'s proportionate share was \$17 million. In connection with IBG, Inc.'s annual payment to Holdings under the Tax Receivable Agreement, on July 10, 2017, IBG LLC made an additional distribution of \$88 million to its members, of which IBG, Inc.'s proportionate share was \$15 million. In March and June 2017, the Company paid quarterly cash dividends of \$0.10 per share of common stock, totaling \$7 million and \$7 million, respectively.

On July 18, 2017, the Company declared a cash dividend of \$0.10 per common share, payable on September 14, 2017 to stockholders of record as of September 1, 2017.

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Notes to Unaudited Condensed Consolidated Financial Statements

5. Comprehensive Income

The following table presents comprehensive income and earnings per share on comprehensive income:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
	(in millions, except share or per share amounts)			
Comprehensive income available for common stockholders	\$ 29	\$ 24	\$ 57	\$ 63
Earnings per share on comprehensive income				
Basic	\$ 0.42	\$ 0.36	\$ 0.83	\$ 0.97
Diluted	\$ 0.41	\$ 0.36	\$ 0.81	\$ 0.95
Weighted average common shares outstanding				
Basic	69,087,853	64,967,364	68,539,526	64,476,421
Diluted	70,063,427	66,470,913	69,613,567	65,863,408

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6. Financial Assets and Financial Liabilities

Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following tables set forth, by level within the fair value hierarchy (see Note 2), financial assets and liabilities, measured at fair value on a recurring basis as of June 30, 2017 and December 31, 2016. As required by ASC Topic 820, financial assets and financial liabilities are classified in their entirety based on the lowest level of input that is significant to the respective fair value measurement.

Financial Assets At Fair Value
as of June 30, 2017

	Level 1	Level 2	Level 3	Total
	(in millions)			
Securities segregated for regulatory purposes	\$ 3,503	\$ —	\$ —	\$ 3,503
Financial instruments owned, at fair value				
Stocks	1,324	—	—	1,324
Options	973	—	—	973
Warrants and discount certificates	3	—	—	3
U.S. and foreign government securities	245	—	—	245
Corporate and municipal bonds	—	2	1	3
Currency forward contracts	—	25	—	25
Total financial instruments owned, at fair value	2,545	27	1	2,573
Total financial assets at fair value	\$ 6,048	\$ 27	\$ 1	\$ 6,076

Financial Liabilities At Fair
Value as of June 30, 2017

Level 1	Level 2	Level 3	Total
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(in millions)

Financial instruments sold, but not yet purchased, at fair value				
Stocks	\$ 614	\$ —	\$ —	\$ 614
Options	355	—	—	355
Warrants and discount certificates	—	—	—	—
Currency forward contracts	—	5	—	5
Total financial instruments sold, but not yet purchased, at fair value	969	5	—	974
Total financial liabilities at fair value	\$ 969	\$ 5	\$ —	\$ 974

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Financial Assets At Fair Value as of December 31, 2016				
	Level 1	Level 2	Level 3	Total
(in millions)				
Securities segregated for regulatory purposes	\$ 7,398	\$ —	\$ —	\$ 7,398
Financial instruments owned, at fair value				
Stocks	1,821	—	—	1,821
Options	1,804	—	—	1,804
Warrants and discount certificates	43	—	—	43
U.S. and foreign government securities	363	—	—	363
Corporate and municipal bonds	—	2	1	3
Currency forward contracts	—	3	—	3
Total financial instruments owned, at fair value	4,031	5	1	4,037
Total financial assets at fair value	\$ 11,429	\$ 5	\$ 1	\$ 11,435

value

	Financial Liabilities At Fair Value as of December 31, 2016			
	Level 1	Level 2	Level 3	Total
	(in millions)			
Financial instruments sold, but not yet purchased, at fair value				
Stocks	\$ 839	\$ —	\$ —	\$ 839
Options	1,286	—	—	1,286
Warrants and discount certificates	1	—	—	1
Currency forward contracts	—	19	—	19
Total financial instruments sold, but not yet purchased, at fair value	2,126	19	—	2,145
Total financial liabilities at fair value	\$ 2,126	\$ 19	\$ —	\$ 2,145
Transfers between Level 1 and Level 2				

Transfers of financial assets and financial liabilities at fair value to or from Levels 1 and 2 arise where the market for a specific financial instrument has become active or inactive during the period. The fair values transferred are ascribed as if the financial assets or financial liabilities had been transferred as of the end of the period. During the six months ended June 30, 2017 and 2016, there were no transfers between levels for financial assets and liabilities, at fair value.

Level 3 Financial Assets and Financial Liabilities

The Company's Level 3 financial assets are comprised of delisted and illiquid securities reported within financial instruments owned, at fair value in the condensed consolidated statements of financial condition. During the six months ended June 30, 2017 and 2016, there were no transfers between levels for financial assets and liabilities, at fair value.

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Notes to Unaudited Condensed Consolidated Financial Statements

Trading Gains from Market Making Transactions

Trading gains and losses from market making transactions reported in the statements of comprehensive income, by major product type, are comprised of:

	Three Months Ended June 30, 2017		Six Months Ended June 30, 2016	
	(in millions)			
Equities	\$ 17	\$ 35	\$ 20	\$ 85
Fixed income	—	—	—	—
Foreign exchange	(4)	(1)	(5)	1
Total trading gains, net	\$ 13	\$ 34	\$ 15	\$ 86

These transactions are related to the Company's financial instruments owned and financial instruments sold, but not yet purchased, at fair value and include both derivative and non-derivative financial instruments, including exchange traded options and futures. These gains and losses also include market making related dividend and fixed income trading related interest income and expense.

The gains (losses) in the table above are not representative of the integrated trading strategies applied by the Company, which utilizes financial instruments across various product types. Gains and losses in one product type frequently offset gains and losses in other product types.

Financial Assets and Liabilities Not Measured at Fair Value

The following tables represent the carrying value, fair value, and fair value hierarchy category of certain financial assets and liabilities that are not recorded at fair value in the Company's condensed consolidated statements of financial condition. The following table excludes certain financial instruments such as equity investments and all non-financial assets and liabilities:

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June 30, 2017
 Carrying Fair
 Value Value Level 1 Level 2 Level 3

(in millions)

Financial assets, not measured at fair value					
Cash and cash equivalents	\$ 2,115	\$ 2,115	\$ 2,115	\$ -	\$ -
Cash and securities segregated for regulatory purposes	20,684	20,684	6,910	13,774	-
Securities borrowed	3,895	3,895	-	3,895	-
Securities purchased under agreements to resell	366	366	-	366	-
Receivables from customer	22,833	22,833	-	22,833	-
Receivables from broker, dealers, and clearing organizations	1,164	1,164	-	1,164	-
Interest receivable	59	59	-	59	-
Other assets	8	12	-	11	1
Total financial assets, not measured at fair value	\$ 51,124	\$ 51,128	\$ 9,025	\$ 42,102	\$ 1

Financial liabilities, not measured at fair value					
Short-term borrowings	\$ 9	\$ 9	\$ -	\$ 9	\$ -
Securities loaned	3,632	3,632	-	3,632	-
Payables to customer	45,950	45,950	-	45,950	-
Payables to brokers, dealers and clearing organizations	449	449	-	449	-
Interest payable	14	14	-	14	-
Total financial liabilities, not measured at fair value	\$ 50,054	\$ 50,054	\$ -	\$ 50,054	\$ -

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	December 31, 2016				
	Carrying	Fair			Level
	Value	Value	Level 1	Level 2	3
	(in millions)				
Financial assets, not measured at fair value					
Cash and cash equivalents	\$ 1,925	\$ 1,925	\$ 1,925	\$ -	\$ -
Cash and securities segregated for regulatory purposes	16,619	16,619	5,624	10,995	-
Securities borrowed	3,629	3,629	-	3,629	-
Securities purchased under agreements to resell	111	111	-	111	-
Receivables from customer	19,409	19,409	-	19,409	-
Receivables from broker, dealers, and clearing organizations	1,040	1,040	-	1,040	-
Interest receivable	57	57	-	57	-
Other assets	28	32	-	32	-
Total financial assets, not measured at fair value	\$ 42,818	\$ 42,822	\$ 7,549	\$ 35,273	\$ -

Financial liabilities, not measured at fair value					
Short-term borrowings	\$ 74	\$ 74	\$ -	\$ 74	\$ -
Securities loaned	4,293	4,293	-	4,293	-
Payables to customer	41,731	41,731	-	41,731	-
Payables to brokers, dealers and clearing organizations	239	239	-	239	-
Interest payable	6	6	-	6	-
Total financial liabilities, not measured at fair value	\$ 46,343	\$ 46,343	\$ -	\$ 46,343	\$ -

Netting of Financial Assets and Financial Liabilities

It is the Company's policy to net securities borrowed and securities loaned, and securities purchased under agreements to resell and securities sold under agreements to repurchase that meet the offsetting requirements prescribed in ASC Topic 210-20. In the tables below, the amounts of financial instruments that are not offset in the condensed consolidated statements of financial condition, but could be netted against cash or financial instruments with specific counterparties under master netting agreements, according to the terms of the agreements, including clearing houses (exchange traded options, warrants and discount certificates) or over the counter currency forward contract counterparties, are presented to provide financial statement readers with the Company's net payable or receivable with counterparties for these financial instruments.

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The following tables set forth the netting of financial assets and of financial liabilities as of June 30, 2017 and December 31, 2016:

	June 30, 2017		Net	Amounts	
	Gross	Amounts	Amounts	Not Offset	
	Amounts	Offset in	Presented in	in the	
	of Financial	the	the	Condensed	
	Assets and	Condensed	Condensed	Statement	
	Liabilities	Statement	Consolidated	of Financial	
	Recognized	of	Statement of	Financial	Net
	Condition	Financial	Financial	Instruments	Amount
	2	Condition	Condition		
	(in millions)				
Offsetting of Financial Assets					
Securities segregated for regulatory purposes - purchased under agreements to resell	\$ 13,774	\$ —	\$ 13,774	\$ (13,774)	\$ —
Securities borrowed	3,895	—	3,895	(3,750)	145
Securities purchased under agreements to resell	366	—	366	(366)	—
Financial Instruments owned, at fair value					
Options	973	—	973	(345)	628
Warrants and discount certificates	3	—	3	—	3
Currency forward contracts	25	—	25	—	25
Total	\$ 19,036	\$ —	\$ 19,036	\$ (18,235)	\$ 801

(in millions)

Offsetting of Financial Liabilities					
Securities loaned	\$ 3,632	\$ —	\$ 3,632	\$ (3,467)	\$ 165
Financial instruments sold, but not yet purchased, at fair value					

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Options	355	—	355	(345)	10
Warrants and discount certificates	—	—	—	—	—
Currency forward contracts	5	—	5	—	5
Total	\$ 3,992	\$ —	\$ 3,992	\$ (3,812)	\$ 180

