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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

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

For the quarterly period ended June 30, 2016

OR

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

Commission file number 1-10879

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**Amphenol**

**AMPHENOL CORPORATION**

Delaware  
(State of Incorporation)

22-2785165  
(IRS Employer  
Identification No.)

358 Hall Avenue  
Wallingford, Connecticut 06492  
203-265-8900

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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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

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

As of July 29, 2016, the total number of shares outstanding of Class A Common Stock was 308,724,545.

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# PART I — FINANCIAL INFORMATION

## Item 1. Financial Statements AMPHENOL CORPORATION CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited) (dollars in millions)

|                                                                                                 | June 30,<br>2016  | December 31,<br>2015 |
|-------------------------------------------------------------------------------------------------|-------------------|----------------------|
| <b>Assets</b>                                                                                   |                   |                      |
| Current Assets:                                                                                 |                   |                      |
| Cash and cash equivalents                                                                       | \$ 794.0          | \$ 1,737.2           |
| Short-term investments                                                                          | 30.7              | 23.2                 |
| Total cash, cash equivalents and short-term investments                                         | 824.7             | 1,760.4              |
| Accounts receivable, less allowance for doubtful accounts of \$25.1 and \$25.6, respectively    | 1,257.3           | 1,104.6              |
| Inventories                                                                                     | 926.6             | 851.8                |
| Other current assets                                                                            | 149.5             | 133.2                |
| Total current assets                                                                            | 3,158.1           | 3,850.0              |
| Land and depreciable assets, less accumulated depreciation of \$969.6 and \$900.9, respectively | 692.8             | 609.5                |
| Goodwill                                                                                        | 3,641.7           | 2,692.9              |
| Intangibles and other long-term assets                                                          | 534.4             | 306.0                |
|                                                                                                 | <u>\$ 8,027.0</u> | <u>\$ 7,458.4</u>    |
| <b>Liabilities &amp; Equity</b>                                                                 |                   |                      |
| Current Liabilities:                                                                            |                   |                      |
| Accounts payable                                                                                | \$ 645.1          | \$ 587.8             |
| Accrued salaries, wages and employee benefits                                                   | 125.1             | 105.6                |
| Accrued income taxes                                                                            | 66.8              | 81.8                 |
| Accrued dividends                                                                               | 43.2              | 43.2                 |
| Other accrued expenses                                                                          | 219.5             | 189.7                |
| Current portion of long-term debt                                                               | 0.3               | 0.3                  |
| Total current liabilities                                                                       | 1,100.0           | 1,008.4              |
| Long-term debt, less current portion                                                            | 2,834.6           | 2,813.2              |
| Accrued pension benefit obligations and other long-term liabilities                             | 518.5             | 358.4                |
| Equity:                                                                                         |                   |                      |
| Common stock                                                                                    | 0.3               | 0.3                  |
| Additional paid-in capital                                                                      | 890.2             | 783.3                |
| Retained earnings                                                                               | 2,972.9           | 2,804.4              |
| Accumulated other comprehensive loss                                                            | (328.8)           | (349.5)              |
| Total shareholders' equity attributable to Amphenol Corporation                                 | 3,534.6           | 3,238.5              |
| Noncontrolling interests                                                                        | 39.3              | 39.9                 |
| Total equity                                                                                    | <u>3,573.9</u>    | <u>3,278.4</u>       |
|                                                                                                 | <u>\$ 8,027.0</u> | <u>\$ 7,458.4</u>    |

See accompanying notes to condensed consolidated financial statements.

**AMPHENOL CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
**(Unaudited)**  
**(dollars and shares in millions, except per share data)**

|                                                           | Three Months Ended<br>June 30, |            | Six Months Ended<br>June 30, |            |
|-----------------------------------------------------------|--------------------------------|------------|------------------------------|------------|
|                                                           | 2016                           | 2015       | 2016                         | 2015       |
| Net sales                                                 | \$ 1,548.2                     | \$ 1,351.5 | \$ 2,999.4                   | \$ 2,678.6 |
| Cost of sales                                             | 1,050.9                        | 919.0      | 2,042.8                      | 1,821.6    |
| Gross profit                                              | 497.3                          | 432.5      | 956.6                        | 857.0      |
| Acquisition-related expenses                              | —                              | 5.7        | 30.3                         | 5.7        |
| Selling, general and administrative expense               | 197.0                          | 166.1      | 386.5                        | 330.4      |
| Operating income                                          | 300.3                          | 260.7      | 539.8                        | 520.9      |
| Interest expense                                          | (18.0)                         | (17.1)     | (36.1)                       | (34.1)     |
| Other income, net                                         | 1.7                            | 4.2        | 2.7                          | 8.3        |
| Income before income taxes                                | 284.0                          | 247.8      | 506.4                        | 495.1      |
| Provision for income taxes                                | (75.3)                         | (67.2)     | (139.2)                      | (132.7)    |
| Net income                                                | 208.7                          | 180.6      | 367.2                        | 362.4      |
| Less: Net income attributable to noncontrolling interests | (2.2)                          | (1.6)      | (4.0)                        | (3.6)      |
| Net income attributable to Amphenol Corporation           | \$ 206.5                       | \$ 179.0   | \$ 363.2                     | \$ 358.8   |
| Net income per common share - Basic                       | \$ 0.67                        | \$ 0.58    | \$ 1.18                      | \$ 1.16    |
| Weighted average common shares outstanding - Basic        | 308.2                          | 308.9      | 307.9                        | 309.5      |
| Net income per common share - Diluted                     | \$ 0.65                        | \$ 0.56    | \$ 1.15                      | \$ 1.13    |
| Weighted average common shares outstanding - Diluted      | 315.4                          | 316.9      | 314.8                        | 317.4      |
| Dividends declared per common share                       | \$ 0.14                        | \$ 0.125   | \$ 0.28                      | \$ 0.25    |

See accompanying notes to condensed consolidated financial statements.

**AMPHENOL CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(Unaudited)**  
**(dollars in millions)**

|                                                                                                                                | Three Months Ended<br>June 30, |                 | Six Months Ended<br>June 30, |                 |
|--------------------------------------------------------------------------------------------------------------------------------|--------------------------------|-----------------|------------------------------|-----------------|
|                                                                                                                                | 2016                           | 2015            | 2016                         | 2015            |
| Net income                                                                                                                     | \$ 208.7                       | \$ 180.6        | \$ 367.2                     | \$ 362.4        |
| Total other comprehensive income (loss), net of tax:                                                                           |                                |                 |                              |                 |
| Foreign currency translation adjustments                                                                                       | (34.9)                         | 11.3            | 11.2                         | (56.6)          |
| Unrealized (loss) gain on cash flow hedges                                                                                     | (1.3)                          | (0.5)           | 1.0                          | 0.1             |
| Defined benefit plan adjustment, net of tax of (\$2.2) and (\$4.4)<br>for 2016, and (\$2.5) and (\$3.3) for 2015, respectively | 4.0                            | 4.6             | 8.0                          | 6.2             |
| Total other comprehensive income (loss), net of tax                                                                            | (32.2)                         | 15.4            | 20.2                         | (50.3)          |
| Total comprehensive income                                                                                                     | 176.5                          | 196.0           | 387.4                        | 312.1           |
| Less: Comprehensive income attributable to noncontrolling<br>interests                                                         | (1.4)                          | (1.7)           | (3.5)                        | (3.6)           |
| Comprehensive income attributable to Amphenol Corporation                                                                      | <u>\$ 175.1</u>                | <u>\$ 194.3</u> | <u>\$ 383.9</u>              | <u>\$ 308.5</u> |

See accompanying notes to condensed consolidated financial statements.

**AMPHENOL CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW**  
**(Unaudited)**  
**(dollars in millions)**

|                                                                               | Six Months Ended<br>June 30, |            |
|-------------------------------------------------------------------------------|------------------------------|------------|
|                                                                               | 2016                         | 2015       |
| Cash from operating activities:                                               |                              |            |
| Net income                                                                    | \$ 367.2                     | \$ 362.4   |
| Adjustments to reconcile net income to cash provided by operating activities: |                              |            |
| Depreciation and amortization                                                 | 112.4                        | 83.5       |
| Stock-based compensation expense                                              | 23.2                         | 20.2       |
| Excess tax benefits from stock-based compensation payment arrangements        | (16.5)                       | (9.1)      |
| Net change in components of working capital                                   | (62.6)                       | (44.3)     |
| Net change in other long-term assets and liabilities                          | 14.1                         | 10.1       |
| Net cash provided by operating activities                                     | 437.8                        | 422.8      |
| Cash from investing activities:                                               |                              |            |
| Purchases of land and depreciable assets                                      | (89.1)                       | (85.2)     |
| Proceeds from disposals of land and depreciable assets                        | 3.4                          | 2.3        |
| Purchases of short-term investments                                           | (33.0)                       | (113.6)    |
| Sales and maturities of short-term investments                                | 25.2                         | 319.8      |
| Acquisitions, net of cash acquired                                            | (1,185.8)                    | (171.8)    |
| Net cash used in investing activities                                         | (1,279.3)                    | (48.5)     |
| Cash from financing activities:                                               |                              |            |
| Long-term borrowings under credit facilities                                  | —                            | 125.0      |
| Repayments of long-term debt                                                  | —                            | (211.0)    |
| Borrowings under commercial paper program, net                                | 18.1                         | 172.5      |
| Payment of costs related to debt financing                                    | (3.0)                        | —          |
| Proceeds from exercise of stock options                                       | 67.8                         | 40.2       |
| Excess tax benefits from stock-based compensation payment arrangements        | 16.5                         | 9.1        |
| Distributions to shareholders of noncontrolling interests                     | (4.1)                        | (4.4)      |
| Purchase and retirement of treasury stock                                     | (108.4)                      | (143.6)    |
| Dividend payments                                                             | (86.3)                       | (77.5)     |
| Net cash used in financing activities                                         | (99.4)                       | (89.7)     |
| Effect of exchange rate changes on cash and cash equivalents                  | (2.3)                        | (10.7)     |
| Net change in cash and cash equivalents                                       | (943.2)                      | 273.9      |
| Cash and cash equivalents balance, beginning of period                        | 1,737.2                      | 968.9      |
| Cash and cash equivalents balance, end of period                              | \$ 794.0                     | \$ 1,242.8 |
| Cash paid for:                                                                |                              |            |
| Interest                                                                      | \$ 34.0                      | \$ 32.0    |
| Income taxes                                                                  | 138.7                        | 128.7      |

See accompanying notes to condensed consolidated financial statements.

**AMPHENOL CORPORATION**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(dollars in millions, except per share data)**

**Note 1—Basis of Presentation and Principles of Consolidation**

The condensed consolidated balance sheets as of June 30, 2016 and December 31, 2015, the related condensed consolidated statements of income and condensed consolidated statements of comprehensive income for the three and six months ended June 30, 2016 and 2015, and the related condensed consolidated statements of cash flow for the six months ended June 30, 2016 and 2015 include the accounts of Amphenol Corporation and its subsidiaries (the “Company”). All material intercompany balances and transactions have been eliminated in consolidation. The condensed consolidated financial statements included herein are unaudited. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation in conformity with accounting principles generally accepted in the United States of America have been included. The results of operations for the three and six months ended June 30, 2016 are not necessarily indicative of the results to be expected for the full year. These condensed consolidated financial statements and the related notes should be read in conjunction with the consolidated financial statements and notes included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2015 (the “2015 Annual Report”).

