AMAZON COM INC
Form 10-K
January 30, 2015

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

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2014

or

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

For the transition period from to .

Commission File No. 000-22513

AMAZON.COM, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware	91-1646860
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

410 Terry Avenue North
Seattle, Washington 98109-5210
(206) 266-1000
(Address and telephone number, including area code, of registrant's principal executive offices)

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

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value $.01 per share	NASDAQ Global Select Market

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

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

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ¨ No x

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 x No ¨

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

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

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 definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	x	Accelerated filer	¨
Non-accelerated filer	¨ (Do not check if a smaller reporting company)	Smaller reporting company	¨

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

Aggregate market value of voting stock held by non-affiliates of the registrant as of June 30, 2014	$122,614,381,040
Number of shares of common stock outstanding as of January 16, 2015	464,383,939

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DOCUMENTS INCORPORATED BY REFERENCE

The information required by Part III of this Report, to the extent not set forth herein, is incorporated herein by reference from the registrant’s definitive proxy statement relating to the Annual Meeting of Shareholders to be held in 2015, which definitive proxy statement shall be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year to which this Report relates.

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AMAZON.COM, INC.

PART I

Item 1. Business

This Annual Report on Form 10-K and the documents incorporated herein by reference contain forward-looking statements based on expectations, estimates, and projections as of the date of this filing. Actual results may differ materially from those expressed in forward-looking statements. See Item 1A of Part I—"Risk Factors."

Amazon.com, Inc. was incorporated in 1994 in the state of Washington and reincorporated in 1996 in the state of Delaware. Our principal corporate offices are located in Seattle, Washington. We completed our initial public offering in May 1997 and our common stock is listed on the NASDAQ Global Select Market under the symbol "AMZN."

As used herein, "Amazon.com," "we," "our," and similar terms include Amazon.com, Inc. and its subsidiaries, unless the context indicates otherwise.

General

Amazon.com opened its virtual doors on the World Wide Web in July 1995. We seek to be Earth's most customer-centric company. We are guided by four principles: customer obsession rather than competitor focus, passion for invention, commitment to operational excellence, and long-term thinking. In each of our two geographic segments, we serve our primary customer sets, consisting of consumers, sellers, enterprises, and content creators. In addition, we provide services, such as advertising services and co-branded credit card agreements.

We manage our business primarily on a geographic basis. Accordingly, we have organized our operations into two segments: North America and International. While each reportable operating segment provides similar products and services, a majority of our technology costs are incurred in the U.S. and included in our North America segment. Additional information on our operating segments and product information is contained in Item 8 of Part II, "Financial Statements and Supplementary Data—Note 12—Segment Information." See Item 7 of Part II, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations—Supplemental Information" for supplemental information about our net sales. Our company-sponsored research and development expense is set forth within "Technology and content" in Item 8 of Part II, "Financial Statements and Supplementary Data—Consolidated Statements of Operations."

Consumers

We serve consumers through our retail websites and focus on selection, price, and convenience. We design our websites to enable millions of unique products to be sold by us and by third parties across dozens of product categories. Customers access our websites directly and through our mobile websites and apps. We also manufacture and sell electronic devices, including Kindle e-readers, Fire tablets, Fire TVs, Echo, and Fire phones. We strive to offer our customers the lowest prices possible through low everyday product pricing and shipping offers, and to improve our operating efficiencies so that we can continue to lower prices for our customers. We also provide easy-to-use functionality, fast and reliable fulfillment, and timely customer service. In addition, we offer Amazon Prime, an annual membership program that includes unlimited free shipping on millions of items, access to unlimited instant streaming of thousands of movies and TV episodes, and access to hundreds of thousands of books to borrow and read for free on a Kindle device.

We fulfill customer orders in a number of ways, including through: North America and International fulfillment and delivery networks that we operate; co-sourced and outsourced arrangements in certain countries; and digital delivery. We operate customer service centers globally, which are supplemented by co-sourced arrangements. See Item 2 of Part I, "Properties."