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		December 31, 2016		Net	Amounts	
Gross	Amounts	Net	Amounts	Amounts	Not Offset	
Amounts	Offset in	Amounts	Presented in	Presented in	in the	
of Financial	the	of Financial	the	the	Condensed	
Assets and	Consolidated	Consolidated	Consolidated	Consolidated	Statement	
Liabilities	Statement	Statement of	Statement of	Statement of	of Financial	
Recognized	of	Financial	Financial	Financial	Condition	
Condition	Financial	Condition	Condition	Condition	Cash or	
2	2	2	2	2	Financial	
					Instruments	Net
						Amount

(in millions)

Offsetting of Financial Assets

Securities segregated for regulatory purposes - purchased under agreements to resell	\$ 10,995	1	\$ —	\$ 10,995	\$ (10,995)	\$ —
Securities borrowed	3,629		—	3,629	(3,488)	141
Securities purchased under agreements to resell	111		—	111	(111)	—
Financial Instruments owned, at fair value						
Options	1,804		—	1,804	(1,230)	574
Warrants and discount certificates	43		—	43	(1)	42
Currency forward contracts	3		—	3	—	3
Total	\$ 16,585		\$ —	\$ 16,585	\$ (15,825)	\$ 760

(in millions)

Offsetting of Financial Liabilities

Securities loaned	\$ 4,293	\$ —	\$ 4,293	\$ (4,158)	\$ 135
Financial instruments sold, but not yet purchased, at fair value					
Options		1,286	—	1,286	(1,230) 56

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Warrants and discount certificates	1	—	1	(1)	—
Currency forward contracts	19	—	19	—	19
Total	\$ 5,599	\$ —	\$ 5,599	\$ (5,389)	\$ 210

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- (1) As of June 30, 2017 and December 31, 2016, the Company had \$13.8 billion and \$11.0 billion, respectively, of securities purchased under agreements to resell that were segregated to satisfy regulatory requirements. These securities are included in “Cash and securities - segregated for regulatory purposes” in the condensed consolidated statements of financial condition.
- (2) The Company did not have any balances eligible for netting in accordance with ASC Topic 210-20 at June 30, 2017 and December 31, 2016.

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Secured Financing Transactions – Maturities and Collateral Pledged

The following tables present gross obligations for securities loaned transactions by remaining contractual maturity and class of collateral pledged as of June 30, 2017 and December 31, 2016:

	June 30, 2017				
	Remaining Contractual Maturity				
	Overnight	Less than 30 days	30 – 90 days	Over 90 days	Total
	(in millions)				
Securities Loaned					
Stocks	\$ 3,574	\$ -	\$ -	\$ -	\$ 3,574
Corporate bonds	58	-	-	-	58
Total	\$ 3,632	\$ -	\$ -	\$ -	\$ 3,632

	December 31, 2016				
	Remaining Contractual Maturity				
	Overnight	Less than 30 days	30 – 90 days	Over 90 days	Total
	(in millions)				
Securities Loaned					
Stocks	\$ 3,574	\$ -	\$ -	\$ -	\$ 3,574
Corporate bonds	58	-	-	-	58
Total	\$ 3,632	\$ -	\$ -	\$ -	\$ 3,632

	(in millions)				
Securities Loaned					
Stocks	\$ 4,269	\$ -	\$ -	\$ -	\$ 4,269
Corporate bonds	24	-	-	-	24
Total	\$ 4,293	\$ -	\$ -	\$ -	\$ 4,293

7. Collateralized Transactions

The Company enters into securities borrowing and lending transactions and agreements to repurchase and resell securities to finance trading inventory, to obtain securities for settlement and to earn residual interest rate spreads. In addition, the Company's customers pledge their securities owned to collateralize margin loans. Under these transactions, the Company either receives or provides collateral, including equity, corporate debt and U.S. government securities. Under typical agreements, the Company is permitted to sell or repledge securities received as collateral and use these securities to secure securities purchased under agreements to resell, enter into securities lending transactions or deliver these securities to counterparties to cover short positions.

The Company also engages in securities financing transactions with and for customers through margin lending. Customer receivables generated from margin lending activity are collateralized by customer owned securities held by the Company. Customers' required margin levels and established credit limits are monitored continuously by risk management staff using automated systems. Pursuant to the Company's policy and as enforced by such systems, customers are required to deposit additional collateral or reduce positions, when necessary to avoid automatic liquidation of their positions.

Margin loans are extended to customers on a demand basis and are not committed facilities. Factors considered in the acceptance or rejection of margin loans are the amount of the loan, the degree of leverage being employed in the customer account and an overall evaluation of the customer's portfolio to ensure proper diversification or, in the case of concentrated positions, appropriate liquidity of the underlying collateral. Additionally, transactions relating to concentrated or restricted positions are limited or prohibited by raising the level of required margin collateral (to 100% in the extreme case). Underlying collateral for margin loans is evaluated with respect to the liquidity of the collateral positions, valuation of securities, volatility analysis and an evaluation of industry concentrations. Adherence to the Company's collateral policies significantly limits the Company's credit exposure to margin loans in the event of a customer's default. Under margin lending agreements, the Company may request additional margin collateral from customers and may sell securities that have not been paid for or purchase securities sold but not delivered from customers, if necessary. As of June 30, 2017 and December 31, 2016, approximately \$22.8 billion and \$19.4 billion, respectively, of customer margin loans were outstanding.

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The following table summarizes the amounts related to collateralized transactions as of June 30, 2017 and December 31, 2016:

	June 30, 2017		December 31, 2016	
	Permitted to Repledge	Sold or Repledged	Permitted to Repledge	Sold or Repledged
	(in millions)			
Securities lending transactions	\$ 16,921	\$ 3,920	\$ 13,768	\$ 3,621
Securities purchased under agreements to resell transactions (1)	14,111	14,111	11,117	11,117
Customer margin assets	21,083	7,192	17,773	7,172
	\$ 52,115	\$ 25,223	\$ 42,658	\$ 21,910

(1) As of June 30, 2017, \$13.8 billion or 98% (as of December 31, 2016, \$11.0 billion or 99%) of securities acquired through agreements to resell that are shown as repledged have been deposited in a separate bank account for the exclusive benefit of customers in accordance with SEC Rule 15c3-3.

In the normal course of business, the Company pledges qualified securities with clearing organizations to satisfy daily margin and clearing fund requirements. As of June 30, 2017 and December 31, 2016, the majority of the Company's U.S. and foreign government securities owned were pledged to clearing organizations.

Financial instruments owned and pledged as collateral, including amounts pledged to affiliates, where the counterparty has the right to repledge, as of June 30, 2017 and December 31, 2016 are presented in the following table:

June	December
30,	31,
2017	2016

(in millions)

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Stocks	\$ 682	\$ 1,574
U.S. and foreign government securities	242	359
	\$ 924	\$ 1,933

8. Other Income

The components of other income for the three months and six months ended June 30, 2017 and 2016 were:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
	(in millions)			
Market data fees	\$ 9	\$ 8	\$ 18	\$ 17
Account activity fees	5	5	10	9
Risk exposure fees	6	4	11	9
Payments for order flow	4	3	8	7
Gains on financial instruments, at fair value and other investments, net	—	16	2	51
Gains from currency diversification strategy, net	29	17	78	101
Other, net	6	4	8	7
	\$ 59	\$ 57	\$ 135	\$ 201

Market data fees are charged to customers for market data services they subscribe to and are largely offset by the related costs paid to obtain market data from third party vendors. Account activity fees are charged to customers that do not generate the minimum monthly commission. The fee is the difference between the minimum required commission and the actual commissions generated. Risk exposure fees are earned from a small minority of customer accounts carrying positions with market risk that exceeds defined thresholds. Payments for order flow are earned from various options exchanges based upon options trading volume originated by the Operating Companies. Gains on financial instruments, at fair value and other investments, net include (1) realized and unrealized gains and losses on financial instruments that (a) are held for purposes other than the Company's market making operations, (b) are subject to restrictions, or (c) are accounted for under the equity method and (2) dividends on investments accounted for under cost method.

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9. Employee Incentive Plans

Defined Contribution Plan

The Company offers substantially all employees of U.S.-based Operating Companies who have met minimum service requirements the opportunity to participate in defined contribution retirement plans qualifying under the provisions of Section 401(k) of the Internal Revenue Code. The general purpose of this plan is to provide employees with an incentive to make regular savings in order to provide additional financial security during retirement. This plan provides for the Company to match 50% of the employees' pre-tax contribution, up to a maximum of 10% of eligible earnings. The employee is vested in the matching contribution incrementally over six years of service. Included in employee compensation and benefits expenses in the condensed consolidated statements of comprehensive income were \$2 million of plan contributions for each of the six months ended June 30, 2017 and 2016.

2007 ROI Unit Stock Plan

In connection with the IPO, the Company adopted the IBG, Inc. 2007 ROI Unit Stock Plan ("ROI Unit Stock Plan"). An aggregate of 1,271,009 shares of restricted common stock (consisting of 1,250,000 shares issued under the ROI Unit Stock Plan and 21,009 shares under the 2007 Stock Incentive Plan, as described below), with a fair value at the date of grant of \$38 million were issued to IBG LLC and held as treasury stock.

As of June 30, 2017, the Company had 3,935 shares of common stock remaining to be distributed to former employees under the ROI Unit Stock Plan.

2007 Stock Incentive Plan

Under the Company's 2007 Stock Incentive Plan (the "Stock Incentive Plan"), up to 30 million shares of the Company's common stock may be granted and issued to directors, officers, employees, contractors and consultants of the Company. The purpose of the Stock Incentive Plan is to promote the Company's long term financial success by attracting, retaining and rewarding eligible participants.

As a result of the Company's organizational structure, a description of which can be found in "Business – Our Organizational Structure" in Part I Item 1 of the Company's Annual Report on Form 10-K, there is no dilutive effect upon ownership of common stockholders of issuing shares under the Stock Incentive Plan. The issuances do not dilute the book value of the ownership of common stockholders since the restricted stock units are granted at market value, and upon their vesting and the related issuance of shares of common stock, the ownership of IBG, Inc. in IBG LLC, increases proportionately to the shares issued. As a result of such proportionate increase in share ownership, the dilution upon issuance of common stock is borne by IBG LLC's majority member (i.e., noncontrolling interest), Holdings, and not by IBG, Inc. or its common stockholders. Additionally, dilution of earnings that may take place after issuance of common stock is reflected in EPS reported in the Company's financial statements. The EPS dilution

can be neither estimated nor projected, but historically it has not been material.

The Stock Incentive Plan is administered by the Compensation Committee of the Company's Board of Directors. The Compensation Committee has discretionary authority to determine the eligibility to participate in the Stock Incentive Plan and establishes the terms and conditions of the stock awards, including the number of awards granted to each participant and all other terms and conditions applicable to such awards in individual grant agreements. Awards are expected to be made primarily through grants of restricted common stock. Stock Incentive Plan awards are subject to issuance over time. All previously granted but not yet earned awards may be cancelled by the Company upon the participant's termination of employment or violation of certain applicable covenants prior to issuance, unless determined otherwise by the Compensation Committee.