**Note 2—New Accounting Pronouncements**

In May 2014, the Financial Accounting Standards Board (the “FASB”) issued Accounting Standards Update No. 2014-09, *Revenue from Contracts with Customers* (“ASU 2014-09”), which stipulates that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for such goods or services. To achieve this core principle, an entity should apply the following steps: (1) identify the contract(s) with a customer, (2) identify the performance obligations in the contract(s), (3) determine the transaction price(s), (4) allocate the transaction price(s) to the performance obligations in the contract(s), and (5) recognize revenue when (or as) the entity satisfies a performance obligation. The guidance also requires advanced disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity’s contracts with customers. In August 2015, the FASB issued Accounting Standards Update No. 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date* (“ASU 2015-14”), which defers the effective date of FASB’s revenue standard under ASU 2014-09 by one year for all entities and permits early adoption on a limited basis. As a result of ASU 2015-14, the guidance under ASU 2014-09 shall apply for annual reporting periods beginning after December 15, 2017, including interim reporting periods within that period. Early adoption is permitted as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within those annual periods. In March 2016, the FASB issued Accounting Standards Update No. 2016-08, *Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*, which clarified the implementation guidance on principal versus agent considerations. In April 2016, the FASB issued Accounting Standards Update No. 2016-10, *Revenue from Contracts with Customers (Topic 606): Identifying Performance Obligations and Licensing*, which clarified the implementation guidance regarding performance obligations and licensing arrangements. The Company is currently evaluating ASU 2014-09 and does not anticipate a material impact on its consolidated financial statements.

In July 2015, the FASB issued Accounting Standards Update No. 2015-11, *Simplifying the Measurement of Inventory* (“ASU 2015-11”), which requires inventory to be measured at the lower of cost and net realizable value, thereby simplifying the current guidance of measuring inventory at the lower of cost or market. ASU 2015-11 is effective prospectively for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. The Company has evaluated ASU 2015-11 and does not believe it will have a material impact on its consolidated financial statements.

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, *Leases (Topic 842)* (“ASU 2016-02”), which amends, among other things, the existing guidance by requiring lessees to recognize lease assets (right-to-use) and liabilities (for reasonably certain lease payments) arising from operating leases on the balance sheet. For leases with a term of twelve months or less, ASU 2016-02 permits an entity to make an accounting policy election to recognize such leases as lease expense, generally on a straight-line basis over the lease term. ASU 2016-02 is effective for interim and annual periods beginning after December 15, 2018 using a modified retrospective approach, with early adoption permitted. The Company is currently evaluating ASU 2016-02 and its impact on its consolidated financial statements.

In March 2016, the FASB issued Accounting Standards Update No. 2016-09, *Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting* (“ASU 2016-09”), which simplifies certain provisions associated with the accounting for stock compensation, including the income tax consequences, classification of awards, and classification on the

statement of cash flows. ASU 2016-09 is effective for interim and annual periods beginning after December 15, 2016, with early adoption permitted. The Company is currently evaluating ASU 2016-09 and its impact on its consolidated financial statements.

### Note 3—Inventories

Inventories consist of:

|                            | June 30,<br>2016 | December 31,<br>2015 |
|----------------------------|------------------|----------------------|
| Raw materials and supplies | \$ 310.2         | \$ 282.4             |
| Work in process            | 321.0            | 290.5                |
| Finished goods             | 295.4            | 278.9                |
|                            | <u>\$ 926.6</u>  | <u>\$ 851.8</u>      |

### Note 4—Reportable Business Segments

The Company has two reportable business segments: (i) Interconnect Products and Assemblies and (ii) Cable Products and Solutions. The Company aggregates its operating segments into reportable segments based upon similar economic characteristics and business groupings of products, services and customers. The Interconnect Product and Assemblies segment primarily designs, manufactures and markets a broad range of connector and connector systems, value-add products and other products, including antennas and sensors, used in a broad range of applications in a diverse set of end markets. The Cable Products and Solutions segment primarily designs, manufactures and markets cable, value-add products and components for use primarily in the broadband communications and information technology markets as well as certain applications in other markets. The accounting policies of the segments are the same as those for the Company as a whole and are described in Note 1 of the notes to the consolidated financial statements in the Company's 2015 Annual Report. The Company evaluates the performance of business units on, among other things, profit or loss from operations before interest, headquarters' expense allocations, stock-based compensation expense, income taxes, amortization related to certain intangible assets and nonrecurring gains and losses.

The segment results for the three and six months ended June 30, 2016 and 2015 are as follows:

|                                    | Interconnect Products<br>and Assemblies |            | Cable Products<br>and Solutions |          | Total      |            |
|------------------------------------|-----------------------------------------|------------|---------------------------------|----------|------------|------------|
|                                    | 2016                                    | 2015       | 2016                            | 2015     | 2016       | 2015       |
| <b>Three months ended June 30:</b> |                                         |            |                                 |          |            |            |
| Net sales:                         |                                         |            |                                 |          |            |            |
| External                           | \$ 1,456.0                              | \$ 1,268.7 | \$ 92.2                         | \$ 82.8  | \$ 1,548.2 | \$ 1,351.5 |
| Intersegment                       | 1.9                                     | 1.9        | 6.5                             | 5.0      | 8.4        | 6.9        |
| Segment operating income           | 309.0                                   | 277.9      | 13.7                            | 9.7      | 322.7      | 287.6      |
| <b>Six months ended June 30:</b>   |                                         |            |                                 |          |            |            |
| Net sales:                         |                                         |            |                                 |          |            |            |
| External                           | \$ 2,823.8                              | \$ 2,511.3 | \$ 175.6                        | \$ 167.3 | \$ 2,999.4 | \$ 2,678.6 |
| Intersegment                       | 3.5                                     | 4.1        | 12.9                            | 10.1     | 16.4       | 14.2       |
| Segment operating income           | 590.1                                   | 548.8      | 24.8                            | 20.0     | 614.9      | 568.8      |

A reconciliation of segment operating income to consolidated income before income taxes for the three and six months ended June 30, 2016 and 2015 is summarized as follows:

|                                  | Three months ended<br>June 30, |                 | Six months ended<br>June 30, |                 |
|----------------------------------|--------------------------------|-----------------|------------------------------|-----------------|
|                                  | 2016                           | 2015            | 2016                         | 2015            |
| Segment operating income         | \$ 322.7                       | \$ 287.6        | \$ 614.9                     | \$ 568.8        |
| Interest expense                 | (18.0)                         | (17.1)          | (36.1)                       | (34.1)          |
| Other income, net                | 1.7                            | 4.2             | 2.7                          | 8.3             |
| Stock-based compensation expense | (11.7)                         | (10.1)          | (23.2)                       | (20.2)          |
| Acquisition-related expenses     | —                              | (5.7)           | (30.3)                       | (5.7)           |
| Other operating expenses         | (10.7)                         | (11.1)          | (21.6)                       | (22.0)          |
| Income before income taxes       | <u>\$ 284.0</u>                | <u>\$ 247.8</u> | <u>\$ 506.4</u>              | <u>\$ 495.1</u> |

## Note 5—Changes in Equity and Noncontrolling Interests

Net income attributable to noncontrolling interests is classified below net income. Earnings per share is determined after the impact of the noncontrolling interests' share in net income of the Company. In addition, the equity attributable to noncontrolling interests is presented as a separate caption within equity.

A rollforward of consolidated changes in equity for the six months ended June 30, 2016 is as follows:

|                                                           | Amphenol Corporation Shareholders |        |                            |                   |                                      |                |                          |              |
|-----------------------------------------------------------|-----------------------------------|--------|----------------------------|-------------------|--------------------------------------|----------------|--------------------------|--------------|
|                                                           | Common Stock                      |        | Additional Paid-In Capital | Retained Earnings | Accumulated Other Comprehensive Loss | Treasury Stock | Noncontrolling Interests | Total Equity |
|                                                           | Shares (in millions)              | Amount |                            |                   |                                      |                |                          |              |
| Balance as of December 31, 2015                           | 308.0                             | \$ 0.3 | \$ 783.3                   | \$ 2,804.4        | \$ (349.5)                           | \$ —           | \$ 39.9                  | \$ 3,278.4   |
| Net income                                                |                                   |        |                            | 363.2             |                                      |                | 4.0                      | 367.2        |
| Other comprehensive income (loss)                         |                                   |        |                            |                   | 20.7                                 |                | (0.5)                    | 20.2         |
| Distributions to shareholders of noncontrolling interests |                                   |        |                            |                   |                                      |                | (4.1)                    | (4.1)        |
| Purchase of treasury stock                                |                                   |        |                            |                   |                                      | (108.4)        |                          | (108.4)      |
| Retirement of treasury stock                              | (2.0)                             |        |                            | (108.4)           |                                      | 108.4          |                          | —            |
| Stock options exercised, including tax benefit            | 2.6                               |        | 83.7                       |                   |                                      |                |                          | 83.7         |
| Dividends declared                                        |                                   |        |                            | (86.3)            |                                      |                |                          | (86.3)       |
| Stock-based compensation expense                          |                                   |        | 23.2                       |                   |                                      |                |                          | 23.2         |
| Balance as of June 30, 2016                               | 308.6                             | \$ 0.3 | \$ 890.2                   | \$ 2,972.9        | \$ (328.8)                           | \$ —           | \$ 39.3                  | \$ 3,573.9   |

A rollforward of consolidated changes in equity for the six months ended June 30, 2015 is as follows:

|                                                           | Amphenol Corporation Shareholders |        |                            |                   |                                      |                |                          |              |  |
|-----------------------------------------------------------|-----------------------------------|--------|----------------------------|-------------------|--------------------------------------|----------------|--------------------------|--------------|--|
|                                                           | Common Stock                      |        | Additional Paid-In Capital | Retained Earnings | Accumulated Other Comprehensive Loss | Treasury Stock | Noncontrolling Interests | Total Equity |  |
|                                                           | Shares (in millions)              | Amount |                            |                   |                                      |                |                          |              |  |
| Balance as of December 31, 2014                           | 309.9                             | \$ 0.3 | \$ 659.4                   | \$ 2,453.5        | \$ (205.8)                           | \$ —           | \$ 30.5                  | \$ 2,937.9   |  |
| Net income                                                |                                   |        |                            | 358.8             |                                      |                | 3.6                      | 362.4        |  |
| Other comprehensive income (loss)                         |                                   |        |                            |                   | (50.3)                               |                |                          | (50.3)       |  |
| Acquisition resulting in noncontrolling interest          |                                   |        |                            |                   |                                      |                | 8.0                      | 8.0          |  |
| Distributions to shareholders of noncontrolling interests |                                   |        |                            |                   |                                      |                | (4.4)                    | (4.4)        |  |
| Purchase of treasury stock                                |                                   |        |                            |                   |                                      | (143.6)        |                          | (143.6)      |  |
| Retirement of treasury stock                              | (2.5)                             |        |                            | (143.6)           |                                      | 143.6          |                          | —            |  |
| Stock options exercised, including tax benefit            | 1.6                               |        | 50.0                       |                   |                                      |                |                          | 50.0         |  |
| Dividends declared                                        |                                   |        |                            | (77.4)            |                                      |                |                          | (77.4)       |  |
| Stock-based compensation expense                          |                                   |        | 20.2                       |                   |                                      |                |                          | 20.2         |  |
| Balance as of June 30, 2015                               | 309.0                             | \$ 0.3 | \$ 729.6                   | \$ 2,591.3        | \$ (256.1)                           | \$ —           | \$ 37.7                  | \$ 3,102.8   |  |

## Note 6—Earnings Per Share

Basic earnings per share (“EPS”) is computed by dividing net income attributable to Amphenol Corporation by the weighted average number of common shares outstanding. Diluted EPS is computed by dividing net income attributable to Amphenol Corporation by the weighted average number of common shares and dilutive common shares outstanding, which relates to stock options. A reconciliation of the basic weighted average common shares outstanding to diluted weighted average common shares outstanding for the three and six months ended June 30, 2016 and 2015 is as follows (dollars and shares in millions):

|                                                                       | Three months ended June 30, |          | Six months ended June 30, |          |
|-----------------------------------------------------------------------|-----------------------------|----------|---------------------------|----------|
|                                                                       | 2016                        | 2015     | 2016                      | 2015     |
| Net income attributable to Amphenol Corporation shareholders          | \$ 206.5                    | \$ 179.0 | \$ 363.2                  | \$ 358.8 |
| Basic weighted average common shares outstanding                      | 308.2                       | 308.9    | 307.9                     | 309.5    |
| Effect of dilutive stock options                                      | 7.2                         | 8.0      | 6.9                       | 7.9      |
| Diluted weighted average common shares outstanding                    | 315.4                       | 316.9    | 314.8                     | 317.4    |
| Earnings per share attributable to Amphenol Corporation shareholders: |                             |          |                           |          |
| Basic                                                                 | \$ 0.67                     | \$ 0.58  | \$ 1.18                   | \$ 1.16  |
| Diluted                                                               | \$ 0.65                     | \$ 0.56  | \$ 1.15                   | \$ 1.13  |

Excluded from the computations above were anti-dilutive common shares of 8.2 million and 1.7 million for the three months ended June 30, 2016 and 2015, respectively, and 10.0 million and 2.7 million for the six months ended June 30, 2016 and 2015, respectively.