Sellers

We offer programs that enable sellers to sell their products on our websites and their own branded websites and to fulfill orders through us. We are not the seller of record in these transactions, but instead earn fixed fees, revenue share fees, per-unit activity fees, or some combination thereof.

Enterprises

We serve developers and enterprises of all sizes through Amazon Web Services (“AWS”), which offers a broad set of global compute, storage, database, analytics, applications, and deployment services that enable virtually any type of business.

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Content Creators

We serve authors and independent publishers with Kindle Direct Publishing, an online platform that lets independent authors and publishers choose a 70% royalty option and make their books available in the Kindle Store, along with Amazon's own publishing arm, Amazon Publishing. We also offer programs that allow authors, musicians, filmmakers, app developers, and others to publish and sell content.

Competition

Our businesses are rapidly evolving and intensely competitive. Our current and potential competitors include: (1) physical-world retailers, publishers, vendors, distributors, manufacturers, and producers of our products; (2) other online e-commerce and mobile e-commerce sites, including sites that sell or distribute digital content; (3) media companies, web portals, comparison shopping websites, web search engines, and social networks, either directly or in collaboration with other retailers; (4) companies that provide e-commerce services, including website development, fulfillment, customer service, and payment processing; (5) companies that provide information storage or computing services or products, including infrastructure and other web services; and (6) companies that design, manufacture, market, or sell consumer electronics, telecommunication, and electronic devices. We believe that the principal competitive factors in our retail businesses include selection, price, and convenience, including fast and reliable fulfillment. Additional competitive factors for our seller and enterprise services include the quality, speed, and reliability of our services and tools. Many of our current and potential competitors have greater resources, longer histories, more customers, and greater brand recognition. They may secure better terms from suppliers, adopt more aggressive pricing, and devote more resources to technology, infrastructure, fulfillment, and marketing. Other companies also may enter into business combinations or alliances that strengthen their competitive positions.

Intellectual Property

We regard our trademarks, service marks, copyrights, patents, domain names, trade dress, trade secrets, proprietary technologies, and similar intellectual property as critical to our success, and we rely on trademark, copyright, and patent law, trade-secret protection, and confidentiality and/or license agreements with our employees, customers, partners, and others to protect our proprietary rights. We have registered, or applied for the registration of, a number of U.S. and international domain names, trademarks, service marks, and copyrights. Additionally, we have filed U.S. and international patent applications covering certain of our proprietary technology. We have licensed in the past, and expect that we may license in the future, certain of our proprietary rights to third parties.

Seasonality

Our business is affected by seasonality, which historically has resulted in higher sales volume during our fourth quarter, which ends December 31. We recognized 33%, 34%, and 35% of our annual revenue during the fourth quarter of 2014, 2013, and 2012.

Employees

We employed approximately 154,100 full-time and part-time employees as of December 31, 2014. However, employment levels fluctuate due to seasonal factors affecting our business. Additionally, we utilize independent contractors and temporary personnel to supplement our workforce. We have works councils, statutory employee representation obligations, and union agreements in certain countries outside the United States. We consider our employee relations to be good. Competition for qualified personnel in our industry has historically been intense, particularly for software engineers, computer scientists, and other technical staff.

Available Information

Our investor relations website is www.amazon.com/ir and we encourage investors to use it as a way of easily finding information about us. We promptly make available on this website, free of charge, the reports that we file or furnish with the Securities and Exchange Commission ("SEC"), corporate governance information (including our Code of Business Conduct and Ethics), and select press releases and social media postings.

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Executive Officers and Directors

The following tables set forth certain information regarding our Executive Officers and Directors as of January 16, 2015:

Executive Officers of the Registrant

Name	Age	Position
Jeffrey P. Bezos	51	President, Chief Executive Officer, and Chairman of the Board
Jeffrey M. Blackburn	45	Senior Vice President, Business Development
Andrew R. Jassy	47	Senior Vice President, Amazon Web Services
Diego Piacentini	54	Senior Vice President, International Consumer Business
Shelley L. Reynolds	50	Vice President, Worldwide Controller, and Principal Accounting Officer
Thomas J. Szkutak	54	Senior Vice President and Chief Financial Officer
Jeffrey A. Wilke	48	Senior Vice President, Consumer Business
David A. Zapolsky	51	Senior Vice President, General Counsel, and Secretary

Jeffrey P. Bezos. Mr. Bezos has been Chairman of the Board of Amazon.com since founding it in 1994 and Chief Executive Officer since May 1996. Mr. Bezos served as President of the Company from founding until June 1999 and again from October 2000 to the present.