The Stock Incentive Plan provides that, upon a change in control, the Compensation Committee may, at its discretion, fully vest any granted but not yet earned awards under the Stock Incentive Plan, or provide that any such granted but not yet earned awards will be honored or assumed, or new rights substituted by the new employer on a substantially similar basis and on terms and conditions substantially comparable to those of the Stock Incentive Plan.

The Company expects to continue to grant awards on or about December 31 of each year to eligible participants as part of an overall plan of equity compensation. Shares of common stock vest, and become distributable to participants in accordance with the following schedule:

- 10% on the first vesting date, which is on or about May 9 of each year; and
- an additional 15% on each of the following six anniversaries of the first vesting, assuming continued employment with

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the Company and compliance with non-competition and other applicable covenants.

Awards granted to external directors vest, and are distributed, over a five year period (20% per year) commencing one year after the date of grant. A total of 22,996 shares have been granted to the external directors cumulatively since the plan inception.

Stock Incentive Plan share grants (excluding 21,009 shares issued pursuant to the ROI Unit Stock Plan described above) and the related fair values since the plan inception are presented in the table below:

	Shares	Fair Value at Date of Grant (\$ millions)
Prior periods (since inception)	19,178,500	\$ 348
December 31, 2014	1,709,968	49
December 31, 2015	1,211,533	52
December 31, 2016	1,451,136	55
	23,551,137	\$ 504

(1) Stock Incentive Plan number of granted shares related to 2016 was adjusted by 5,657 additional shares during the six months ended June 30, 2017.

Estimated future grants under the Stock Incentive Plan are accrued for ratably during each year (see Note 2). In accordance with the vesting schedule, outstanding awards vest and are distributed to participants yearly on or about May 9 of each year. At the end of each year, there are no vested awards that remain undistributed.

Compensation expense related to the Stock Incentive Plan recognized in the condensed consolidated statements of comprehensive income was \$25 million, and \$22 million for the six months ended June 30, 2017 and 2016, respectively. Estimated future compensation costs for unvested awards, net of credits for cancelled awards, as of June 30, 2017 are \$30 million.

The following summarizes the Stock Incentive Plan and ROI Unit Stock Plan activities from December 31, 2013 through June 30, 2017:

	Stock Incentive Plan Shares		ROI Unit Stock Plan Shares
Balance, December 31, 2016	7,917,719	1	4,994
Granted	—		—
Cancelled	(44,791)		—
Distributed	(2,265,002)		(1,059)
Balance, June 30, 2017	5,607,926		3,935

(1) Stock Incentive Plan number of granted shares related to 2016 was adjusted by 5,657 additional shares during the six months ended June 30, 2017.

Awards previously granted but not yet earned under the stock plans are subject to the plans' post-employment provisions in the event a participant ceases employment with the Company. Through June 30, 2017, a total of 564,825 shares have been distributed under these post employment provisions. These distributions are included in the table above.

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10. Income Taxes

Income tax expense for the six months ended June 30, 2017 and 2016 differs from the U.S. federal statutory rate primarily due to the taxation treatment of income attributable to noncontrolling interests in IBG LLC. These noncontrolling interests are subject to U.S. taxation as partnerships. Accordingly, the income attributable to these noncontrolling interests is reported in the condensed consolidated statements of comprehensive income, but the related U.S. income tax expense attributable to these noncontrolling interests is not reported by the Company as it is the obligation of the individual members. Income tax expense is also affected by the differing effective tax rates in foreign, state and local jurisdictions where certain of the Company's subsidiaries are subject to corporate taxation.

Deferred income taxes arise primarily due to the amortization of the deferred tax assets recognized in connection with the common stock offerings (see Note 4), differences in the valuation of financial assets and liabilities, and for other temporary differences arising from the deductibility of compensation and depreciation expenses in different time periods for accounting and income tax return purposes.

As of and for the six months ended June 30, 2017 and 2016, the Company had no unrecognized tax and no valuation allowances on deferred tax assets were required. The Company is subject to taxation in the U.S. and various states and foreign jurisdictions. As of June 30, 2017, the Company is no longer subject to U.S. Federal and State income tax examinations for tax years prior to 2010, and to non-U.S. income tax examinations for tax years prior to 2006.

As of June 30, 2017, accumulated earnings held by non U.S. subsidiaries totaled \$1.0 billion (as of December 31, 2016 \$1.0 billion). Of this amount, approximately \$0.3 billion (as of December 31, 2016 \$0.3 billion) is attributable to earnings of the Company's foreign subsidiaries that are considered "pass through" entities for U.S. income tax purposes. Since the Company accounts for U.S. income taxes on these earnings on a current basis, no additional U.S. tax consequences would result from the repatriation of these earnings other than that which would be due arising from currency fluctuations between the time the earnings are reported for U.S. tax purposes and when they are remitted. With respect to certain of these subsidiaries' accumulated earnings (approximately \$0.2 billion and \$0.2 billion as of June 30, 2017 and December 31, 2016, respectively), repatriation would result in additional foreign taxes in the form of dividend withholding tax imposed on the recipient of the distribution or dividend distribution tax imposed on the payor of the distribution. The Company has not provided for its proportionate share of these additional foreign taxes as it does not intend to repatriate these earnings in the foreseeable future. For the same reason, the Company has not provided deferred U.S. tax on cumulative translation adjustments associated with these earnings.

The remainder of the accumulated earnings are attributable to non U.S. subsidiaries that are not considered “pass through” entities for U.S. tax purposes. The Company’s U.S. tax basis in the stock of most of these entities exceeds its book basis. Establishing a deferred tax asset pursuant to ASC Topic 740 is not permitted as this difference will not reverse in the foreseeable future. In the instances in which the Company’s book basis were to exceed its U.S. tax basis, no deferred tax liability would be established as the Company would consider the earnings of those entities to be indefinitely reinvested.

11. Commitments, Contingencies and Guarantees

Claims against Customers

On January 15, 2015, due to the sudden move in the value of the Swiss franc that followed an unprecedented action by the Swiss National Bank, which removed a previously instituted and repeatedly reconfirmed cap of the currency relative to the Euro, several of the Company’s customers who held currency futures and spot positions suffered losses in excess of their deposits with the Company. The Company took immediate action to hedge its exposure to the foreign currency receivables from these customers. The Company estimates the cumulative losses related to this event, net of hedging activity and debt collection efforts, to be approximately \$117 million. The Company is actively pursuing collection of the debts. The ultimate effect of this incident on the Company’s results will depend upon the outcome of the Company’s debt collection efforts.

Litigation

The Company is subject to certain pending and threatened legal actions which arise out of the normal course of business. Litigation is inherently unpredictable, particularly in proceedings where claimants seek substantial or indeterminate damages, or which are in their early stages. The Company has not been able to quantify the actual loss or range of loss related to such legal proceedings, the manner in which they will be resolved, the timing of final resolution or the ultimate settlement. Management believes that the resolution of these actions will not have a material effect, if any, on the Company’s business or financial condition, but may have a material impact on the results of operations for a given period.

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The Company accounts for potential losses related to litigation in accordance with FASB ASC Topic 450, “Contingencies.” As of June 30, 2017 and 2016, reserves provided for potential losses related to litigation matters were not material.

Trading Technologies Matter

On February 3, 2010, Trading Technologies International, Inc. (“Trading Technologies”) filed a complaint in the U.S. District Court for the Northern District of Illinois, Eastern Division, against IBG, Inc., IBG LLC, Holdings, and IB LLC. Thereafter, Trading Technologies dismissed IBG, Inc. and Holdings from the case, leaving only IBG LLC and IB LLC as defendants (“Defendants”). The operative complaint, as amended, alleges that the Defendants have infringed and continue to infringe twelve U.S. patents held by Trading Technologies. Trading Technologies is seeking, among other things, unspecified damages and injunctive relief (“the Litigation”).

The Defendants filed an answer to Trading Technologies’ amended complaint, as well as related counterclaims. The defendants deny Trading Technologies’ claims, assert that the asserted patents are not infringed and are invalid, and assert several other defenses as well.

Trading Technologies also filed patent infringement lawsuits against approximately a dozen other companies in the same court, many of which are still pending. The Litigation was consolidated with the other lawsuits filed by Trading Technologies.

The United States Patent and Trademark Office (“USPTO”) issued decisions instituting Covered Business Method Review (“CBM Review”) on all of the asserted patents and has made a finding that it is more likely than not that the patents are invalid. The District Court granted the Defendants’ motion to stay the Litigation pending the CBM Reviews. On February 17, 2017, the USPTO issued two decisions finding that the claims of one patent are patentable and the claims of another patent are not patentable. On February 28, 2017, the USPTO issued a decision finding that most of the claims of another patent are not patentable and finding three claims of the same patent to be patentable. On March 3, 2017, the USPTO issued a decision finding that all claims of another patent are not patentable. On March 31, 2017, the USPTO issued a decision finding that all claims of another patent are not patentable. On April 26, 2017, the USPTO issued a decision finding that all claims of another patent are not patentable. On August 7, 2017, the USPTO issued two decisions finding that all claims of two patents are not patentable. The Defendants plan to appeal to the extent any claims were held to be patentable.

It is difficult to predict the outcome of the matter, however, the Company believes it has meritorious defenses to the allegations made in the complaint and intends to defend itself vigorously against them. However, litigation is

inherently uncertain and there can be no guarantee that the Company will prevail or that the Litigation can be settled on favorable terms.

Class Action Matter

On December 18, 2015, a former individual customer filed a purported class action complaint against IB LLC, IBG, Inc., and Thomas Frank, PhD, the Company's Executive Vice President and Chief Information Officer, in the U.S. District Court for the District of Connecticut. The complaint alleges that the former customer and members of the purported class of IB LLC's customers were harmed by alleged "flaws" in the computerized system used by the Company to close out (i.e., liquidate) positions in customer brokerage accounts that have margin deficiencies. The complaint seeks, among other things, undefined compensatory damages and declaratory and injunctive relief.

On February 19, 2016, the Company filed a motion to dismiss the class action complaint. On September 28, 2016, the Court issued an order granting the Company's motion to dismiss and dismissing the complaint in its entirety, and without providing plaintiff leave to amend. On October 5, 2016, the Court entered judgment in the Company's favor. On October 12, 2016, plaintiff filed motions for leave to file an amended complaint and to vacate or amend judgment, which the Company opposed. The Court has not yet ruled on these motions. We believe that the proposed amended complaint, like the original complaint, lacks merit. Further, even if the complaint ultimately were to survive a motion to dismiss, we do not believe that a purported class action is appropriate given the great differences in portfolios, markets and many other circumstances surrounding the liquidation of any particular customer's margin-deficient account. IB LLC and the related defendants intend to continue to defend themselves vigorously against the case and, consistent with past practice in connection with this type of unwarranted action, any potential claims for counsel fees and expenses incurred in defending the case shall be fully pursued against the plaintiff.