## Note 7—Commitments and Contingencies

The Company has been named as defendant in several legal actions in which various amounts are claimed arising from normal business activities. The Company records a loss contingency liability when there is at least a reasonable possibility that a loss is considered probable and the amount can be reasonably estimated. Although the potential liability with respect to such legal actions cannot be reasonably estimated, such matters are not expected to have a material adverse effect on the Company’s financial condition, results of operations or cash flows. The Company’s legal costs associated with defending itself are recorded to expense as incurred.

Certain operations of the Company are subject to environmental laws and regulations which govern the discharge of pollutants into the air and water, as well as the handling and disposal of solid and hazardous wastes. The Company believes that its operations are currently in substantial compliance with applicable environmental laws and regulations and that the costs of continuing compliance will not have a material effect on the Company’s financial condition, results of operations or cash flows.

## Note 8—Stock-Based Compensation

### Stock Options

In 2009, the Company adopted the 2009 Stock Purchase and Option Plan for Key Employees of Amphenol and its Subsidiaries (the “2009 Employee Option Plan”). The Company also continues to maintain the 2000 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries (the “2000 Employee Option Plan”). No additional stock options can be granted under the 2000 Employee Option Plan. The 2009 Employee Option Plan authorizes the granting of additional stock options by a committee of the Company’s Board of Directors. The number of shares of the Company’s Class A Common Stock (“Common Stock”) reserved for issuance under the 2009 Employee Option Plan, as amended, is 58,000,000 shares. As of June 30, 2016, there were 11,965,910 shares of Common Stock available for the granting of additional stock options under the 2009 Employee Option Plan. Options granted under the 2000 Employee Option Plan are fully vested and are generally exercisable over a period of ten years from the date of grant. Options granted under the 2009 Employee Option Plan generally vest ratably over a period of five years from the date of grant and are generally exercisable over a period of ten years from the date of grant.

In 2004, the Company adopted the 2004 Stock Option Plan for Directors of Amphenol Corporation (the “2004 Directors Option Plan”). The 2004 Directors Option Plan is administered by the Company’s Board of Directors. As of June 30, 2016, there were

140,000 shares of Common Stock available for the granting of additional stock options under the 2004 Directors Option Plan, although no additional stock options are expected to be granted under this plan. Options were last granted under the 2004 Directors Option Plan in May 2011. Options granted under the 2004 Directors Option Plan are fully vested and are generally exercisable over a period of ten years from the date of grant.

Stock option activity for the three and six months ended June 30, 2016 was as follows:

|                                                                        | Options     | Weighted<br>Average<br>Exercise Price | Weighted Average<br>Remaining<br>Contractual Term<br>(in years) | Aggregate<br>Intrinsic<br>Value |
|------------------------------------------------------------------------|-------------|---------------------------------------|-----------------------------------------------------------------|---------------------------------|
| <b>Options outstanding at January 1, 2016</b>                          | 31,136,475  | \$ 37.62                              | 6.92                                                            | \$ 491.0                        |
| Options granted                                                        | 245,000     |                                       |                                                                 |                                 |
| Options exercised                                                      | (650,840)   |                                       |                                                                 |                                 |
| Options forfeited                                                      | (48,680)    |                                       |                                                                 |                                 |
| <b>Options outstanding at March 31, 2016</b>                           | 30,681,955  | 37.97                                 | 6.75                                                            | 609.9                           |
| Options granted                                                        | 7,138,450   |                                       |                                                                 |                                 |
| Options exercised                                                      | (1,951,432) |                                       |                                                                 |                                 |
| Options forfeited                                                      | (389,400)   |                                       |                                                                 |                                 |
| <b>Options outstanding at June 30, 2016</b>                            | 35,479,573  | 42.52                                 | 7.27                                                            | 534.2                           |
| <b>Vested and non-vested options expected to vest at June 30, 2016</b> | 33,088,422  | \$ 41.88                              | 7.17                                                            | \$ 518.8                        |
| <b>Exercisable options at June 30, 2016</b>                            | 16,569,063  | \$ 31.50                              | 5.61                                                            | \$ 428.8                        |

A summary of the status of the Company's non-vested options as of June 30, 2016 and changes during the three and six months then ended is as follows:

|                                              | Options     | Weighted<br>Average Fair<br>Value at Grant<br>Date |
|----------------------------------------------|-------------|----------------------------------------------------|
| <b>Non-vested options at January 1, 2016</b> | 17,323,040  | \$ 8.24                                            |
| Options granted                              | 245,000     | 6.98                                               |
| Options vested                               | (44,400)    | 9.82                                               |
| Options forfeited                            | (48,680)    | 8.38                                               |
| <b>Non-vested options at March 31, 2016</b>  | 17,474,960  | 8.22                                               |
| Options granted                              | 7,138,450   | 7.40                                               |
| Options vested                               | (5,313,500) | 7.91                                               |
| Options forfeited                            | (389,400)   | 8.33                                               |
| <b>Non-vested options at June 30, 2016</b>   | 18,910,510  | 7.99                                               |

During the three and six months ended June 30, 2016 and 2015, the following activity occurred under the Company's option plans:

|                                                  | Three months ended<br>June 30, |         | Six months ended<br>June 30, |         |
|--------------------------------------------------|--------------------------------|---------|------------------------------|---------|
|                                                  | 2016                           | 2015    | 2016                         | 2015    |
| Total intrinsic value of stock options exercised | \$ 62.0                        | \$ 32.0 | \$ 82.6                      | \$ 57.9 |
| Total fair value of stock options vested         | 42.1                           | 39.1    | 42.5                         | 39.4    |

As of June 30, 2016, the total compensation cost related to non-vested options not yet recognized was approximately \$133.3 with a weighted average expected amortization period of 3.67 years.

### ***Restricted Shares***

In 2012, the Company adopted the 2012 Restricted Stock Plan for Directors of Amphenol Corporation (the "2012 Directors Restricted Stock Plan"). The 2012 Directors Restricted Stock Plan is administered by the Company's Board of Directors. As of June 30, 2016, the number of restricted shares available for grant under the 2012 Directors Restricted Stock Plan was 137,069. Restricted shares granted under the 2012 Directors Restricted Stock Plan generally vest on the first anniversary of the grant date. Grants under the 2012 Directors Restricted Stock Plan entitle the holder to receive shares of the Company's Common Stock without payment.

Restricted share activity for the three and six months ended June 30, 2016 was as follows:

|                                                         | Restricted<br>Shares | Fair Value at<br>Grant Date | Weighted<br>Average Remaining<br>Amortization Term<br>(in years) |
|---------------------------------------------------------|----------------------|-----------------------------|------------------------------------------------------------------|
| <b>Restricted shares outstanding at January 1, 2016</b> | 17,256               | \$ 57.97                    | 0.39                                                             |
| Restricted shares granted                               | —                    | —                           |                                                                  |
| <b>Restricted shares outstanding at March 31, 2016</b>  | 17,256               | 57.97                       | 0.15                                                             |
| Shares vested and issued                                | (17,256)             | 57.97                       |                                                                  |
| Restricted shares granted                               | 16,905               | 57.99                       |                                                                  |
| <b>Restricted shares outstanding at June 30, 2016</b>   | 16,905               | 57.99                       | 0.90                                                             |

As of June 30, 2016, the total compensation cost related to non-vested restricted shares not yet recognized was approximately \$0.9 with a weighted average expected amortization period of 0.90 years.

The grant-date fair value of each option grant under the 2000 Employee Option Plan, the 2009 Employee Option Plan and the 2004 Directors Option Plan is estimated using the Black-Scholes option pricing model. The grant-date fair value of each restricted share grant is determined based on the closing share price of the Company's Common Stock on the date of the grant. The fair value is then amortized on a straight-line basis over the requisite service period of the awards, which is generally the vesting period. Use of a valuation model for option grants requires management to make certain assumptions with respect to selected model inputs. Expected share price volatility is calculated based on the historical volatility of the Common Stock and implied volatility derived from related exchange traded options. The average expected life is based on the contractual term of the option and expected exercise and historical post-vesting termination experience. The risk-free interest rate is based on U.S. Treasury zero-coupon issues with a remaining term equal to the expected life assumed at the date of grant. The expected annual dividend per share is based on the Company's dividend rate.

Stock-based compensation expense includes the estimated effects of forfeitures, which are adjusted over the requisite service period to the extent actual forfeitures differ or are expected to differ from such estimates. Changes in estimated forfeitures are recognized in the period of change and impact the amount of expense to be recognized in future periods. For the three months ended June 30, 2016, the Company's income before income taxes and net income were reduced for stock-based compensation expense by \$11.7 and \$8.9, respectively, and these reductions were \$23.2 and \$17.7, respectively, for the six months ended June 30, 2016. For the three months ended June 30, 2015, the Company's income before income taxes and net income were reduced for stock-based compensation expense by \$10.1 and \$7.6, respectively, and those reductions were \$20.2 and \$15.1, respectively, for the six months ended June 30, 2015. The expense incurred for stock-based compensation is included in Selling, general and administrative expense in the accompanying Condensed Consolidated Statements of Income.

#### Note 9—Shareholders' Equity

In January 2015, the Board of Directors authorized a stock repurchase program under which the Company may repurchase up to 10 million shares of Common Stock during the two year period ending January 20, 2017 (the "2015 Stock Repurchase Program"). During the six months ended June 30, 2016, the Company repurchased 2.0 million shares of Common Stock for \$108.4. These treasury shares have been retired by the Company and common stock and retained earnings were reduced accordingly. Through July 29, 2016, the Company repurchased an additional 0.7 million shares of Common Stock for \$42.2. At July 29, 2016, approximately 2.8 million additional shares of Common Stock may be repurchased under the 2015 Stock Repurchase Program. The price and timing of any future purchases under the 2015 Stock Repurchase Program will depend on factors such as levels of cash generation from operations, the volume of stock option exercises by employees, cash requirements for acquisitions, dividends, economic and market conditions and stock price.

Contingent upon declaration by the Board of Directors, the Company generally pays a quarterly dividend on shares of its Common Stock. In the third quarter of 2015, the Board of Directors approved an increase in the quarterly dividend rate from \$0.125 to \$0.14 per share effective with the third quarter 2015 dividend. For the three and six months ended June 30, 2016, the Company paid dividends in the amount of \$43.0 and \$86.3, respectively, and declared dividends in the amount of \$43.2 and \$86.3, respectively. For the three and six months ended June 30, 2015, the Company paid dividends in the amount of nil and \$77.5, respectively, and declared dividends in the amount of \$38.6 and \$77.4, respectively.