Jeffrey M. Blackburn. Mr. Blackburn has served as Senior Vice President, Business Development, since April 2006.

Andrew R. Jassy. Mr. Jassy has served as Senior Vice President, Amazon Web Services, since April 2006.

Diego Piacentini. Mr. Piacentini has served as Senior Vice President, International Consumer Business, since February 2012, and as Senior Vice President, International Retail, from January 2007 until February 2012.

Shelley L. Reynolds. Ms. Reynolds has served as Vice President, Worldwide Controller, and Principal Accounting Officer since April 2007.

Thomas J. Szkutak. Mr. Szkutak has served as Senior Vice President and Chief Financial Officer since joining Amazon.com in October 2002. Mr. Szkutak plans to retire in June 2015.

Jeffrey A. Wilke. Mr. Wilke has served as Senior Vice President, Consumer Business, since February 2012, and as Senior Vice President, North America Retail, from January 2007 until February 2012.

David A. Zapolsky. Mr. Zapolsky has served as Senior Vice President, General Counsel, and Secretary since May 2014, Vice President, General Counsel, and Secretary from September 2012 to May 2014, and as Vice President and Associate General Counsel for Litigation and Regulatory matters from April 2002 until September 2012.

Board of Directors

Name	Age	Position
Jeffrey P. Bezos	51	President, Chief Executive Officer, and Chairman of the Board
Tom A. Alberg	74	Managing Director, Madrona Venture Group
John Seely Brown	74	Visiting Scholar and Advisor to the Provost, University of Southern California
William B. Gordon	64	Partner, Kleiner Perkins Caufield & Byers
Jamie S. Gorelick	64	Partner, Wilmer Cutler Pickering Hale and Dorr LLP
Judith A. McGrath	62	President, Astronauts Wanted * No experience necessary
Alain Monié	64	Chief Executive Officer, Ingram Micro Inc.
Jonathan J. Rubinstein	58	Former Chairman and CEO, Palm, Inc.
Thomas O. Ryder	70	Retired, Former Chairman, Reader’s Digest Association, Inc.
Patricia Q. Stonesifer	58	President and Chief Executive Officer, Martha’s Table

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Item 1A. Risk Factors

Please carefully consider the following risk factors. If any of the following risks occur, our business, financial condition, operating results, and cash flows could be materially adversely affected. In addition, the current global economic climate amplifies many of these risks.

We Face Intense Competition

Our businesses are rapidly evolving and intensely competitive, and we have many competitors in different industries, including retail, e-commerce services, digital content and electronic devices, and web and infrastructure computing services. Some of our current and potential competitors have greater resources, longer histories, more customers, and/or greater brand recognition. They may secure better terms from vendors, adopt more aggressive pricing, and devote more resources to technology, infrastructure, fulfillment, and marketing.

Competition may intensify as our competitors enter into business combinations or alliances and established companies in other market segments expand to become competitive with our business. In addition, new and enhanced technologies, including search, web and infrastructure computing services, digital content, and electronic devices, may increase our competition. The Internet facilitates competitive entry and comparison shopping, and increased competition may reduce our sales and profits.

Our Expansion Places a Significant Strain on our Management, Operational, Financial, and Other Resources

We are rapidly and significantly expanding our global operations, including increasing our product and service offerings and scaling our infrastructure to support our retail and services businesses. This expansion increases the complexity of our business and places significant strain on our management, personnel, operations, systems, technical performance, financial resources, and internal financial control and reporting functions. We may not be able to manage growth effectively, which could damage our reputation, limit our growth, and negatively affect our operating results.