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Interactive Brokers Group, Inc. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements

Guarantees

Certain of the Operating Companies provide guarantees to securities and commodities clearing houses and exchanges which meet the accounting definition of a guarantee under FASB ASC Topic 460, "Guarantees." Under standard membership agreements, clearing house and exchange members are required to guarantee collectively the performance of other members. Under the agreements, if a member becomes unable to satisfy its obligations, other members would be required to meet shortfalls. In the opinion of management, the Operating Companies' liability under these arrangements is not quantifiable and could exceed the cash and securities they have posted as collateral. However, the potential for these Operating Companies to be required to make payments under these arrangements is remote. Accordingly, no contingent liability is carried in the condensed consolidated statements of financial condition for these arrangements.

In connection with its retail brokerage business, IB LLC or other electronic brokerage Operating Companies perform securities and commodities execution, clearance and settlement on behalf of their customers for whom they commit to settle trades submitted by such customers with the respective clearing houses. If a customer fails to fulfill its settlement obligations, the respective Operating Company must fulfill those settlement obligations. No contingent liability is carried on the condensed consolidated statements of financial condition for such customer obligations.

Other Commitments

Certain clearing houses, clearing banks and firms used by certain Operating Companies are given a security interest in certain assets of those Operating Companies held by those clearing organizations. These assets may be applied to satisfy the obligations of those Operating Companies to the respective clearing organizations.

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Interactive Brokers Group, Inc. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements

12. Segment and Geographic Information

The Company has two operating business segments: electronic brokerage and market making. These segments are supported by the corporate segment, which provides centralized services and executes the Company's currency diversification strategy.

The Company conducts its electronic brokerage business through certain Interactive Brokers subsidiaries, which provide electronic trade execution and clearing services to customers worldwide. The Company conducts its market making business principally through its Timber Hill subsidiaries on the world's leading exchanges and market centers, primarily in exchange traded equities, equity options and equity index options and futures.

Significant transactions and balances between the Operating Companies occur, primarily as a result of certain Operating Companies holding exchange or clearing organization memberships, which are utilized to provide execution and clearing services to affiliates. Charges for transactions between segments are designed to approximate full costs. Intra segment and intra region income and expenses and related balances have been eliminated in this segment and geographic information to reflect the external business conducted in each segment or geographic region. Corporate items include non allocated corporate income and expenses that are not attributed to segments for performance measurement, net gains and losses on positions held as part of our overall currency diversification strategy, corporate assets and eliminations.

Management believes that the following information by business segment provides a reasonable representation of each segment's contribution to total net revenues and income before income taxes for the three months and six months ended June 30, 2017 and 2016, and total assets as of June 30, 2017 and December 31, 2016:

	Three Months Ended June 30, 2017		Six Months Ended June 30, 2016	
Net revenues				
	(in millions)		(in millions)	

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Electronic brokerage	\$ 334	\$ 310	\$ 648	\$ 657
Market making	23	43	31	102
Corporate	30	16	82	99
Total net revenues	\$ 387	\$ 369	\$ 761	\$ 858
Income before income taxes				
Electronic brokerage	\$ 198	\$ 191	\$ 383	\$ 426
Market making	(24)	5	(46)	25
Corporate	30	17	80	99
Total income before income taxes	\$ 204	\$ 213	\$ 417	\$ 550

	December
June 30,	31,
2017	2016

(in millions)

Segment assets		
Electronic brokerage	\$ 54,562	\$ 50,072
Market making	8,663	11,765
Corporate	(5,628)	(7,164)
Total assets	\$ 57,597	\$ 54,673

The Company operates its automated global business in the U.S. and international markets on more than 120 electronic exchanges and market centers. A significant portion of the Company's net revenues are generated by subsidiaries operating outside the U.S. International operations are comprised of electronic brokerage and market making activities in 24 countries in Europe, Asia and the Americas (outside the U.S.). The following table presents total net revenues and income before income taxes by geographic area for the three months and six ended June 30, 2017 and 2016. The geographic analysis presented below is based on the location of the subsidiaries in which the transactions are recorded. This geographic information does not reflect the way the Company's business is managed.

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Interactive Brokers Group, Inc. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements

	Three Months Ended June 30, 2017		Six Months Ended June 30, 2016	
	(in millions)		(in millions)	
Net revenues				
United States	\$ 316	\$ 278	\$ 619	\$ 682
International	71	91	142	176
Total net revenues	\$ 387	\$ 369	\$ 761	\$ 858
Income before income taxes				
United States	\$ 186	\$ 177	\$ 381	\$ 485
International	18	36	36	65
Total income before income taxes	\$ 204	\$ 213	\$ 417	\$ 550

13. Regulatory Requirements

As of June 30, 2017, aggregate excess regulatory capital for all of the Operating Companies was \$4.9 billion.

IB LLC, TH LLC and IB Corp are subject to the Uniform Net Capital Rule (Rule 15c3-1) under the Exchange Act and the Commodities and Futures Trading Commission's minimum financial requirements (Regulation 1.17), and THE is subject to the Swiss Financial Market Supervisory Authority eligible equity requirement. THA and IBA are subject to the Australian Securities Exchange liquid capital requirement, THLI is subject to the Financial Market Authority Liechtenstein eligible capital requirements, THC and IBC are subject to the Investment Industry Regulatory

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Organization of Canada risk adjusted capital requirement, IBUK is subject to the U.K. Financial Conduct Authority Capital Requirements Directive, IBHK is subject to the Hong Kong Securities Futures Commission liquid capital requirement, IBI is subject to the National Stock Exchange of India net capital requirements and IBSJ is subject to the Japanese Financial Supervisory Agency capital requirements. The following table summarizes capital, capital requirements and excess regulatory capital:

	Net Capital/ Eligible Equity	Requirement	Excess
	(in millions)		
IB LLC	\$ 3,727	\$ 345	\$ 3,382
TH LLC	368	1	367
THE	619	104	515
Other regulated Operating Companies	757	93	664
	\$ 5,471	\$ 543	\$ 4,928

Regulatory capital requirements could restrict the Operating Companies from expanding their business and declaring dividends if their net capital does not meet regulatory requirements. Also, certain Operating Companies are subject to other regulatory restrictions and requirements.

As of June 30, 2017, all of the regulated Operating Companies were in compliance with their respective regulatory capital requirements.

14. Related Party Transactions

Receivable from affiliate, reported in other assets in the condensed consolidated statement of financial condition, represents amounts advanced to Holdings and payable to affiliate represents amounts payable to Holdings under the Tax Receivable Agreement (see Note 4).

Included in receivables from and payables to customers in the condensed consolidated statements of financial condition as of June 30, 2017 and December 31, 2016 were accounts receivable from directors, officers and their affiliates of \$213 million and \$78 million and payables of \$551 million and \$468 million, respectively. The Company may extend credit to these related parties in connection with margin loans. Such loans are (i) made in the ordinary course of business, (ii) are made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to the Company, and (iii) do not involve more than the normal risk of collectability or present other unfavorable features.

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Interactive Brokers Group, Inc. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements

15. Subsequent Events

As required by FASB ASC Topic 855, "Subsequent Events," the Company has evaluated subsequent events for adjustment to or disclosure in its condensed consolidated financial statements through the date the condensed consolidated financial statements were issued.

Except as disclosed in Note 4 and Note 11, no other recordable or disclosable events occurred.

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ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the unaudited condensed consolidated financial statements and the related notes in Item 1, included elsewhere in this report. In addition to historical information, the following discussion also contains forward looking statements that include risks and uncertainties. Our actual results may differ materially from those anticipated in these forward looking statements as a result of certain factors, including those set forth under the heading “Risk Factors” in our Annual Report on Form 10 K filed with the Securities Exchange Commission (“SEC”) on February 28, 2017 and elsewhere in this report.

Introduction

Interactive Brokers Group, Inc. (the “Company” or “IBG, Inc.”) is a holding company whose primary asset is its ownership of approximately 17.1% of the membership interests of IBG LLC. The remaining approximately 82.9% of IBG LLC membership interests are held by IBG Holdings LLC (“Holdings”), a holding company that is owned by our founder, Chairman and Chief Executive Officer, Mr. Thomas Peterffy and his affiliates, management and other employees of IBG LLC, and certain other members. The table below shows the amount of IBG LLC membership interests held by IBG, Inc. and Holdings as of June 30, 2017.

	IBG, Inc.	Holdings	Total
Ownership %	17.1%	82.9%	100.0%
Membership interests	70,254,969	341,444,304	411,699,273

We are an automated global electronic broker and market maker. We custody and service accounts for hedge and mutual funds, registered investment advisers, proprietary trading groups, introducing brokers and individual investors. We specialize in routing orders and executing and processing trades in securities, futures and foreign exchange instruments on more than 120 electronic exchanges and market centers around the world. Since our inception in 1977, we have focused on developing proprietary software to automate broker dealer functions. The proliferation of electronic exchanges in the last 26 years has provided us with the opportunity to integrate our software with an increasing number of exchanges and market centers into one automatically functioning, computerized platform that requires minimal human intervention.

When we use the terms “we,” “us,” and “our,” we mean IBG, Inc. and its subsidiaries for the periods presented.

Business Segments

We report our results in two operating business segments, electronic brokerage and market making. These segments are analyzed separately as these are the two principal business activities from which we derive our revenues and to which we allocate resources.

· **Electronic Brokerage.** We conduct our electronic brokerage business through certain Interactive Brokers (“IB”) subsidiaries. As an electronic broker, we execute, clear and settle trades globally for both institutional and individual customers. Capitalizing on our proprietary technology originally developed for our market making business, IB’s systems provide our customers with the capability to monitor multiple markets around the world simultaneously and to execute trades electronically in these markets at a low cost, in multiple products and currencies from a single trading account. We offer our customers access to all classes of tradable, primarily exchange listed products, including stocks, bonds, options, futures, forex and mutual funds traded on more than 120 exchanges and market centers in 24 countries and in 23 currencies around the world seamlessly. The emerging complexity of multiple market centers has provided us with the opportunity of building and continuously adapting our order routing software to secure excellent execution prices.

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Our customer base is diverse with respect to geography and segments. Currently, more than half of our customers reside outside the U.S. in over 200 countries and over 50% of new customers come from outside the U.S. Approximately 65% of our customers' equity is in institutional accounts such as hedge funds, financial advisors, proprietary trading desks and introducing brokers. Specialized products and services that we have developed are successfully attracting these accounts. For example, we offer prime brokerage services, including capital introduction and securities lending to hedge funds; and our model portfolio technology and automated share allocation and rebalancing tools are particularly attractive to financial advisors. We provide a host of analytical tools such as the Probability LabSM, which allows our customers to analyze option strategies under various market assumptions. IB Investors' MarketplaceSM allows wealth advisors to search for money managers and assign them to customer accounts based on their investment strategy. IB EmployeeTrackSM is widely used by compliance officers of financial institutions to streamline the process of tracking their employees' brokerage activities. IB Portfolio Builder allows our customers to set up an investment strategy based on research and rankings from top research providers and fundamental data. In addition, Greenwich Compliance offers direct expert registration and start-up compliance services, as well as answers to basic day-to-day compliance questions for experienced investors and traders looking to start their own investment advisor firms. Greenwich Compliance professionals have regulatory and industry experience, and can help investment advisors trading on the IB platform meet their registration and compliance needs.