**Note 10—Benefit Plans and Other Postretirement Benefits**

The Company and certain of its domestic subsidiaries have defined benefit pension plans (the “U.S. Plans”), which cover certain U.S. employees and which represent the majority of the plan assets and benefit obligations of the aggregate defined benefit plans of the Company. The U.S. Plans’ benefits are generally based on years of service and compensation and are generally noncontributory. Certain U.S. employees not covered by the U.S. Plans are covered by defined contribution plans. Certain foreign subsidiaries have defined benefit plans covering their employees (the “International Plans” and, together with the U.S. Plans, the “Plans”). The following is a summary, based on the most recent actuarial valuations of the Company’s net cost for pension benefits, of the Plans and other postretirement benefits for the three and six months ended June 30, 2016 and 2015.

|                                      | Pension Benefits |                | Other Postretirement Benefits |               |
|--------------------------------------|------------------|----------------|-------------------------------|---------------|
|                                      | 2016             | 2015           | 2016                          | 2015          |
| <b>Three months ended June 30:</b>   |                  |                |                               |               |
| Service cost                         | \$ 2.3           | \$ 2.3         | \$ —                          | \$ —          |
| Interest cost                        | 4.8              | 5.8            | 0.1                           | 0.1           |
| Expected return on plan assets       | (7.7)            | (7.3)          | —                             | —             |
| Amortization of prior service cost   | 0.5              | 0.6            | —                             | —             |
| Amortization of net actuarial losses | 4.9              | 6.5            | 0.2                           | 0.1           |
| Net pension expense                  | <u>\$ 4.8</u>    | <u>\$ 7.9</u>  | <u>\$ 0.3</u>                 | <u>\$ 0.2</u> |
| <b>Six months ended June 30:</b>     |                  |                |                               |               |
| Service cost                         | \$ 4.6           | \$ 4.7         | \$ —                          | \$ —          |
| Interest cost                        | 10.6             | 11.6           | 0.2                           | 0.2           |
| Expected return on plan assets       | (15.2)           | (14.6)         | —                             | —             |
| Amortization of prior service cost   | 1.1              | 1.2            | —                             | —             |
| Amortization of net actuarial losses | 11.2             | 12.9           | 0.3                           | 0.2           |
| Net pension expense                  | <u>\$ 12.3</u>   | <u>\$ 15.8</u> | <u>\$ 0.5</u>                 | <u>\$ 0.4</u> |

For the three and six months ended June 30, 2016, the Company did not make a cash contribution to the Plans, and estimates that, based on current actuarial calculations, it will make aggregate cash contributions to the Plans in 2016 of approximately \$22.0, the majority of which will be to the U.S. Plans. The timing and amount of cash contributions in subsequent years will depend on a number of factors, including the investment performance of the Plan assets.

The Company offers various defined contribution plans for certain U.S. and foreign employees. Participation in these plans is based on certain eligibility requirements. The Company matches the majority of employee contributions to U.S. defined contribution plans with cash contributions up to a maximum of 5% of eligible compensation. During the six months ended June 30, 2016 and 2015, the total matching contributions to these U.S. defined contribution plans in each period were approximately \$2.2.

**Note 11—Acquisitions**

On January 8, 2016, the Company acquired all of the share capital of FCI Asia Pte Ltd (“FCI”) for a purchase price of approximately \$1,178.6 (subject to closing adjustments), net of cash acquired. The acquisition was funded by cash, cash equivalents and short-term investments that were held outside of the United States. In the first quarter of 2016, the Company incurred approximately \$30.3 (\$27.3 after-tax) of acquisition-related expenses related to the acquisition of FCI, which are separately presented in the accompanying Condensed Consolidated Statements of Income, primarily related to external transaction costs, amortization related to the value associated with acquired backlog and post-closing restructuring charges. In addition, during the second quarter of 2015, the Company incurred approximately \$5.7 (\$5.7 after-tax) of acquisition-related expenses related to professional fees and other external expenses primarily related to the FCI acquisition. The accompanying Condensed Consolidated Statements of Income include the results of FCI for the period from the acquisition date through June 30, 2016. Excluding the impact of acquisitions as well as the negative impact of foreign exchange of approximately \$9.0 and \$28.4 for the three and six months ended June 30, 2016, respectively, compared to the same prior year periods, the Company’s net sales increased approximately 4% and 1% in the three and six months ended June 30, 2016, respectively, compared to the same prior year periods.

Headquartered in Singapore, FCI, a global leader in interconnect solutions for the information technology and data communications, industrial, mobile networks, automotive and mobile devices markets, is reported as part of the Company’s Interconnect Products and Assemblies segment. FCI is a leading supplier of high-speed backplane and mezzanine connectors, power interconnect solutions and a wide variety of board-mounted interconnects.

### Allocation of Purchase Price

The purchase price was allocated to the tangible and identifiable intangible assets acquired and liabilities assumed of FCI based upon their estimated fair values. The excess purchase price over the fair value of the underlying net assets acquired was allocated to goodwill, which primarily represents the value of the assembled workforce along with anticipated cost savings and efficiencies associated with the integration of FCI and other intangible assets acquired that do not qualify for separate recognition. The Company is in the process of completing its analysis of the fair value of the net assets acquired through the use of independent valuations and management's estimates. Since the following information is based on preliminary assessments made by management, the acquisition accounting for FCI is subject to final adjustment and it is possible that the final assessment of values may differ from this preliminary assessment. The following table summarizes the preliminary assessment of the estimated fair values of the identifiable assets acquired and liabilities assumed, net of cash acquired, as of the date of acquisition of January 8, 2016.

|                                                                     |    |                |
|---------------------------------------------------------------------|----|----------------|
| Accounts receivable                                                 | \$ | 97.1           |
| Inventories                                                         |    | 65.8           |
| Other current assets                                                |    | 13.4           |
| Land and depreciable assets                                         |    | 78.2           |
| Goodwill                                                            |    | 933.1          |
| Intangible assets                                                   |    | 252.0          |
| Other long-term assets                                              |    | 13.0           |
| Assets acquired                                                     |    | <u>1,452.6</u> |
| Accounts payable                                                    |    | 61.6           |
| Other current liabilities                                           |    | 55.0           |
| Accrued pension benefit obligations and other long-term liabilities |    | 157.4          |
| Liabilities assumed                                                 |    | <u>274.0</u>   |
| Net assets acquired                                                 | \$ | <u>1,178.6</u> |

Of the \$252.0 of acquired intangible assets, \$133.8 was assigned to indefinite-lived trade names which are not subject to amortization. The remaining \$118.2 of finite-lived acquired intangible assets is comprised of \$53.2, \$57.0 and \$8.0 assigned to proprietary technology, customer relationships and backlog, respectively, all of which are subject to amortization. The finite-lived acquired intangible assets have a total weighted average useful life of approximately 10 years. The proprietary technology, customer relationships and backlog have a weighted average useful life of 9 years, 12 years and 0.25 years, respectively. These finite-lived intangible assets will be amortized based upon the underlying pattern of economic benefit as reflected by the future net cash inflows. The entire amount of goodwill was assigned to the Interconnect Products and Assemblies segment, of which approximately \$91.9 is expected to be deductible for tax purposes.

### Pro Forma Financial Information

The following table summarizes the unaudited pro forma combined financial information assuming that the FCI acquisition had occurred on January 1, 2015, and its results had been included in our financial results for the full three and six months ended June 30, 2016 and 2015. The pro forma amounts are based upon available information and reflect a reasonable estimate of the effects of the FCI acquisition for the periods presented on the basis set forth herein. The following unaudited pro forma financial information is presented for informational purposes only and does not purport to represent what the financial position or results of operations would have been had the FCI acquisition in fact occurred on the date assumed, nor is it necessarily indicative of the results that may be expected in future periods.

| Pro forma:                                      | Three months ended June 30, |            | Six months ended June 30, |            |
|-------------------------------------------------|-----------------------------|------------|---------------------------|------------|
|                                                 | 2016                        | 2015       | 2016                      | 2015       |
| Net sales                                       | \$ 1,548.2                  | \$ 1,495.2 | \$ 3,009.1                | \$ 2,963.7 |
| Net income attributable to Amphenol Corporation | 206.5                       | 191.9      | 390.7                     | 380.1      |
| Net income per common share - Diluted           | 0.65                        | 0.61       | 1.24                      | 1.20       |

The unaudited pro forma Net income attributable to Amphenol Corporation has been calculated using actual historical information and is adjusted for certain pro forma adjustments based on the assumption that the FCI acquisition and the application of fair value adjustments to intangible assets occurred on January 1, 2015. For the three and six months ended June 30, 2016, the pro forma financial information excluded acquisition-related expenses, net of tax, of nil and \$27.3, respectively, which are included in the reported results, but excluded from the pro forma amounts above due to their nonrecurring nature. For the three and six months ended

June 30, 2015, the pro forma financial information reflects the following adjustments, net of tax: (a) acquisition-related expenses of \$5.7 for both periods in 2015, which were included in the reported results, but excluded from the pro forma amounts above due to their nonrecurring nature, (b) amortization expense related to the acquired intangible assets of \$2.2 and \$4.4, respectively, that was not reflected in the historical results, but has been included in the pro forma amounts, (c) interest income of approximately \$2.9 and \$5.8, respectively, earned on the cash, cash equivalents and short-term investments used to fund the FCI acquisition that was included in the historical results, but excluded from the pro forma amounts, and (d) other expense (income) of \$2.1 and \$(1.7), respectively, that was included in the historical results of FCI, but excluded from the pro forma amounts due to its nonrecurring nature.

#### Other Acquisitions

The Company has completed its analysis of fair value of the assets acquired and liabilities assumed related to its 2015 acquisitions and the final assessment of values did not differ materially from the preliminary assessment. The 2015 acquisitions were not material to the Company either individually or in the aggregate.

#### Note 12 — Goodwill and Other Intangible Assets

The changes in the carrying amount of goodwill by segment were as follows:

|                                      | Interconnect<br>Products and<br>Assemblies | Cable<br>Products and<br>Solutions | Total             |
|--------------------------------------|--------------------------------------------|------------------------------------|-------------------|
| <b>Goodwill at December 31, 2015</b> | \$ 2,569.2                                 | \$ 123.7                           | \$ 2,692.9        |
| Acquisition-related                  | 939.3                                      | —                                  | 939.3             |
| Foreign currency translation         | 9.5                                        | —                                  | 9.5               |
| <b>Goodwill at June 30, 2016</b>     | <u>\$ 3,518.0</u>                          | <u>\$ 123.7</u>                    | <u>\$ 3,641.7</u> |

The increase in goodwill, net of foreign currency translation, during the first six months of 2016 is primarily due to the acquisition of FCI on January 8, 2016, which is included in the Interconnect Products and Assemblies segment.

Other than goodwill and indefinite-lived trade name intangible assets with a value of approximately \$186.1 and \$52.3 as of June 30, 2016 and December 31, 2015, respectively, the Company's intangible assets are subject to amortization. A summary of the Company's amortizable intangible assets as of June 30, 2016 and December 31, 2015 is as follows:

|                        | June 30, 2016               |                             |                        | December 31, 2015           |                             |                        |
|------------------------|-----------------------------|-----------------------------|------------------------|-----------------------------|-----------------------------|------------------------|
|                        | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Net Carrying<br>Amount | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Net Carrying<br>Amount |
| Customer relationships | \$ 372.2                    | \$ 140.7                    | \$ 231.5               | \$ 315.6                    | \$ 122.6                    | \$ 193.0               |
| Proprietary technology | 106.7                       | 35.9                        | 70.8                   | 53.8                        | 30.9                        | 22.9                   |
| License agreements     | 6.0                         | 6.0                         | —                      | 6.0                         | 6.0                         | —                      |
| Backlog and other      | 28.0                        | 27.5                        | 0.5                    | 19.7                        | 19.2                        | 0.5                    |
| <b>Total</b>           | <u>\$ 512.9</u>             | <u>\$ 210.1</u>             | <u>\$ 302.8</u>        | <u>\$ 395.1</u>             | <u>\$ 178.7</u>             | <u>\$ 216.4</u>        |

Customer relationships, proprietary technology, license agreements, and backlog and other amortizable intangible assets have weighted average useful lives of approximately 10 years, 11 years, 8 years and 1 year, respectively, for an aggregate weighted average useful life of approximately 10 years at June 30, 2016.

Intangible assets are included in Intangibles and other long-term assets in the accompanying Condensed Consolidated Balance Sheets. The amortization expense for the three months ended June 30, 2016 and 2015 was approximately \$11.4 and \$8.4, respectively. The amortization expense for the six months ended June 30, 2016 and 2015 was approximately \$31.1 and \$16.7, respectively. As of June 30, 2016, amortization expense estimated for the remainder of 2016 is approximately \$22.8 and for each of the next five fiscal years is approximately \$45.8 in 2017, \$41.7 in 2018, \$37.6 in 2019, \$31.4 in 2020 and \$26.6 in 2021.

**Note 13—Debt**

The Company's debt consists of the following:

|                                                                                                                                                   | June 30, 2016     |                        | December 31, 2015 |                        |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|------------------------|-------------------|------------------------|
|                                                                                                                                                   | Carrying Amount   | Approximate Fair Value | Carrying Amount   | Approximate Fair Value |
| Revolving Credit Facility (maximum aggregate principal amount of \$2,000.0 and \$1,500.0 as of June 30, 2016 and December 31, 2015, respectively) | \$ —              | \$ —                   | \$ —              | \$ —                   |
| Commercial Paper Program (maximum aggregate principal amount of \$2,000.0 and \$1,500.0 as of June 30, 2016 and December 31, 2015, respectively)  | 845.2             | 845.2                  | 823.9             | 823.9                  |
| 1.55% Senior Notes due September 2017                                                                                                             | 374.8             | 376.9                  | 374.8             | 373.2                  |
| 2.55% Senior Notes due January 2019                                                                                                               | 749.4             | 764.8                  | 749.2             | 750.1                  |
| 3.125% Senior Notes due September 2021                                                                                                            | 374.8             | 390.0                  | 374.7             | 367.7                  |
| 4.00% Senior Notes due February 2022                                                                                                              | 499.3             | 539.2                  | 499.2             | 508.6                  |
| Notes payable to foreign banks and other debt                                                                                                     | 5.7               | 5.7                    | 5.0               | 5.0                    |
| Less deferred debt issuance costs                                                                                                                 | (14.3)            | —                      | (13.3)            | —                      |
| <b>Total debt</b>                                                                                                                                 | <b>2,834.9</b>    | <b>2,921.8</b>         | <b>2,813.5</b>    | <b>2,828.5</b>         |
| Less current portion                                                                                                                              | 0.3               | 0.3                    | 0.3               | 0.3                    |
| <b>Total long-term debt</b>                                                                                                                       | <b>\$ 2,834.6</b> | <b>\$ 2,921.5</b>      | <b>\$ 2,813.2</b> | <b>\$ 2,828.2</b>      |

**Revolving Credit Facility**

On March 1, 2016, the Company replaced its \$1,500.0 unsecured credit facility with a new \$2,000.0 unsecured credit facility (the “2016 Revolving Credit Facility”). The 2016 Revolving Credit Facility, which matures March 2021, increases the aggregate commitments by \$500.0 and gives the Company the ability to borrow at a spread over LIBOR. The Company intends to utilize the new credit facility for general corporate purposes. At June 30, 2016, there were no borrowings under the 2016 Revolving Credit Facility. The 2016 Revolving Credit Facility requires payment of certain annual agency and commitment fees and requires that the Company satisfy certain financial covenants. At June 30, 2016, the Company was in compliance with the financial covenants under the 2016 Revolving Credit Facility.

**Commercial Paper Program**

The Company has a commercial paper program (the “Commercial Paper Program”) pursuant to which the Company issues short-term unsecured commercial paper notes (“Commercial Paper”) in one or more private placements. Amounts available under the Commercial Paper Program are borrowed, repaid and re-borrowed from time to time. The maturities of the Commercial Paper vary, but may not exceed 397 days from the date of issue. The Commercial Paper is sold under customary terms in the commercial paper market and may be issued at a discount from par, or, alternatively, may be sold at par and bear varying interest rates on a fixed or floating basis. The Commercial Paper Program is rated A-2 by Standard & Poor's and P-2 by Moody's and is backstopped by the 2016 Revolving Credit Facility. Effective April 1, 2016, the maximum aggregate principal amount of the Commercial Paper outstanding under the Commercial Paper Program at any time was increased by \$500.0 from \$1,500.0 to \$2,000.0. The Commercial Paper is classified as long-term debt in the accompanying Condensed Consolidated Balance Sheets since the Company has the intent and ability to refinance the Commercial Paper on a long-term basis using the 2016 Revolving Credit Facility. The carrying value of Commercial Paper borrowings approximated their fair value given that the Commercial Paper is actively traded. As such, the Commercial Paper is classified as Level 1 in the fair value hierarchy (Note 14). The average interest rate on the Commercial Paper as of June 30, 2016 was 0.81%.

**Senior Notes**

All of the Company's outstanding senior notes, which are listed in the table above, are unsecured and rank equally in right of payment with the Company's other unsecured senior indebtedness. Interest on each series of the senior notes is payable semiannually. The Company may, at its option, redeem some or all of any series of senior notes at any time by paying 100% of the principal amount, plus accrued and unpaid interest, if any, to the date of repurchase, and if redeemed prior to the date of maturity, a make-whole

premium. The fair value of the senior notes is based on recent bid prices in an active market and is therefore classified as Level 1 in the fair value hierarchy (Note 14).

#### Note 14—Fair Value Measurements

Fair value is determined based on the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. These requirements establish market or observable inputs as the preferred source of values. Assumptions based on hypothetical transactions are used in the absence of market inputs. The Company does not have any non-financial instruments accounted for at fair value on a recurring basis.

The valuation techniques required are based upon observable and unobservable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. These two types of inputs create the following fair value hierarchy:

- Level 1 Quoted prices for identical instruments in active markets.
- Level 2 Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable.
- Level 3 Significant inputs to the valuation model are unobservable.

The Company believes that the assets or liabilities subject to such standards with fair value disclosure requirements are short-term investments and derivative instruments. Substantially all of the Company's short-term investments consist of certificates of deposit with original maturities of twelve months or less and as such, are considered as Level 1 in the fair value hierarchy as they are traded in active markets which have identical assets. The carrying amounts of these instruments, the majority of which are in non-U.S. bank accounts, approximate their fair value. The Company's derivative instruments represent foreign exchange rate forward contracts, which are valued using bank quotations based on market observable inputs such as forward and spot rates and are therefore classified as Level 2 in the fair value hierarchy. The impact of the credit risk related to these financial assets is immaterial. The fair values of the Company's financial and non-financial assets and liabilities subject to such standards at June 30, 2016 and December 31, 2015 are as follows:

|                           | Fair Value Measurements |                                                                |                                         |                                           |
|---------------------------|-------------------------|----------------------------------------------------------------|-----------------------------------------|-------------------------------------------|
|                           | Total                   | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| <b>June 30, 2016:</b>     |                         |                                                                |                                         |                                           |
| Short-term investments    | \$ 30.7                 | \$ 30.7                                                        | \$ —                                    | \$ —                                      |
| Forward contracts         | 7.0                     | —                                                              | 7.0                                     | —                                         |
| <b>Total</b>              | <b>\$ 37.7</b>          | <b>\$ 30.7</b>                                                 | <b>\$ 7.0</b>                           | <b>\$ —</b>                               |
| <b>December 31, 2015:</b> |                         |                                                                |                                         |                                           |
| Short-term investments    | \$ 23.2                 | \$ 23.2                                                        | \$ —                                    | \$ —                                      |
| Forward contracts         | 3.3                     | —                                                              | 3.3                                     | —                                         |
| <b>Total</b>              | <b>\$ 26.5</b>          | <b>\$ 23.2</b>                                                 | <b>\$ 3.3</b>                           | <b>\$ —</b>                               |

The Company does not have any significant financial or non-financial assets and liabilities that are measured at fair value on a non-recurring basis.

The amount recognized in Accumulated other comprehensive income (loss) associated with foreign exchange rate forward contracts and the amount reclassified from Accumulated other comprehensive income (loss) to foreign exchange gain (loss) in the accompanying Condensed Consolidated Statements of Income during the six month periods ended June 30, 2016 and 2015 was not material. The fair value of the forward contracts are recorded within Other current assets, Other accrued expenses or Accrued pension benefit obligations and other long-term liabilities in the accompanying Condensed Consolidated Balance Sheets, depending on their value and remaining contractual period.

**Note 15—Income Taxes**

The provision for income taxes for the second quarter and the first six months of 2016 was at an effective rate of 26.5% and 27.5%, respectively. Excluding the net impact of acquisition-related expenses incurred in the first quarter of 2016, the effective tax rate for the six months ended June 30, 2016 was 26.5%. The provision for income taxes for the second quarter and the first six months of 2015 was at an effective tax rate of 27.1% and 26.8%, respectively. Excluding the net impact of acquisition-related expenses incurred in the second quarter of 2015, the effective tax rate in both the second quarter and the first six months of 2015 was 26.5%.

The Company operates in the U.S. and numerous foreign taxable jurisdictions, and at any point in time has numerous audits underway at various stages of completion. With few exceptions, the Company is subject to income tax examinations by tax authorities for the years 2011 and after. The Company is generally not able to precisely estimate the ultimate settlement amounts or timing until the close of an audit. The Company evaluates its tax positions and establishes liabilities for uncertain tax positions that may be challenged by local authorities and may not be fully sustained, despite the Company's belief that the underlying tax positions are fully supportable. As of June 30, 2016, the amount of the liability for unrecognized tax benefits, which if recognized would impact the effective tax rate, was approximately \$124.6, which is included in Accrued pension benefit obligations and other long-term liabilities in the accompanying Condensed Consolidated Balance Sheets. Unrecognized tax benefits are reviewed on an ongoing basis and are adjusted for changing facts and circumstances, including progress of tax audits and the closing of statutes of limitation. Based on information currently available, management anticipates that over the next twelve month period, audit activity could be completed and statutes of limitation may close relating to existing unrecognized tax benefits of approximately \$2.9.

**Item 2.****MANAGEMENT'S DISCUSSION AND ANALYSIS  
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS  
(dollars in millions, unless otherwise noted, except per share data)****Results of Operations***Three and six months ended June 30, 2016 compared to the three and six months ended June 30, 2015*

Net sales were \$1,548.2 in the second quarter of 2016 compared to \$1,351.5 in the second quarter of 2015, an increase of 15% in U.S. dollars, 16% in local currencies and 4% organically (excluding the impact of foreign exchange and acquisitions) over the prior year quarter. Net sales for the first six months of 2016 were \$2,999.4 compared to \$2,678.6 in the same period in 2015, an increase of 12% in U.S. dollars, 13% in local currencies and 1% organically over the prior year period. Net sales in the Interconnect Products and Assemblies segment in the second quarter of 2016 (approximately 94% of net sales) increased 15% in both U.S. dollars and local currencies compared to the same period in 2015 (\$1,456.0 in 2016 versus \$1,268.7 in 2015) and increased 12% in U.S. dollars and 13% in local currencies in the first six months of 2016 compared to the same period in 2015 (\$2,823.8 in 2016 versus \$2,511.3 in 2015). The sales growth was driven primarily by growth in the information technology and data communications, mobile networks, industrial, and automotive markets arising from contributions from the Company's acquisitions as well as organic strength, offset in part by modest declines in sales in the military and commercial aerospace markets. The mobile devices market experienced a modest increase in net sales for the second quarter of 2016 compared to the same period in the prior year but a slight decrease for the year to date period compared to the same period in 2015. Net sales in the Cable Products and Solutions segment in the second quarter of 2016 (approximately 6% of net sales) increased 11% in U.S. dollars (\$92.2 in 2016 versus \$82.8 in 2015) and 14% in local currencies compared to the same period in 2015, and increased 5% in U.S. dollars and 8% in local currencies in the first six months of 2016 compared to the same period in 2015 (\$175.6 in 2016 versus \$167.3 in 2015). The increase in Cable Products and Solutions sales relates primarily to sales in the broadband communications market.