· **Market Making.** We conduct our market making business primarily through our Timber Hill subsidiaries. As a market maker on many of the world's leading exchanges, we provide liquidity by offering competitively tight bid/offer spreads over a broad base of over 650 thousand tradable, exchange listed products. As principal, we commit our own capital and derive revenues or incur losses from the difference between the price paid when securities are bought and the price received when those securities are sold. Because we provide continuous bid and offer quotations and we are continuously both buying and selling quoted securities, we may have either a long or a short position in a particular product at a given point in time. Our entire portfolio is evaluated many times per second and continuously rebalanced throughout the trading day, thus minimizing the risk of our portfolio at all times. This real time rebalancing of our portfolio, together with our real time proprietary risk management system, enables us to curtail risk in both up market and down market scenarios. In the past several years our market making business has suffered from competitive pressures and, along with the rapid increase of our electronic brokerage business, its significance has diminished. As a result, on March 8, 2017 we announced our intention to discontinue our options market making activities globally. Additionally, as we previously announced, we entered into a definitive transaction to transfer our U.S. options market making operations to Two Sigma Securities, LLC. This transaction is subject to usual and customary closing conditions. We intend to continue conducting certain trading activities in stocks and related instruments to facilitate our electronic brokerage customers' trading in products such as ETFs, ADRs and CFDs. However, we do not expect this activity to be of sufficient size as to require reporting market making as a separate segment after we discontinue our options market making activities.

The operating business segments are supported by our corporate segment which provides centralized services and executes our currency diversification strategy.

Second Quarter Results: Diluted earnings per share were \$0.32 for the quarter ended June 30, 2017 (“current quarter”), compared to diluted earnings per share of \$0.40 for the quarter ended June 30, 2016 (“prior year quarter”). The calculation of diluted earnings per share is detailed in Note 4 to the condensed consolidated financial statements elsewhere in this report.

On a comprehensive basis, which includes other comprehensive income (“OCI”), diluted earnings per share were \$0.41 for the current quarter, compared to diluted earnings per share of \$0.36 for the prior year quarter.

In connection with our currency diversification strategy, we determine our net worth in GLOBALs, a basket of 14 major currencies in which we hold our equity. As a result, as of June 30, 2017, approximately 30% of our equity was denominated in currencies other than the U.S. dollar. In the current quarter, our currency diversification strategy increased our comprehensive earnings by \$66 million (versus a decrease of \$2 million in the prior year quarter), as the U.S. dollar value of the GLOBAL increased by approximately 1.06% compared to its value as of March 31, 2017. The effects of our currency diversification strategy are reported as (1) a component of other income in the condensed consolidated statement of comprehensive income and (2) OCI in the condensed consolidated statement of financial condition and the condensed consolidated statement of comprehensive income. The full effect of the GLOBAL is captured in comprehensive income.

A discussion of our approach to managing foreign currency exposure is contained in Part I, Item 3 of this Quarterly Report on Form 10-Q entitled “Quantitative and Qualitative Disclosures about Market Risk.”

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Consolidated: For the current quarter, our net revenues were \$387 million and income before income taxes was \$204 million, compared to net revenues of \$369 million and income before income taxes of \$213 million in the prior year quarter. The decrease in income before income taxes in the current quarter was mainly driven by a 62% decrease in trading gains and a 157% increase in general and administrative expense, partially offset by a 23% increase in net interest income. Our pre-tax profit margin was 53%, compared to 58% for the prior year quarter.

Electronic Brokerage: For the current quarter, income before income taxes in our electronic brokerage segment increased \$7 million, or 4%, compared to the prior year quarter, driven by higher net interest income and commissions, partially offset by lower other income and higher execution and clearing expenses. Net revenues increased 8%, mainly from a 25% increase in net interest income, driven by higher Federal Funds rates and higher average customer credit and margin balances, and a 5% increase in commissions driven by higher options contract and stock share volume; partially offset by a 33% decrease in other income, driven by a \$3 million net mark-to-market loss on our U.S. government securities portfolio (compared to a \$14 million net mark-to-market gain in the prior year quarter). Pre-tax profit margin was 59% for the current quarter and 62% for the prior year quarter. Customer accounts grew 20% and customer equity increased 42% from the prior year quarter. For the current quarter, total Daily Average Revenue Trades (“DARTs”) for cleared and execution only customers increased 3% to 669 thousand, compared to 648 thousand in the prior year quarter.

Market Making: For the current quarter, income before income taxes in our market making segment decreased \$29 million, compared to the prior year quarter, to a loss of \$24 million. Trading gains decreased 62% on lower trading volumes, as we wind down our options market making business, and on decreases in volatility and in the actual-to-implied volatility ratio compared to the prior year quarter. In addition, the results for the current quarter include approximately \$22 million in one-time exit costs, primarily consisting of the write-down of exchange trading rights, included in general and administrative expenses.

On March 8, 2017, we announced our intention to discontinue our options market making activities globally. We expect to continue to phase out these operations substantially over the coming months and estimate that we may be exposed to approximately \$25 million in one-time restructuring costs, of which \$22 million has been recognized during the current quarter. A substantial portion of these exit costs is expected to be defrayed by continuing certain market making activities until the restructuring is complete. As a result of discontinuing our options market making operations, we expect that approximately \$39 million in annual net expenses will be absorbed by the electronic brokerage segment, of which approximately \$2 million has been absorbed during the current quarter.

We intend to continue conducting certain trading activities in stocks and related instruments to facilitate our electronic brokerage customers’ trading in products such as ETFs, ADRs and CFDs. However, we do not expect this activity to be of sufficient size as to require reporting market making as a separate segment after we discontinue our options market making activities.

Six Month Results: Diluted earnings per share were \$0.67 for the six months ended June 30, 2017 (“current six month period”), compared to diluted earnings per share of \$0.91 for the six months ended June 30, 2016 (“prior year six month period”).

On a comprehensive basis, which includes other comprehensive income (“OCI”), diluted earnings per share were \$0.81 for the current six month period, compared to diluted earnings per share of \$0.95 for the prior year six month period.

Consolidated: For the current six month period, our net revenues were \$761 million and income before income taxes was \$417 million, compared to net revenues of \$858 million and income before income taxes of \$550 million in the prior year six month period. The decrease in income before income taxes in the current six month period was mainly driven by an 83% decrease in trading gains, a 33% decrease in other income and a 93% increase in general and administrative expenses, partially offset by a 17% increase in net interest income. Our pre-tax profit margin was 55%, compared to 64% for the prior year six month period.

Electronic Brokerage: For the current six month period, income before income taxes in our electronic brokerage segment decreased \$43 million, or 10%, compared to the prior year six month period, driven by lower other income, higher execution and clearing expenses and higher general and administrative expenses, partially offset by higher net interest income. Net revenues decreased 1%, mainly from a 49% decrease in other income, driven by a \$4 million net mark-to-market loss on our U.S. government securities portfolio (compared to a \$52 million net mark-to-market gain in the prior year six month period) and a 2% decrease in commissions, primarily driven by lower futures contract volume; partially offset by a 19% increase in net interest income, driven by higher Federal Funds rates and higher average customer credit and margin balances. Pre-tax profit margin was 59% for the current six month period and 65% for the prior year six month period. Customer accounts grew 20% and customer equity increased 42% from the prior year six month period. For the current six month period, total Daily Average Revenue Trades (“DARTs”) for cleared and execution only customers decreased 5%, to 663 thousand, compared to 697 thousand in the prior year six month period.

Market Making: For the current six month period, income before income taxes in our market making segment decreased \$71 million, compared to the prior year six month period, to a loss of \$46 million. Trading gains decreased 83% on lower trading volumes, as we wind down our options market making business, and on decreases in volatility and in the actual-to-implied volatility ratio compared to the prior year six month period. In addition, the results for the current six month period include approximately \$23 million in one-time

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exit costs, primarily consisting of the write-down of exchange trading rights, included in general and administrative expenses.

As mentioned above, on March 8, 2017, we announced our intention to discontinue our options market making activities globally. We expect to continue to phase out these operations substantially over the coming months and estimate that we may be exposed to approximately \$25 million in one-time restructuring costs, of which \$23 million has been recognized during the current six month period. A substantial portion of these exit costs is expected to be defrayed by continuing certain market making activities until the restructuring is complete. As a result of discontinuing our options market making operations, we expect that approximately \$39 million in annual net expenses will be absorbed by the electronic brokerage segment, of which approximately \$2 million has been absorbed during the current six month period.

We intend to continue conducting certain trading activities in stocks and related instruments to facilitate our electronic brokerage customers' trading in products such as ETFs, ADRs and CFDs. However, we do not expect this activity to be of sufficient size as to require reporting market making as a separate segment after we discontinue our options market making activities.

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Trading Volumes and Brokerage Statistics

The following tables present historical trading volumes and brokerage statistics for our business. However, volumes are not the only drivers in our business.

TRADE VOLUMES:

(in 000's, except %)

Period	Market Making		Brokerage Cleared		Brokerage Non Cleared		Total		Avg. Trades per U.S. Trading Day
	Trades	% Change	Trades	% Change	Trades	% Change	Trades	% Change	
2014	64,530		206,759		18,055		289,344		1,155
2015	65,937	2%	242,846	17%	18,769	4%	327,553	13%	1,305
2016	64,038	-3%	259,932	7%	16,515	-12%	340,485	4%	1,354
2Q2016	16,056		64,531		4,114		84,701		1,323
2Q2017	7,960	-50%	64,823	0%	3,672	-11%	76,455	-10%	1,214
1Q2017	12,224		62,914		3,665		78,803		1,271
2Q2017	7,960	-35%	64,823	3%	3,672	0%	76,455	-3%	1,214

CONTRACT AND SHARE VOLUMES:

(in 000's, except %)

TOTAL

Period	Options (contracts)		Futures (1) (contracts)		Stocks (shares)	
		% Change		% Change		% Change
2014	631,265		123,048		153,613,174	
2015	634,388	0%	140,668	14%	172,742,520	12%
2016	572,834	-10%	143,287	2%	155,439,227	-10%

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2Q2016	140,461		35,355		36,768,094	
2Q2017	91,879	-35%	30,805	-13%	53,378,165	45%
1Q2017	121,155		30,366		53,300,920	
2Q2017	91,879	-24%	30,805	1%	53,378,165	0%

MARKET MAKING

Period	Options (contracts)	% Change	Futures (1) (contracts)	% Change	Stocks (shares)	% Change
2014	344,741		15,668		12,025,822	
2015	335,406	-3%	14,975	-4%	15,376,076	28%
2016	307,377	-8%	14,205	-5%	13,082,887	-15%
2Q2016	76,223		3,042		3,340,316	
2Q2017	19,831	-74%	1,143	-62%	1,620,275	-51%
1Q2017	52,291		2,511		1,954,775	
2Q2017	19,831	-62%	1,143	-54%	1,620,275	-17%

Notes:

(1) Futures contract volume includes options on the futures.

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BROKERAGE TOTAL

Period	Options (contracts)	% Change	Futures (1) (contracts)	% Change	Stocks (shares)	% Change
2014	286,524		107,380		141,587,352	
2015	298,982	4%	125,693	17%	157,366,444	11%
2016	265,457	-11%	129,082	3%	142,356,340	-10%
2Q2016	64,238		32,313		33,427,778	
2Q2017	72,048	12%	29,662	-8%	51,757,890	55%
1Q2017	68,864		27,855		51,346,145	
2Q2017	72,048	5%	29,662	6%	51,757,890	1%

BROKERAGE CLEARED

Period	Options (contracts)	% Change	Futures (1) (contracts)	% Change	Stocks (shares)	% Change
2014	225,662		106,074		137,153,132	
2015	244,356	8%	124,206	17%	153,443,988	12%
2016	227,413	-7%	128,021	3%	138,523,932	-10%
2Q2016	53,951		32,037		32,491,500	
2Q2017	62,342	16%	29,255	-9%	50,807,138	56%
1Q2017	60,366		27,528		50,397,970	
2Q2017	62,342	3%	29,255	6%	50,807,138	1%

Notes:

(1) Futures contract volume includes options on futures

BROKERAGE STATISTICS:

(in 000's, except % and where noted)

Year over Year	2Q2017	2Q2016	% Change
Total Accounts	428	357	20%
Customer Equity (in billions) *	\$ 104.8	\$ 73.7	42%
Cleared DARTs	621	597	4%
Total Customer DARTs	669	648	3%
Cleared Customers (in \$'s, except DART per account)			
Commission per DART	\$ 4.00	\$ 3.91	2%
DART per Avg. Account (Annualized)	372	428	-13%
Net Revenue per Avg. Account (Annualized)	\$ 3,141	\$ 3,256	-4%

Consecutive Quarters	2Q2017	1Q2017	% Change
Total Accounts	428	406	5%
Customer Equity (in billions) *	\$ 104.8	\$ 96.8	8%
Cleared DARTs	621	609	2%
Total Customer DARTs	669	657	2%
Cleared Customers (in \$'s, except DART per account)			
Commission per DART	\$ 4.00	\$ 4.01	0%
DART per Avg. Account (Annualized)	372	385	-3%
Net Revenue per Avg. Account (Annualized)	\$ 3,141	\$ 3,157	-1%

* Excludes non customers.

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Business Environment

Against a backdrop of a still sluggish trading environment amid historically low market volatility, we maintained our position as the largest U.S. electronic broker as measured by the number of customer revenue trades and increased our DARTs by 3% from the prior year quarter. New customer account growth remained robust as total customer accounts increased 20% from the prior year quarter to 428 thousand. Institutional customers, such as hedge funds, mutual funds, introducing brokers, proprietary trading groups and financial advisors, comprised approximately 46% of total accounts and approximately 65% of total customer equity as of June 30, 2017. Average equity per account increased by 19%, to \$245 thousand compared to the prior year quarter, as we continued to attract larger customers that seek securities finance services, including margin lending and short sale support.

Electronic brokerage net interest income grew 25%, compared to the prior year quarter. The Federal Reserve's increases in the Federal Funds target rate in December 2016, March 2017 and June 2017, together with higher average customer credit and margin balances, generated more net interest income than in the prior year quarter. Our low margin lending rates are tied to benchmark rates, such as the Federal Funds rate in the U.S. In the current quarter, our customers paid 1.2% to 2.7% for their U.S. dollar margin loans with us. Average customer credit balances rose 15% due to an inflow of new accounts, and average customer margin balances increased by 44% from the prior year quarter, due to customers' appetite for increased risk, along with expanded prime broker financing.

Market making segment results decreased in the current quarter, as trading gains were dampened by lower trading volumes across all product types, as we wind down our options market making business, and by decreases in volatility and in the actual-to-implied volatility ratio as compared to the prior year quarter. In addition, the current quarter results include approximately \$22 million in one-time exit costs. On March 8, 2017, we announced our intention to discontinue our options market making activities globally, which represents the majority of our market making activities. On May 9, 2017, we announced that we are selling the U.S. options market making business to Two Sigma Securities, LLC, which is expected to close during the third quarter of 2017.

The following is a summary of the key profit drivers that affect our business and how they compared to the prior year quarter:

Global trading volumes. According to data received from exchanges worldwide, volumes in exchange listed equity based options increased by approximately 4% in the U.S. and 7% globally for the current quarter, compared to the prior year quarter. During the current quarter we accounted for approximately 4.8% (7.9% in the prior year quarter) of the exchange listed equity based options volume traded worldwide (including options on ETFs and stock index products), and approximately 7.3% (10.7% in the prior year quarter) of exchange listed equity based options volume traded in the U.S. The decreases in both measures were driven by our pull-back in options market making. It is important to note that this metric is not directly correlated with our profits. See tables on pages 37-38 of this Quarterly Report on Form 10-Q for additional details regarding our trade volumes, contract and share volumes and brokerage statistics.

Volatility. Since we typically maintain an overall long volatility position, our market making profits are generally correlated with market volatility, protecting us against a severe market dislocation in either direction. Based on the Chicago Board Options Exchange Volatility Index ("VIX®"), the average volatility decreased to 11.4 in the current quarter, down 27% from the average of 15.6 in the prior year quarter. Lower volatility also impacts our electronic brokerage segment because it results in fewer trading opportunities for our customers. Despite the 27% decrease in the

VIX, our total DARTs increased 3% compared to the prior year quarter.

The ratio of actual to implied volatility is also meaningful to our market making segment results. Because the cost of hedging our positions is based on implied volatility, while our trading profits are, in part, based on actual market volatility, a higher ratio has a generally favorable impact on our trading gains and a lower ratio generally has a negative effect. This ratio averaged approximately 64% during the current quarter, compared to an average of approximately 87% in the prior year quarter. As we are winding down our options market making activities, volatility had less of an impact in the current quarter than in the prior year quarter.

These volatility measures were at or near their historical lows for the past ten years.

Currency fluctuations. As a global electronic broker and market maker trading on exchanges around the world in multiple currencies, we are exposed to foreign currency risk. We actively manage this exposure by keeping our net worth in proportion to a defined basket of 14 currencies we call the “GLOBAL” in order to diversify our risk and to align our hedging strategy with the currencies that we use in our business. Because we report our financial results in U.S. dollars, the change in the value of the GLOBAL versus the U.S. dollar affects our earnings. During the current quarter the value of the GLOBAL, as measured in U.S. dollars, increased 1.06% compared to its value as of March 31, 2017, which had a positive impact on our comprehensive earnings for the current quarter.

A discussion of our approach for managing foreign currency exposure is contained in Part I, Item 3 of this Quarterly Report on Form 10 Q entitled “Quantitative and Qualitative Disclosures about Market Risk.”

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Certain Trends and Uncertainties

We believe that our current operations may be favorably or unfavorably impacted by the following trends that may affect our financial condition and results of operations:

- Our market making operations will continue to be impacted by the following trends until we complete its wind down.
- Over the past several years, the effects of market structure changes, competition (in particular, from high frequency traders) and market conditions have, during certain periods, exerted downward pressure on bid/offer spreads realized by market makers.
- In recent years, in an effort to improve the quality of their executions as well as to increase efficiencies, market makers have increased the level of automation within their operations, which may allow them to compete more effectively with us.
- A driver of our market making profits is the relationship between actual and implied volatility in the equities markets. The cost of maintaining our conservative risk profile is based on implied volatility, while our profitability, in part, is based on actual volatility. Hence, our profitability is increased when actual volatility runs above implied volatility and it is decreased when actual volatility falls below implied volatility. Implied volatility tends to lag actual volatility.
- Retail broker dealer participation in the equity markets has fluctuated over the past few years due to investor sentiment, market conditions and a variety of other factors. Retail transaction volumes may not be sustainable and are not predictable.
- Scrutiny of equity and option market makers, hedge funds and soft dollar practices by regulatory and legislative authorities has increased. New legislation or modifications to existing regulations and rules could occur in the future.
- Additional consolidation among market centers may adversely affect the value of our smart routing software.
- Benchmark interest rates have fluctuated over the past years due to economic conditions. Changes in interest rates may not be predictable.

See “Risk Factors” in Part I, Item 1A of our Annual Report on Form 10 K, filed with the SEC on February 28, 2017, and elsewhere in this report for a discussion of other risks that may affect our financial condition and results of operations.

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Results of Operations

The tables in the period comparisons below provide summaries of our consolidated results of operations. The period to period comparisons below of financial results are not necessarily indicative of future results.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
	(in millions, except share and per share amounts)			
Revenues				
Trading gains	\$ 13	\$ 34	\$ 15	\$ 86
Commissions	160	152	314	318
Interest income	206	144	383	289
Other income	59	57	135	201
Total revenues	438	387	847	894
Interest expense	51	18	86	36
Total net revenues	387	369	761	858
Non-interest expenses				
Execution and clearing	63	59	124	121
Employee compensation and benefits	66	58	128	116
Occupancy, depreciation and amortization	10	13	23	25
Communications	7	9	15	16
General and administrative	36	14	52	27
Customer bad debt	1	3	2	3
Total non-interest expenses	183	156	344	308
Income before income taxes	204	213	417	550
Income tax expense	17	13	35	40
Net income	187	200	382	510
Less net income attributable to noncontrolling interests	164	173	335	450
Net income available for common stockholders	\$ 23	\$ 27	\$ 47	\$ 60

Earnings per share

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Basic	\$ 0.33	\$ 0.41	\$ 0.68	\$ 0.93
Diluted	\$ 0.32	\$ 0.40	\$ 0.67	\$ 0.91
Weighted average common shares outstanding				
Basic	69,087,853	64,967,364	68,539,526	64,476,421
Diluted	70,063,427	66,470,913	69,613,567	65,863,408
Comprehensive income				
Net income available for common stockholders	\$ 23	\$ 27	\$ 47	\$ 60
Other comprehensive income				
Cumulative translation adjustment, before income taxes	6	(3)	10	3
Income taxes related to items of other comprehensive income	-	-	-	-
Other comprehensive income (loss), net of tax	6	(3)	10	3
Comprehensive income available for common stockholders	\$ 29	\$ 24	\$ 57	\$ 63
Comprehensive income attributable to noncontrolling interests				
Net income attributable to noncontrolling interests	\$ 164	\$ 173	\$ 335	\$ 450
Other comprehensive income (loss) - cumulative translation adjustment	31	(16)	50	17
Comprehensive income attributable to noncontrolling interests	\$ 195	\$ 157	\$ 385	\$ 467

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Three Months Ended June 30, 2017 (“current quarter”) compared to the Three Months Ended June 30, 2016 (“prior year quarter”)

Net Revenues

Total net revenues, for the current quarter, increased \$18 million, or 5%, compared to the prior year quarter, to \$387 million. The increase in net revenues was primarily due to higher net interest income and commissions, partially offset by lower trading gains. Trading volume is an important driver of revenues and costs for both our electronic brokerage and market making segments. During the current quarter, our options and futures contract volumes decreased 35% and 13% respectively, while stock share volume increased 45% (largely driven by low priced U.S. and Hong Kong shares), compared to the prior year quarter.