Geographically, sales in the United States in the second quarter and first six months of 2016 decreased approximately 2% and 1%, respectively, compared to the same periods in 2015 (\$416.7 and \$828.5, respectively, in 2016 versus \$426.4 and \$840.1, respectively, in 2015). International sales in the second quarter and first six months of 2016 increased approximately 22% and 18% in U.S. dollars, respectively, and 23% and 20% in local currencies, respectively, compared to the same periods in 2015 (\$1,131.5 and \$2,170.9, respectively, in 2016 versus \$925.1 and \$1,838.5, respectively, in 2015). The comparatively stronger U.S. dollar for the second quarter and first six months of 2016 had the effect of decreasing sales by approximately \$9.0 and \$28.4, respectively, when compared to foreign currency translation rates for the same periods in 2015.

Selling, general and administrative expenses increased to \$197.0 or 12.7% of net sales and \$386.5 or 12.9% of net sales for the second quarter and first six months of 2016, respectively, compared to \$166.1 or 12.3% of net sales and \$330.4 or 12.3% of net sales for the second quarter and first six months of 2015, respectively. The increase is driven primarily by the acquisition of FCI, which currently has higher selling, general and administrative expenses as a percentage of net sales than the average of the Company. Administrative expenses represented approximately 4.9% and 5.1% of net sales for the second quarter and first six months of 2016, respectively, and represented approximately 5.0% and 4.9% of net sales for the second quarter and first six months of 2015, respectively. Research and development expenses represented approximately 2.6% of net sales for both the second quarter and first six months of 2016, and represented approximately 2.3% of net sales for both the second quarter and first six months of 2015. Selling and marketing expenses represented approximately 5.2% of net sales for both the second quarter and first six months of 2016, and represented 5.0% and 5.1% of net sales for the second quarter and first six months of 2015, respectively.

Operating income was \$300.3 or 19.4% of net sales and \$539.8 or 18.0% of net sales for the second quarter and first six months of 2016, respectively, compared to \$260.7 or 19.3% of net sales and \$520.9 or 19.4% of net sales for the second quarter and first six months of 2015, respectively. Operating income for the first six months of 2016 includes \$30.3 of acquisition-related expenses (separately presented in the Condensed Consolidated Statements of Income) related to the acquisition of FCI, which includes external transaction costs, amortization related to the value associated with acquired backlog and post-closing restructuring charges. For the six months ended June 30, 2016, these expenses had an impact on net income of \$27.3, or \$0.09 per share. Operating income for the second quarter and first six months of 2015 includes \$5.7 of acquisition-related expenses (separately presented in the Condensed Consolidated Statements of Income) for professional fees and other external expenses related to the acquisition of FCI as well as acquisitions closed during the second quarter of 2015. For the three and six months ended June 30, 2015, these expenses had an impact on net income of \$5.7, or \$0.02 per share. Excluding these expenses, adjusted operating income was \$300.3 or 19.4% of net sales and \$570.1 or 19.0% of net sales for the second quarter and first six months of 2016, respectively, and \$266.4 or 19.7% of net sales and \$526.6 or 19.7% of net sales for the second quarter and first six months of 2015, respectively. The decrease in adjusted operating income margin as a percentage of net sales for the first six months of 2016, compared to the same period in 2015, relates to the decrease in operating income margins in the Interconnect Products and Assemblies segment. Operating income for the Interconnect Products and Assemblies segment for the second quarter and first six months of 2016 was \$309.0 or 21.2% of net sales and \$590.1 or 20.9% of net

sales, respectively, compared to \$277.9 or 21.9% of net sales and \$548.8 or 21.9% of net sales for the second quarter and first six months of 2015, respectively. This decrease in operating income margin is driven by the acquisition of FCI, which currently operates at a lower operating margin than the average of the Company. Operating income for the Cable Products and Solutions segment for the second quarter and first six months of 2016 was \$13.7 or 14.9% of net sales and \$24.8 or 14.1% of net sales, respectively, compared to \$9.7 or 11.8% of net sales and \$20.0 or 11.9% of net sales, respectively, in the same periods in 2015. The increase in operating income margin for the Cable Products and Solutions segment for the first six months of 2016, compared to the same period in 2015, primarily resulted from strong operating execution on additional volume, along with the favorable impact from commodities.

Interest expense for the second quarter and first six months of 2016 was \$18.0 and \$36.1, respectively, compared to \$17.1 and \$34.1 for the same periods in 2015, respectively. The increase is primarily attributable to the impact of higher average debt levels which primarily resulted from the Company's stock buyback programs.

Other income, net, decreased to \$1.7 and \$2.7 for the second quarter and first six months of 2016, respectively, compared to \$4.2 and \$8.3 for the same periods in 2015, respectively, primarily related to lower interest income on lower cash equivalents and short-term investments, which resulted from the funding of the acquisition of FCI in January 2016 with cash, cash equivalents and short-term investments held outside of the United States.

The provision for income taxes for the second quarter and the first six months of 2016 was at an effective rate of 26.5% and 27.5%, respectively. Excluding the net impact of acquisition-related expenses incurred in the first quarter of 2016, the effective tax rate for the first six months of 2016 was 26.5%. The provision for income taxes for the second quarter and the first six months of 2015 was at an effective tax rate of 27.1% and 26.8%, respectively. Excluding the net impact of acquisition-related expenses incurred in the second quarter of 2015, the effective tax rate in both the second quarter and the first six months of 2015 was 26.5%.

### **Liquidity and Capital Resources**

Cash flow provided by operating activities was \$437.8 in the first six months of 2016 compared to \$422.8 in the same 2015 period. The increase in cash flow provided by operating activities for the first six months of 2016 compared to 2015 is primarily related to the increase in net income for the first six months of 2016 and the higher non-cash charges resulting from the increase in depreciation and amortization related to the FCI acquisition, which was partially offset by a higher usage of cash related to the change in working capital. Working capital as presented on the accompanying Condensed Consolidated Statements of Cash Flow increased \$62.6, excluding the impact of acquisitions and foreign currency translation, in the first six months of 2016 due primarily to an increase in accounts receivable and inventories of \$57.0 and \$11.3, respectively, partially offset by an increase in accounts payable of \$5.1. Working capital as presented on the accompanying Condensed Consolidated Statements of Cash Flow increased \$44.3, excluding the impact of acquisitions and foreign currency translation, in the first six months of 2015 due primarily to a decrease in accounts payable of \$62.8 and an increase in inventories of \$25.7, partially offset by a decrease in accounts receivable of \$33.8 and an increase in other accrued liabilities of \$8.3.

The following describes the significant changes in the amounts as presented on the accompanying Condensed Consolidated Balance Sheets at June 30, 2016 as compared to December 31, 2015. Accounts receivable increased \$152.7 to \$1,257.3 primarily due to the impact of the FCI acquisition of \$97.1 and an increase in sales volume in the second quarter. Days sales outstanding at June 30, 2016 and December 31, 2015 were approximately 73 and 71 days, respectively. Inventories increased \$74.8 to \$926.6, primarily due to the impact of the FCI acquisition of \$65.8. Inventory days at June 30, 2016 and December 31, 2015 were 79 days. Land and depreciable assets, net, increased \$83.3 to \$692.8 primarily due to the impact of the FCI acquisition of \$78.2 and capital expenditures of \$89.1, partially offset by depreciation of \$79.0. Goodwill increased \$948.8 to \$3,641.7 primarily as a result of goodwill recognized related to the FCI acquisition in the Interconnect Products and Assemblies segment in the first quarter of 2016. Intangibles and other long-term assets increased \$228.4 to \$534.4 primarily as a result of the identifiable intangible assets recognized related to the FCI acquisition, partially offset by amortization. Accounts payable increased \$57.3 to \$645.1 primarily as a result of the impact of the FCI acquisition of \$61.6. Payable days at June 30, 2016 and December 31, 2015 were 55 and 54 days, respectively. Total accrued expenses increased \$34.3 to \$454.6 primarily as a result of the impact of the FCI acquisition of \$55.0, offset by decreases in accrued income taxes and payments related to incentive compensation. Accrued pension benefit obligations and other long-term liabilities increased \$160.1 to \$518.5 primarily as a result of the impact of the FCI acquisition of \$157.4, specifically related to an increase in contingent tax liabilities and pension benefit obligations.

For the first six months of 2016, cash flow provided by operating activities of \$437.8, proceeds from the exercise of stock options including tax benefits from stock-based payment arrangements of \$84.3, net borrowings of \$18.1, and cash and cash equivalents on hand of \$943.2 were used to fund acquisition-related payments of \$1,185.8, purchases of treasury stock of \$108.4, dividend payments of \$86.3, capital expenditures (net of disposals) of \$85.7, net purchases of short-term investments of \$7.8, payments to shareholders of noncontrolling interests of \$4.1, and payments of costs related to the refinancing of our revolving credit facility of \$3.0. The effect of translation resulting from exchange rate changes at June 30, 2016 compared to December 31, 2015 ("Translation") had the impact of

decreasing cash and cash equivalents by \$2.3 in the first six months of 2016. For the first six months of 2015, cash flow provided by operating activities of \$422.8, net sales and maturities of short-term investments of \$206.2, net borrowings of \$86.5 and proceeds from the exercise of stock options including tax benefits from stock-based payment arrangements of \$49.3 were used to fund acquisition-related payments of \$171.8, purchases of treasury stock of \$143.6, capital expenditures (net of disposals) of \$82.9, dividend payments of \$77.5, and payments to shareholders of noncontrolling interests of \$4.4, resulted in an increase in cash and cash equivalents of \$273.9, net of Translation. Translation had the impact of decreasing cash and cash equivalents by \$10.7 in the first six months of 2015.

The ability to generate cash from operating activities is one of the Company's fundamental financial strengths. As a result, the Company has significant flexibility to meet its financial commitments. The Company uses debt financing to lower the overall cost of capital and increase return on stockholders' equity. The Company has been, and continues to be, able to borrow funds at reasonable interest rates. The Company's debt financing includes the use of the commercial paper program, the revolving credit facility and senior notes as part of its overall cash management strategy.

On March 1, 2016, the Company replaced its \$1,500.0 unsecured credit facility with a new \$2,000.0 unsecured credit facility (the "2016 Revolving Credit Facility"). The 2016 Revolving Credit Facility, which matures March 2021, increases the aggregate commitments by \$500.0 and gives the Company the ability to borrow at a spread over LIBOR. The Company intends to utilize the new credit facility for general corporate purposes. At June 30, 2016, there were no borrowings under the 2016 Revolving Credit Facility. The 2016 Revolving Credit Facility requires payment of certain annual agency and commitment fees and requires that the Company satisfy certain financial covenants. At June 30, 2016, the Company was in compliance with the covenants under the 2016 Revolving Credit Facility.

Pursuant to the terms of the commercial paper program, the Company issues short-term unsecured commercial paper notes in one or more private placements (the "Commercial Paper Program"). Amounts available under the Commercial Paper Program are borrowed, repaid and re-borrowed from time to time. The Commercial Paper Program is rated A-2 by Standard & Poor's and P-2 by Moody's and is backstopped by the 2016 Revolving Credit Facility. Effective April 1, 2016, the maximum aggregate principal amount of the commercial paper notes that may be outstanding under the Commercial Paper Program at any time was increased by \$500.0 from \$1,500.0 to \$2,000.0. The amount of commercial paper notes outstanding as of June 30, 2016 was \$845.2. The Company reviews its optimal mix of short-term and long-term debt regularly and may replace certain amounts of commercial paper, short-term debt and current maturities of long-term debt with new issuances of long-term debt in the future.