Trading Gains

Trading gains, for the current quarter, decreased \$21 million, or 62%, compared to the prior year quarter, to \$13 million. As we wind down our options market making business, during the current quarter, our market making operations executed 8.0 million trades compared to 16.1 million trades executed in the prior year quarter. In addition, market making options and futures contract and stock share volumes decreased 74%, 62%, and 51%, respectively, compared to the prior year quarter.

Trading gains were also unfavorably impacted by decreases in volatility and in the actual-to-implied volatility ratio as compared to the prior year quarter. The VIX®, which measures perceived U.S. equity market volatility, decreased 27% to an average of 11.4 for the current quarter, compared to an average of 15.6 for the prior year quarter. The ratio of actual to implied volatility decreased to an average of 64% for the current quarter, compared to an average of 87% for the prior year quarter. Both of these were negative trends for market making performance.

Included in trading gains are net dividends. Dividend income and expense arise from holding market making positions over dates on which dividends are paid to shareholders of record. When a stock pays a dividend, its market price is generally adjusted downward to reflect the value paid, which will not be received by those who purchase stock on or after the ex-dividend date. Hence, the apparent gains and losses due to these price changes, reflecting the value of dividends paid to shareholders, must be taken together with the dividends paid and received, respectively, to accurately reflect the results of our market making operations.

Commissions

Commissions, for the current quarter, increased \$8 million, or 5%, compared to the prior year quarter, to \$160 million, driven by higher customer trading volumes in options and stocks, continued customer account growth and higher average commission per customer order. Cleared customer options contract and stock share volumes increased 16% and 56%, respectively, while futures contract volume decreased 9%, compared to the prior year quarter. Total DARTs for cleared and execution-only customers, for the current quarter, increased 3% to 669 thousand, compared to 648 thousand during the prior year quarter. DARTs for cleared customers, i.e., customers for whom we execute trades, as well as, clear and carry positions, for the current quarter, increased 4% to 621 thousand, compared to 597 thousand for the prior year quarter. Average commission per DART for cleared customers, for the current quarter, increased by 2% to \$4.00, compared to \$3.91 for the prior year quarter, reflecting larger average order sizes in futures and stocks.

Interest Income and Interest Expense

Net interest income (interest income less interest expense), for the current quarter, increased \$29 million, or 23%, compared to the prior year quarter, to \$155 million. The increase in net interest income was driven by higher average customer credit and margin balances and higher benchmark interest rates.

Net interest income on customer balances, for the current quarter, increased \$27 million, compared to the prior year quarter, driven by a \$5.7 billion increase in average customer credit balances, a portion of which were invested in interest-bearing U.S. government securities, a \$6.8 billion increase in average customer margin loans, and a 58 basis point increase in the average Federal Funds effective rate to 0.95% compared to the prior year quarter. As a result of the increases in the Federal Funds effective rate since December 2016, interest expense on customer credit balances increased from the prior year quarter as certain customer credit balances that were not eligible to earn interest in the prior year quarter became eligible to earn interest in the current quarter. The increase in benchmark rates also drove higher interest income earned on investment of customer segregated cash and on margin lending to customers.

We earn income on securities loaned and borrowed to support customer long and short stock holdings in margin accounts. In addition, our Stock Yield Enhancement Program provides an opportunity for customers with fully-paid stock to allow us to lend it out. We pay customers a rebate on the cash collateral generally equal to 50% of the income we earn from lending the shares. We place cash collateral securing the loans in the customer's account.

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In the market making segment, as a result of the way we have integrated our market making and securities lending systems, our trading income and our net interest income are interchangeable and depend on the mix of market making positions in our portfolio. When implied interest rates in the equity and equity options and futures markets exceed the actual interest rates available to us, our market making systems tend to buy stock and sell it forward, which produces higher trading gains and lower net interest income. When these rates are inverted, our market making systems tend to sell stock and buy it forward, which produces lower trading gains and higher net interest income.

In the current quarter, average securities borrowed increased 1%, to \$4.1 billion and average securities loaned increased by 37%, to \$3.7 billion, compared to the prior year quarter. Net interest earned from securities lending is also affected by the level of demand for securities positions in our market making business and held by our customers. During the current quarter, net fees earned by our electronic brokerage and market making segments from securities lending transactions increased \$1 million, or 3%, compared to the prior year quarter. The increase in net interest income from securities lending transactions was attributable to the electronic brokerage segment. It should be noted that securities lending transactions entered into to support customer activity may produce interest income (expense) that is offset by interest expense (income) related to customer balances.

The Company measures return on interest-earning assets using net interest margin (“NIM”). NIM is computed by dividing the annualized net interest income by the average interest-earning assets for the period. Interest-earning assets consist of cash and securities segregated for regulatory purposes (including U.S. government securities and securities purchased under agreements to resell), customer margin loans, securities borrowed and other interest-earning assets (solely firm assets).

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The following table presents net interest income information corresponding to interest-earning assets and interest-bearing liabilities for the three months ended June 30, 2017 and 2016:

	Three Months Ended June 30,	
	2017	2016
	(in millions)	
Average interest-earning assets		
Segregated cash and securities	\$ 24,063	\$ 24,177
Customer margin loans	22,134	15,327
Securities borrowed	4,062	4,010
Other interest-earning assets	2,681	2,639
	\$ 52,940	\$ 46,153
Average interest-bearing liabilities		
Customer credit balances	\$ 44,791	\$ 39,056
Securities loaned	3,653	2,674
	\$ 48,444	\$ 41,730
Net Interest income		
Segregated cash and securities	\$ 51	\$ 39
Customer margin loans	89	50
Securities borrowed and loaned, net	37	36
Customer credit balances	(27)	(3)
Other net interest income	5	4
Net interest income	\$ 155	\$ 126
Net interest margin ("NIM")	1.17%	1.10%
Yields		
Segregated cash and securities	0.85%	0.65%
Customer margin loans	1.61%	1.31%
Customer credit balances	-0.24%	-0.03%

Other Income

Other income, for the current quarter, increased \$2 million, or 4%, compared to the prior year quarter, to \$59 million, mainly driven by \$12 million higher gains on our currency diversification strategy (a gain of \$29 million for the current quarter, compared to a gain of \$17 million in the prior year quarter), \$2 million higher net gains on other investments, and \$2 million higher exposure fees income; partially offset by a \$3 million net mark-to-market loss on

our U.S. government securities portfolio in the current quarter, compared to \$14 million net mark-to-market gain in the prior year quarter. Despite an increase in average medium term interest rates during the current quarter, the net mark-to-market loss on our U.S. government securities portfolio was only \$3 million, reflecting a reduction in the size and average duration of the portfolio. In general, mark-to-market gains and losses on U.S. government securities are expected to reverse when, as intended, these securities are held to maturity. A discussion of our approach to managing foreign currency exposure is contained in Part I, Item 3 of this Quarterly Report on Form 10-Q entitled “Quantitative and Qualitative Disclosures about Market Risk.

Non Interest Expenses

Non-interest expenses, for the current quarter, increased \$27 million, or 17%, compared to the prior year quarter, to \$183 million, mainly due to a \$22 million increase in general and administrative expenses, an \$8 million increase in employee compensation and benefits, and a \$4 million increase in execution and clearing expenses, partially offset by lower occupancy, communications and customer bad debt expenses, compared to the prior year quarter. As a percentage of total net revenues, non-interest expenses were 47% for the current quarter and 42% for the prior year quarter.

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Execution and Clearing

Execution and clearing expenses, for the current quarter, increased \$4 million, or 7%, compared to the prior year quarter, to \$63 million, driven by higher stock share volume and a reduction in liquidity rebates from exchanges operating a make-or-take pricing model, in which we are paid for adding liquidity and charged for removing liquidity, as options trading volume shifted away from orders that added liquidity to orders that removed liquidity in the current quarter compared to the prior year quarter; partially offset by lower trading volume in options and futures contracts.

Employee Compensation and Benefits

Employee compensation and benefits expenses, for the current quarter, increased \$8 million, or 14%, compared to the prior year quarter, to \$66 million, mainly due to a 3% increase in the number of employees to 1,206, compared to 1,169 for prior year quarter and \$1 million in one-time exit costs related to the wind-down of our options market making business. Within the operating business segments, we continued to add staff in customer service, legal and compliance, and software development to support electronic brokerage and reduce staff in market making. As we continue to grow, our focus on automation has allowed us to maintain a relatively small staff. As a percentage of total net revenues, employee compensation and benefits expenses were 17% for the current quarter and 16% for the prior year quarter.

General and Administrative

General and administrative expenses, for the current quarter, increased \$22 million, or 157%, compared to the prior year quarter, to \$36 million, mainly due to a \$22 million write-down of the value of exchange trading rights related to the wind-down of our options market making business. As a percentage of total net revenues, general and administrative expenses were 9% for the current quarter and 4% for the prior year quarter.

Income Tax Expense

Income tax expense, for the current quarter, increased \$4 million, or 31%, to \$17 million, compared to the prior year quarter, due to lower foreign tax credits in the current quarter. The following table presents information about our income tax expense for the three months ended June 30, 2017 and 2016.

	Three Months Ended June 30, 2017 2016	
	(in millions, except %)	
Operating Companies		
Income before income taxes	\$ 205	\$ 212
Income tax expense	7	7
Net income available to members	\$ 198	\$ 205

IBG, Inc.

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Average ownership percentage in IBG LLC	16.9%	15.8%
Income before income taxes	33	33
Income tax expense	10	6
Net income available to common stockholders	\$ 23	\$ 27
Consolidated income tax expense		
Income tax expense attributable to Operating Companies	\$ 7	\$ 7
Income tax expense attributable IBG, Inc.	10	6
Total income tax expense	\$ 17	\$ 13

Our operating results, for the current quarter, excluding the effects of our currency diversification strategy, the net mark-to-market gains and losses on our U.S. government securities portfolio, and one-time exit costs related to the wind-down of our options market making business, were as follows: net revenues were \$361 million, up 7% from the prior year quarter; income before income taxes was \$200 million, up 10%; and pre-tax profit margin increased to 55% for the current quarter, from 54% for the prior year quarter.

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Six Months Ended June 30, 2017 (“current six month period”) compared to the Six Months Ended June 30, 2016 (“prior year six month period”)

Net Revenues

Total net revenues, for the current six month period, decreased \$97 million, or 11%, compared to the prior year six month period, to \$761 million. The decrease in net revenues was primarily due to lower trading gains, lower other income (driven by lower gains on our currency diversification strategy and a small net mark-to-market loss on our U.S. government securities portfolio versus a gain in the prior year six month period), and slightly lower commissions; partially offset by higher net interest income. Trading volume is an important driver of revenues and costs for both our electronic brokerage and market making segments. During the current six month period, our options and futures contract volumes decreased 27% and 20%, respectively, while stock share volume increased 42% (largely driven by low-priced U.S. and Hong Kong shares), compared to the prior year six month period.