As of June 30, 2016, the Company has outstanding senior notes (the "Senior Notes") as follows:

| Principal Amount | Interest Rate | Maturity       |
|------------------|---------------|----------------|
| \$ 375.0         | 1.55%         | September 2017 |
| 750.0            | 2.55          | January 2019   |
| 375.0            | 3.125         | September 2021 |
| 500.0            | 4.00          | February 2022  |

The Senior Notes are unsecured and rank equally in right of payment with the Company's other unsecured senior indebtedness. Interest on each series of the Senior Notes is payable semiannually. The Company may, at its option, redeem some or all of any series of Senior Notes at any time by paying 100% of the principal amount, plus accrued and unpaid interest, if any, to the date of repurchase, and if redeemed prior to the date of maturity, a make-whole premium.

Refer to Note 13 of the Condensed Consolidated Financial Statements for further information related to the Company's debt.

The Company's primary sources of liquidity are internally generated cash flow, the Commercial Paper Program, the 2016 Revolving Credit Facility, and cash, cash equivalents and short-term investments. The Company expects that ongoing cash requirements will be funded from these sources; however, the Company's sources of liquidity could be adversely affected by, among other things, a decrease in demand for the Company's products or a deterioration in certain of the Company's financial ratios. However, management believes that the Company's cash, cash equivalents and short-term investment position, ability to generate strong cash flow from operations, and availability under its credit facilities will allow it to meet its obligations for the next twelve months.

The Company's primary ongoing cash requirements will be for operating and capital expenditures, product development activities, repurchase of its Common Stock, funding of pension obligations, dividends and debt service. The Company may also use cash to fund all or part of the cost of acquisitions, as was done with the acquisition of FCI as discussed above. The Company generally pays a quarterly dividend on its Common Stock. In the third quarter of 2015, the Board of Directors approved an increase in the quarterly dividend rate from \$0.125 to \$0.14 per share effective with the third quarter 2015 dividend. For the three and six months ended June 30, 2016, the Company paid dividends of \$43.0 and \$86.3, respectively, and declared dividends in the amount of \$43.2

and \$86.3, respectively. For the three and six months ended June 30, 2015, the Company paid dividends in the amount of nil and \$77.5, respectively, and declared dividends in the amount of \$38.6 and \$77.4, respectively. The Company's debt service requirements consist primarily of principal and interest on the Senior Notes, the 2016 Revolving Credit Facility and the Commercial Paper Program.

In January 2015, the Board of Directors authorized a stock repurchase program under which the Company may repurchase up to 10 million shares of Common Stock during the two year period ending January 20, 2017 (the "2015 Stock Repurchase Program"). During the six months ended June 30, 2016, the Company repurchased 2.0 million shares of Common Stock for \$108.4. These treasury shares have been retired by the Company and common stock and retained earnings were reduced accordingly. Through July 29, 2016, the Company repurchased an additional 0.7 million shares of Common Stock for \$42.2. At July 29, 2016, approximately 2.8 million additional shares of Common Stock may be repurchased under the 2015 Stock Repurchase Program. The price and timing of any future purchases under the 2015 Stock Repurchase Program will depend on factors such as levels of cash generation from operations, the volume of stock option exercises by employees, cash requirements for acquisitions, dividends, economic and market conditions and stock price.

For the three and six months ended June 30, 2016, the Company did not make a cash contribution to its defined benefit pension plans (the "Plans") and estimates that, based on current actuarial calculations, it will make aggregate cash contributions to the Plans in 2016 of approximately \$22.0, the majority of which is to the U.S. Plans. The timing and amount of cash contributions in subsequent years will depend on a number of factors, including the investment performance of the plan assets.

## **Environmental Matters**

Certain operations of the Company are subject to environmental laws and regulations which govern the discharge of pollutants into the air and water, as well as the handling and disposal of solid and hazardous wastes. The Company believes that its operations are currently in substantial compliance with applicable environmental laws and regulations and that the costs of continuing compliance will not have a material effect on the Company's financial condition, results of operations or cash flows.

## **Safe Harbor Statement**

Statements in this Form 10-Q, which are other than historical facts, are intended to be "forward-looking statements" within the meaning of the Securities Exchange Act of 1934, the Private Securities Litigation Reform Act of 1995 and other related laws. While the Company believes such statements are reasonable, the actual results and effects could differ materially from those currently anticipated. Please refer to Part I, Item 1A of the Company's 2015 Annual Report, for some factors that could cause the actual results to differ from estimates. In providing forward-looking statements, the Company is not undertaking any duty or obligation to update these statements publicly as a result of new information, future events or otherwise.

## **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

The Company, in the normal course of doing business, is exposed to the risks associated with foreign currency exchange rates and changes in interest rates. There has been no material change in the Company's assessment of its sensitivity to foreign currency exchange rate risk since its presentation set forth in Part II, Item 7A "Quantitative and Qualitative Disclosures About Market Risk" in its 2015 Annual Report. Throughout the year, the Company may borrow under its 2016 Revolving Credit Facility and Commercial Paper Program, each of which bears interest at or trades at rates that fluctuate with LIBOR. Therefore, when the Company borrows under these debt instruments, the Company is exposed to market risk related to changes in interest rates. As of June 30, 2016, there were no LIBOR-based borrowings outstanding under the 2016 Revolving Credit Facility and borrowings under the Commercial Paper Program were at an average rate of 0.81%. The Company does not expect changes in interest rates to have a material effect on income or cash flows in 2016, although there can be no assurances that interest rates will not change significantly.

## **Item 4. Controls and Procedures**

Under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, the Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the "Exchange Act") as of the period covered by this report. Based on their evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures are effective in providing reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and such information is accumulated and communicated to management, including the Company's principal executive and financial officers, to allow timely decisions regarding required disclosure. There has been no change in the Company's internal controls over financial reporting during its most

recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, its internal controls over financial reporting.

**PART II - OTHER INFORMATION****Item 1. Legal Proceedings**

The Company and its subsidiaries have been named as defendants in several legal actions in which various amounts are claimed arising from normal business activities. Although the potential liability with respect to such legal actions cannot be reasonably estimated, such matters are not expected to have a material adverse effect on the Company's financial condition, results of operations or cash flows.

**Item 1A. Risk Factors**

There have been no material changes to the Company's risk factors as disclosed in Part I, Item 1A of the Company's 2015 Annual Report.

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

In January 2015, the Company's Board of Directors authorized a stock repurchase program under which the Company may repurchase up to 10 million shares of Common Stock during the two year period ending January 20, 2017 (the "2015 Stock Repurchase Program"). During the three and six months ended June 30, 2016, the Company repurchased 1.0 million and 2.0 million shares of Common Stock for approximately \$59.2 million and \$108.4 million, respectively. These treasury shares have been retired by the Company and common stock and retained earnings were reduced accordingly. The price and timing of any future purchases under the 2015 Stock Repurchase Program will depend on factors such as levels of cash generation from operations, the volume of stock option exercises by employees, cash requirements for acquisitions, dividends, economic and market conditions and stock price. Through July 29, 2016, the Company repurchased an additional 0.7 million shares of Common Stock for approximately \$42.2 million. At July 29, 2016, approximately 2.8 million additional shares of Common Stock may be repurchased under the 2015 Stock Repurchase Program. The table below reflects the Company's stock repurchases for the three months ended June 30, 2016:

| Period                    | Total<br>Number of<br>Shares<br>Purchased | Average Price Paid<br>per Share | Total Number of<br>Shares Purchased as<br>Part of Publicly<br>Announced Plans or<br>Programs | Maximum Number<br>of Shares that May<br>Yet Be Purchased<br>Under the Plans or<br>Programs |
|---------------------------|-------------------------------------------|---------------------------------|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| April 1 to April 30, 2016 | —                                         | \$ —                            | —                                                                                            | 4,465,400                                                                                  |
| May 1 to May 31, 2016     | —                                         | —                               | —                                                                                            | 4,465,400                                                                                  |
| June 1 to June 30, 2016   | 1,000,000                                 | 59.18                           | 1,000,000                                                                                    | 3,465,400                                                                                  |
| Total                     | 1,000,000                                 | \$ 59.18                        | 1,000,000                                                                                    | 3,465,400                                                                                  |

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not Applicable.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

- 2.1 Letter Agreement, dated June 27, 2015, by and between Fidji Luxembourg (BC4) Sarl, Amphenol East Asia Limited and Amphenol Corporation (including the form of Sale and Purchase Agreement, to be entered into by and among Fidji Luxembourg (BC4) Sarl, Amphenol East Asia Limited and Amphenol Corporation) (filed as Exhibit 2.1 to the Form 8-K filed on June 29, 2015).\*
- 2.2 Sale and Purchase Agreement, dated July 17, 2015, by and among Fidji Luxembourg (BC4) Sarl, Amphenol East Asia Limited and Amphenol Corporation (filed as Exhibit 2.1 to the Form 8-K filed on July 20, 2015).\*
- 2.3 Amendment Agreement (amending the Sale and Purchase Agreement (the “Purchase Agreement”), dated as of July 17, 2015), dated December 31, 2015, by and among Fidji Luxembourg (BC4) Sarl, Amphenol East Asia Limited and Amphenol Corporation (filed as Exhibit 2.1 to the Form 8-K filed on January 4, 2016).\*
- 3.1 Restated Certificate of Incorporation of Amphenol Corporation, dated August 3, 2016.\*\*
- 3.2 Amphenol Corporation, Third Amended and Restated By-Laws dated March 21, 2016 (filed as Exhibit 3.1 to the Form 8-K on March 22, 2016).\*
- 4.1 Indenture, dated as of November 5, 2009, between Amphenol Corporation and the Bank of New York Mellon, as trustee (filed as Exhibit 4.1 to the Form 8-K filed on November 5, 2009).\*
- 4.2 Officers’ Certificate, dated January 26, 2012, establishing the 4.00% Senior Notes due 2022 pursuant to the Indenture (filed as Exhibit 4.2 to the Form 8-K filed on January 26, 2012).\*
- 4.3 Officers’ Certificate, dated January 30, 2014, establishing the 2.55% Senior Notes Pursuant to the Indenture (filed as Exhibit 4.2 to the Form 8-K filed January 30, 2014).\*
- 4.4 Officer’s Certificate, dated September 12, 2014, establishing both the 1.550% Senior Notes due 2017 and the 3.125% Senior Notes due 2021 pursuant to the Indenture (filed as Exhibit 4.2 to Form 8-K filed on September 12, 2014).\*
- 10.1 Fourth Amended 2000 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries (filed as Exhibit 10.20 to the June 30, 2007 10-Q).\*
- 10.2 2009 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries (filed as Exhibit 10.7 to the June 30, 2009 10-Q).\*
- 10.3 The First Amendment to the 2009 Stock Purchase and Option Plan for Key Employees of Amphenol and Subsidiaries (filed as Exhibit 10.2 to the Form 8-K on May 23, 2014).\*
- 10.4 Form of 2009 Non-Qualified Stock Option Grant Agreement dated as of May 20, 2009 (filed as Exhibit 10.8 to the June 30, 2009 10-Q).\*
- 10.5 Form of 2009 Management Stockholders’ Agreement dated as of May 20, 2009 (filed as Exhibit 10.9 to the June 30, 2009 10-Q).\*
- 10.6 Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2011 (filed as Exhibit 10.25 to the December 31, 2010 10-K).\*
- 10.7 First Amendment to Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2011, dated May 23, 2012 (filed as Exhibit 10.18 to the June 30, 2012 10-Q).\*
- 10.8 Second Amendment to Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2011, dated August 14, 2012 (filed as Exhibit 10.19 to the September 30, 2012 10-Q).\*
- 10.9 Third Amendment to Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2011, dated December 19, 2012 (filed as Exhibit 10.18 to the December 31, 2012 10-K).\*
- 10.10 Fourth Amendment to Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2011, dated April 24, 2013 (filed as Exhibit 10.19 to the March 31, 2013 10-Q).\*
- 10.11 Fifth Amendment to Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2011 dated December 11, 2013 (filed as Exhibit 10.19 to the December 31, 2013 10-K).\*
- 10.12 Sixth Amendment to Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2011 dated December 4, 2014 (filed as Exhibit 10.36 to the December 31, 2014 10-K).\*
- 10.13 Seventh Amendment to Pension Plan for Employees of Amphenol Corporation as amended and restated effective January 1, 2011 dated December 17, 2015 (filed as Exhibit 10.13 to the December 31, 2015 10-K).\*
- 10.14 Amended and Restated Amphenol Corporation Supplemental Employee Retirement Plan (filed as Exhibit 10.24 to the December 31, 2008 10-K).\*
- 10.15 Amphenol Corporation Directors’ Deferred Compensation Plan (filed as Exhibit 10.11 to the December 31, 1997 10-K).\*
- 10.16 The 2004 Stock Option Plan for Directors of Amphenol Corporation (filed as Exhibit 10.44 to the June 30, 2004 10-Q).\*
- 10.17 The Amended 2004 Stock Option Plan for Directors of Amphenol Corporation (filed as Exhibit 10.29 to the June 30, 2008 10-Q).\*
- 10.18 The 2012 Restricted Stock Plan for Directors of Amphenol Corporation dated May 24, 2012 (filed as Exhibit 10.15 to the June 30, 2012 10-Q).\*

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|         |                                                                                                                                                                                                                                                                              |
|---------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.19   | 2012 Restricted Stock Plan for Directors of Amphenol Corporation Restricted Share Award Agreement dated May 24, 2012 (filed as Exhibit 10.16 to the June 30, 2012 10-Q).*                                                                                                    |
| 10.20   | 2016 Amphenol Corporation Management Incentive Plan (filed as Exhibit 10.20 to the December 31, 2015 10-K).*                                                                                                                                                                 |
| 10.21   | 2014 Amphenol Corporation Executive Incentive Plan (filed as Exhibit 10.1 to the Form 8-K on May 23, 2014).*                                                                                                                                                                 |
| 10.22   | Credit Agreement, dated as of March 1, 2016, among the Company, certain subsidiaries of the Company, a syndicate of financial institutions and JPMorgan Chase Bank, N.A. acting as the administrative agent (filed as Exhibit 10.1 to the Form 8-K filed on March 2, 2016).* |
| 10.23   | Continuing Agreement for Standby Letters of Credit between the Company and Deutsche Bank dated March 4, 2009 (filed as Exhibit 10.36 to the March 31, 2009 10-Q).*                                                                                                           |
| 10.24   | Agreement and Plan of Merger among Amphenol Acquisition Corporation, Allied Corporation and the Company, dated April 1, 1987, and the Amendment thereto dated as of May 15, 1987 (filed as Exhibit 2 to the 1987 Registration Statement).*                                   |
| 10.25   | Settlement Agreement among Allied Signal Inc., the Company and LPL Investment Group, Inc. dated November 28, 1988 (filed as Exhibit 10.20 to the 1991 Registration Statement).*                                                                                              |
| 10.26   | The Amphenol Corporation Employee Savings/401(k) Plan Adoption Agreement as amended and restated effective December 14, 2011 (filed as Exhibit 10.32 to the December 31, 2011 10-K).*                                                                                        |
| 10.27   | First Amendment to The Amphenol Corporation Employee Savings/401(k) Plan Adoption Agreement as amended and restated effective December 14, 2011, dated March 30, 2012 (filed as Exhibit 10.36 to the June 30, 2012 10-Q).*                                                   |
| 10.28   | Second Amendment to The Amphenol Corporation Employee Savings/401(k) Plan Adoption Agreement as amended and restated effective December 14, 2011, dated April 10, 2012 (filed as Exhibit 10.37 to the June 30, 2012 10-Q).*                                                  |
| 10.29   | Third Amendment to The Amphenol Corporation Profit Sharing/401(K) Plan Adoption Agreement as amended and restated effective October 1, 2013, dated September 20, 2013 (filed as Exhibit 10.40 to the December 31, 2013 10-K).*                                               |
| 10.30   | Restated Amphenol Corporation Supplemental Defined Contribution Plan (filed as Exhibit 10.30 to the September 30, 2011 10-Q).*                                                                                                                                               |
| 10.31   | Amphenol Corporation Supplemental Defined Contribution Plan as amended and restated effective January 1, 2012 (filed as Exhibit 10.34 to the December 31, 2011 10-K).*                                                                                                       |
| 10.32   | Credit Agreement, dated October 7, 2013, among the Company, certain subsidiaries of the Company and Sovereign Bank, N.A. with an effective date of October 18, 2013 (filed as Exhibit 10.1 to the Form 8-K filed on October 21, 2013).*                                      |
| 10.33   | Amended and Restated Credit Agreement, dated May 30, 2014, among the Company, certain subsidiaries of the Company, a syndicate of financial institutions and Santander Bank, N.A. (filed as Exhibit 10.1 to the Form 8-K filed on June 4, 2014).*                            |
| 10.34   | Commercial paper program form of Dealer Agreement dated as of August 29, 2014 between the Company, Citibank Global Markets and JP Morgan Securities LLC (filed as Exhibit 10.1 to the form 8-K filed on September 5, 2014).*                                                 |
| 31.1    | Certification pursuant to Exchange Act Rules 13a-14 and 15d-14; as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. **                                                                                                                                     |
| 31.2    | Certification pursuant to Exchange Act Rules 13a-14 and 15d-14; as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. **                                                                                                                                     |
| 32.1    | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. **                                                                                                                                                   |
| 32.2    | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. **                                                                                                                                                   |
| 101.INS | XBRL Instance Document.**                                                                                                                                                                                                                                                    |
| 101.SCH | XBRL Taxonomy Extension Schema Document.**                                                                                                                                                                                                                                   |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document.**                                                                                                                                                                                                                     |
| 101.DEF | XBRL Taxonomy Extension Definition Document.**                                                                                                                                                                                                                               |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document.**                                                                                                                                                                                                                           |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document.**                                                                                                                                                                                                                    |

\* Incorporated herein by reference as stated.

\*\* Filed herewith.

**SIGNATURE**

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

AMPHENOL CORPORATION

By: /s/ Craig A. Lampo  
Craig A. Lampo  
*Authorized Signatory*  
*and Principal Financial Officer*

Date: August 4, 2016

**RESTATED CERTIFICATE OF INCORPORATION  
OF  
AMPHENOL CORPORATION**

**AMPHENOL CORPORATION**, a corporation organized and existing under the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

1. The name of the Corporation is Amphenol Corporation (hereinafter the "Corporation"). The date of filing of its original certificate of incorporation with the Secretary of State of the State of Delaware was December 19, 1986.

2. This Restated Certificate of Incorporation restates and integrates and does not further amend the provisions of the certificate of incorporation of the Corporation as heretofore amended or supplemented. There is no discrepancy between the provisions of this Restated Certificate of Incorporation and the provisions of the certificate of incorporation of the Corporation as heretofore amended or supplemented. This Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 245 of the General Corporation Law of the State of Delaware. The text of the certificate of incorporation is hereby restated to read herein as set forth in full:

FIRST: The name of the Corporation is Amphenol Corporation.

SECOND: The registered office and registered agent of the Corporation is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

FOURTH: The total number of shares of stock that the Corporation is authorized to issue is 1,000,000,000 shares of Class A Common Stock, par value \$.001 each .

FIFTH: The Board of Directors of the Corporation, acting by majority vote, may alter, amend or repeal the By-Laws of the Corporation.

SIXTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

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- (2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.
- (3) The number of directors of the Corporation shall be three or more as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. At all times after December 1, 1987, not less than two directors of the Corporation shall be persons who are not officers or employees of the Corporation or any affiliate of the Corporation and are not members of the immediate family of, controlled by, or under common control with any such officer or employee. Election of directors need not be by written ballot unless the By-Laws so provide.
- (4) From the effective time of this Certificate of Amendment until the election of directors at the 2013 annual meeting of the stockholders of the Corporation (the "2013 Annual Meeting"), the Board shall be divided into two classes of directors: Class I and Class II. The directors elected at the 2012 annual meeting of the stockholders of the Corporation (the "2012 Annual Meeting") will be elected for a term that expires at the 2013 Annual Meeting and shall be in Class I. Directors otherwise having a term expiring at the 2013 Annual Meeting shall be Class I directors, and directors having a term otherwise expiring at the 2014 annual meeting of the stockholders of the Corporation (the "2014 Annual Meeting") shall be Class II directors.
- (5) Commencing with the election of directors at the 2013 Annual Meeting, there shall be a single class of directors, Class I, with all directors of such class having a term that expires at the 2014 Annual Meeting. The successors of the directors who, immediately prior to the 2013 Annual Meeting, were members of Class I (and whose terms expire at the 2013 Annual Meeting) shall be elected to Class I for a term that expires at the 2014 Annual Meeting, and the directors who, immediately prior to the 2013 Annual Meeting, were members of Class II and whose terms were scheduled to expire at the 2014 Annual Meeting shall become members of Class I with a term expiring at the 2014 Annual Meeting.
- (6) From and after the election of directors at the 2014 Annual Meeting, the board shall cease to be classified and the directors elected at the 2014 Annual Meeting (and each meeting thereafter) shall be elected for a term expiring at the next Annual Meeting.
- (7) Subject to the rights of the holders of any class or series of capital stock having preference over the Common Stock as to dividends or to elect directors under specified circumstances, any director, or the entire Board of Directors, may be removed from office at any time by the affirmative vote of the majority of the stockholders entitled to vote for the election of directors.
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(8) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Restated Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SEVENTH: Except as otherwise provided by the Delaware General Corporation Law as the same exists or may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article SEVENTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

EIGHTH: To the fullest extent permitted by the Delaware General Corporation Law, the Corporation shall indemnify any current or former director or officer of the Corporation and may, at the discretion of the Board of Directors, indemnify any current or former employee or agent of the Corporation against all expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any threatened, pending or completed action, suit or proceeding brought by or in the right of the Corporation or otherwise, to which he was or is a party by reason of his current or former position with the Corporation or by reason of the fact that he is or was serving, at the request of the Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate of Incorporation to be signed by its duly authorized officer, this 3rd day of August, 2016.

/s/ Edward C. Wetmore

Name: Edward C. Wetmore

Title: Vice President, Secretary and  
General Counsel

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**Amphenol Corporation**  
**Certification Pursuant to**  
**Section 302 of**  
**the Sarbanes-Oxley Act of 2002**  
**Certification**

I, R. Adam Norwitt, as the principal executive officer of the registrant, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended June 30, 2016 of Amphenol Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2016

/s/ R. Adam Norwitt

R. Adam Norwitt

President and Chief Executive Officer

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**Amphenol Corporation**  
**Certification Pursuant to**  
**Section 302 of**  
**the Sarbanes-Oxley Act of 2002**  
**Certification**

I, Craig A. Lampo, as the principal financial officer of the registrant, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended June 30, 2016 of Amphenol Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2016

/s/ Craig A. Lampo

Craig A. Lampo

Senior Vice President and Chief Financial Officer

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**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350 , AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Amphenol Corporation (the "Company") on Form 10-Q for the quarter ended June 30, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, R. Adam Norwitt, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 4, 2016

/s/ R. Adam Norwitt

R. Adam Norwitt

President and Chief Executive Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Amphenol Corporation and will be retained by Amphenol Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

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**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350 , AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report of Amphenol Corporation (the "Company") on Form 10-Q for the quarter ended June 30, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Craig A. Lampo, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 4, 2016

/s/ Craig A. Lampo

Craig A. Lampo

Senior Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Amphenol Corporation and will be retained by Amphenol Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

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