Trading Gains

Trading gains, for the current six month period, decreased \$71 million, or 83%, compared to the prior year six month period, to \$15 million. As we wind down our options market making business, during the current six month period, our market making operations executed 20.2 million trades compared to 33.3 million trades executed in the prior year six month period. In addition, market making options and futures contract and stock share volumes decreased 55%, 51%, and 55%, respectively, compared to the prior year six month period.

Trading gains were also unfavorably impacted by decreases in volatility and in the actual-to-implied volatility ratio as compared to the prior year six month period. Through our announcement on March 8, 2017, the market making segment had incurred net losses and the segment was not expected to return to meaningful profitability; however, the rate of continuing losses was substantially reduced after we began taking action to discontinue our options market making activities.

The VIX®, which measures perceived U.S. equity market volatility, decreased 36% to an average of 11.6 for the current six month period, compared to an average of 18.0 for the prior year six month period. The ratio of actual to implied volatility decreased to an average of 60% for the current six month period, compared to an average of 90% for the prior year six month period. Both of these were negative trends for market making performance.

Included in trading gains are net dividends. Dividend income and expense arise from holding market making positions over dates on which dividends are paid to shareholders of record. When a stock pays a dividend, its market price is generally adjusted downward to reflect the value paid, which will not be received by those who purchase stock on or after the ex-dividend date. Hence, the apparent gains and losses due to these price changes, reflecting the value of dividends paid to shareholders, must be taken together with the dividends paid and received, respectively, to accurately reflect the results of our market making operations.

Commissions

Commissions, for the current six month period, decreased \$4 million, or 1%, compared to the prior year six month period, to \$314 million, driven by mixed customer trading volumes, but moderated by continued customer account growth and higher average commission per customer order. Cleared customer futures contract volumes

decreased 17%, while options contract and stock share volumes increased 9% and 55%, respectively, compared to the prior year six month period. Total DARTs for cleared and execution-only customers, for the current six month period, decreased 5% to 663 thousand, compared to 697 thousand during the prior year six month period. DARTs for cleared customers, i.e., customers for whom we execute trades, as well as, clear and carry positions, for the current six month period, decreased 4% to 615 thousand, compared to 642 thousand for the prior year six month period. Average commission per DART for cleared customers, for the current six month period, increased by 3% to \$4.01, compared to \$3.88 for the prior year six month period, reflecting larger average order sizes in futures and stocks.

Interest Income and Interest Expense

Net interest income (interest income less interest expense), for the current six month period, increased \$44 million, or 17%, compared to the prior year six month period, to \$297 million. The increase in net interest income was driven by higher average customer credit and margin balances and higher benchmark interest rates, partially offset by lower net fees earned from securities lending transactions.

Net interest income on customer balances, for the current six month period, increased \$50 million, compared to the prior year six month period, driven by a \$5.8 billion increase in average customer credit balances, a portion of which were invested in interest-bearing U.S. government securities, a \$5.4 billion increase in average customer margin loans, and a 46 basis point increase in the average Federal Funds effective rate to 0.82%, partially offset by reductions in benchmark rates in certain foreign currencies,

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compared to the prior year six month period. As a result of the increases in the Federal Funds effective rate since December 2016, interest expense on customer credit balances increased from the prior year six month period as certain customer credit balances that were not eligible to earn interest in the prior year six month period became eligible to earn interest in the current six month period. The increase in benchmark rates also drove higher interest income earned on investment of customer segregated cash and on margin lending to customers.

We earn income on securities loaned and borrowed to support customer long and short stock holdings in margin accounts. In addition, our Stock Yield Enhancement Program provides an opportunity for customers with fully-paid stock to allow us to lend it out. We pay customers a rebate on the cash collateral generally equal to 50% of the income we earn from lending the shares. We place cash collateral securing the loans in the customer's account.

In the market making segment, as a result of the way we have integrated our market making and securities lending systems, our trading income and our net interest income are interchangeable and depend on the mix of market making positions in our portfolio. When implied interest rates in the equity and equity options and futures markets exceed the actual interest rates available to us, our market making systems tend to buy stock and sell it forward, which produces higher trading gains and lower net interest income. When these rates are inverted, our market making systems tend to sell stock and buy it forward, which produces lower trading gains and higher net interest income.

In the current six month period, average securities borrowed increased 4%, to \$4.0 billion and average securities loaned increased by 37%, to \$3.6 billion, compared to the prior year six month period. Net interest earned from securities lending is also affected by the level of demand for securities positions in our market making business and held by our customers. During the current six month period, net fees earned by our electronic brokerage and market making segments from securities lending transactions decreased \$6 million or 8%, compared to the prior year six month period. The decrease in net interest income from securities lending transactions was attributable to the electronic brokerage segment. It should be noted that securities lending transactions entered into to support customer activity may produce interest income (expense) that is offset by interest expense (income) related to customer balances.

The Company measures return on interest-earning assets using net interest margin ("NIM"). NIM is computed by dividing the annualized net interest income by the average interest-earning assets for the period. Interest-earning assets consist of cash and securities segregated for regulatory purposes (including U.S. government securities and securities purchased under agreements to resell), customer margin loans, securities borrowed and other interest-earning assets (solely firm assets).

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The following table presents net interest income information corresponding to interest-earning assets and interest-bearing liabilities for the six months ended June 30, 2017 and 2016:

	Six Months Ended June 30,	
	2017	2016
	(in millions)	
Average interest-earning assets		
Segregated cash and securities	\$ 24,298	\$ 23,348
Customer margin loans	20,924	15,489
Securities borrowed	4,031	3,889
Other interest-earning assets	2,512	2,601
	\$ 51,765	\$ 45,327
Average interest-bearing liabilities		
Customer credit balances	\$ 43,903	\$ 38,090
Securities loaned	3,632	2,653
	\$ 47,535	\$ 40,743
Net Interest income		
Segregated cash and securities	\$ 94	\$ 70
Customer margin loans	164	103
Securities borrowed and loaned, net	70	76
Customer credit balances	(40)	(5)
Other net interest income	9	9
Net interest income	\$ 297	\$ 253
Net interest margin ("NIM")	1.16%	1.12%
Yields		
Segregated cash and securities	0.78%	0.60%
Customer margin loans	1.58%	1.34%
Customer credit balances	-0.18%	-0.03%

Other Income

Other income, for the current six month period, decreased \$66 million, or 33%, compared to the prior year six month period, to \$135 million, mainly driven by a \$4 million net mark-to-market loss on our U.S. government securities portfolio in the current six month period, compared to \$52 million net mark-to-market gain in the prior year six month period and \$23 million lower gains on our currency diversification strategy (a gain of \$78 million for the current six month period, compared to a gain of \$101 million in the prior year six month period); partially offset by a \$7 million increase in net gains on other investments and a \$2 million increase in exposure fees income compared to the prior year six month period. Despite an increase in average medium term interest rates during the current six month period, the net mark-to-market loss on our U.S. government securities portfolio was only \$4 million, reflecting a reduction in the size and average duration of the portfolio. In general, mark-to-market gains and losses on U.S. government securities are expected to reverse when, as intended, these securities are held to maturity. A discussion of our approach to managing foreign currency exposure is contained in Part I, Item 3 of this Quarterly Report on Form 10-Q entitled “Quantitative and Qualitative Disclosures about Market Risk.”

Non Interest Expenses

Non-interest expenses, for the current six month period, increased \$36 million, or 12%, compared to the prior year six month period, to \$344 million, mainly due to a \$25 million increase in general and administrative expenses and a \$12 million increase in employee compensation and benefits, compared to the prior year six month period. As a percentage of total net revenues, non-interest expenses were 45% for the current six month period and 36% for the prior year six month period.

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Execution and Clearing

Execution and clearing expenses, for the current six month period, increased \$3 million, or 2%, compared to the prior year six month period, to \$124 million, driven by higher stock share volume and a reduction in liquidity rebates from exchanges operating a make-or-take pricing model, in which we are paid for adding liquidity and charged for removing liquidity, as options trading volume shifted away from orders that added liquidity to orders that removed liquidity in the current six month period compared to the prior year six month period, largely offset by lower trading volume in options and futures contracts.

Employee Compensation and Benefits

Employee compensation and benefits expenses, for the current six month period, increased \$12 million, or 10%, compared to the prior year six month period, to \$128 million, mainly due to a 3% increase in the number of employees to 1,206, compared to 1,169 for the prior year six month period and \$2 million in one-time exit costs related to the wind-down of our options market making business. Within the operating business segments, we continued to add staff in customer service, legal and compliance, and software development to support electronic brokerage and reduce staff in market making. As we continue to grow, our focus on automation has allowed us to maintain a relatively small staff. As a percentage of total net revenues, employee compensation and benefits expenses were 17% for the current six month period and 14% for the prior year six month period.

General and Administrative

General and administrative expenses, for the current six month period, increased \$25 million, or 93%, compared to the prior year six month period, to \$52 million, mainly due to a \$22 million write-down of the value of exchange trading rights related to the wind-down of our options market making business and higher advertising expenditures. As a percentage of total net revenues, general and administrative expenses were 7% for the current six month period and 3% for the prior year six month period.

Income Tax Expense

Income tax expense, for the current six month period, decreased \$5 million, or 13%, to \$35 million, compared to the prior year six month period, as income before taxes decreased \$133 million, or 24%, during the same period and foreign tax credits declined in the current six month period. The following table presents information about our income tax expense for the six months ended June 30, 2017 and 2016.

	Six Months Ended June 30,	
	2017	2016
	(in millions, except %)	
Operating Companies		
Income before income taxes	\$ 418	\$ 549
Income tax expense	15	15

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Net income available to members	\$ 403	\$ 534
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IBG, Inc.

Average ownership percentage in IBG LLC	16.7%	15.8%
Income before income taxes	67	85
Income tax expense	20	25
Net income available to common stockholders	\$ 47	\$ 60

Consolidated income tax expense

Income tax expense attributable to Operating Companies	\$ 15	\$ 15
Income tax expense attributable IBG, Inc.	20	25
Total income tax expense	\$ 35	\$ 40

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Our operating results, for the current six month period, excluding the effects of our currency diversification strategy, the net mark-to-market gains and losses from our U.S. government securities portfolio, and one-time exit costs related to the wind-down of our options market making business were as follows: net revenues were \$687 million, down 2% from the prior year six month period; income before income taxes was \$366 million, down 8%; and pre-tax profit margin decreased to 53% for the current six month period from 56% for the prior year six month period.

Business Segments

The following table sets forth the net revenues, non-interest expenses and income before income taxes of our business segments:

		Three Months		Six Months	
		Ended June		Ended June	
		30,		30,	
		2017		2016	
		(in millions)			
Electronic Brokerage	Net revenues	\$ 334	\$ 310	\$ 648	\$ 657
	Non-interest expenses	136	119	265	231
	Income before income taxes	\$ 198			