Our Expansion into New Products, Services, Technologies, and Geographic Regions Subjects Us to Additional Business, Legal, Financial, and Competitive Risks

We may have limited or no experience in our newer market segments, and our customers may not adopt our new offerings. These offerings may present new and difficult technology challenges, and we may be subject to claims if customers of these offerings experience service disruptions or failures or other quality issues. In addition, profitability, if any, in our newer activities may be lower than in our older activities, and we may not be successful enough in these newer activities to recoup our investments in them. If any of this were to occur, it could damage our reputation, limit our growth, and negatively affect our operating results.

We May Experience Significant Fluctuations in Our Operating Results and Growth Rate

We may not be able to accurately forecast our growth rate. We base our expense levels and investment plans on sales estimates. A significant portion of our expenses and investments is fixed, and we may not be able to adjust our spending quickly enough if our sales are less than expected.

Our revenue growth may not be sustainable, and our percentage growth rates may decrease. Our revenue and operating profit growth depends on the continued growth of demand for the products and services offered by us or our sellers, and our business is affected by general economic and business conditions worldwide. A softening of demand, whether caused by changes in customer preferences or a weakening of the U.S. or global economies, may result in decreased revenue or growth.

Our sales and operating results will also fluctuate for many other reasons, including due to risks described elsewhere in this section and the following:

- our ability to retain and increase sales to existing customers, attract new customers, and satisfy our customers' demands;
- our ability to retain and expand our network of sellers;
- our ability to offer products on favorable terms, manage inventory, and fulfill orders;
- the introduction of competitive websites, products, services, price decreases, or improvements;
- changes in usage or adoption rates of the Internet, e-commerce, electronic devices, and web services, including outside the U.S.;

- timing, effectiveness, and costs of expansion and upgrades of our systems and infrastructure;

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- the success of our geographic, service, and product line expansions;
- the extent to which we finance, and the terms of any such financing for, our current operations and future growth;
- the outcomes of legal proceedings and claims, which may include significant monetary damages or injunctive relief and could have a material adverse impact on our operating results;
- variations in the mix of products and services we sell;
- variations in our level of merchandise and vendor returns;
- the extent to which we offer free shipping, continue to reduce prices worldwide, and provide additional benefits to our customers;
- the extent to which we invest in technology and content, fulfillment, and other expense categories;
- increases in the prices of fuel and gasoline, as well as increases in the prices of other energy products and commodities like paper and packing supplies;
- the extent to which our equity-method investees record significant operating and non-operating items;
- the extent to which operators of the networks between our customers and our websites successfully charge fees to grant our customers unimpaired and unconstrained access to our online services;
- our ability to collect amounts owed to us when they become due;
- the extent to which use of our services is affected by spyware, viruses, phishing and other spam emails, denial of service attacks, data theft, computer intrusions, outages, and similar events; and
- terrorist attacks and armed hostilities.

Our International Operations Expose Us to a Number of Risks

Our international activities are significant to our revenues and profits, and we plan to further expand internationally. In certain international market segments, we have relatively little operating experience and may not benefit from any first-to-market advantages or otherwise succeed. It is costly to establish, develop, and maintain international operations and websites, and promote our brand internationally. Our international operations may not be profitable on a sustained basis.

In addition to risks described elsewhere in this section, our international sales and operations are subject to a number of risks, including:

- local economic and political conditions;
- government regulation of e-commerce and other services, electronic devices, and competition, and restrictive governmental actions (such as trade protection measures, including export duties and quotas and custom duties and tariffs), nationalization, and restrictions on foreign ownership;
- restrictions on sales or distribution of certain products or services and uncertainty regarding liability for products, services, and content, including uncertainty as a result of less Internet-friendly legal systems, local laws, lack of legal precedent, and varying rules, regulations, and practices regarding the physical and digital distribution of media products and enforcement of intellectual property rights;
- business licensing or certification requirements, such as for imports, exports, web services, and electronic devices;
- limitations on the repatriation and investment of funds and foreign currency exchange restrictions;
- limited fulfillment and technology infrastructure;
- shorter payable and longer receivable cycles and the resultant negative impact on cash flow;
- laws and regulations regarding consumer and data protection, privacy, network security, encryption, payments, and restrictions on pricing or discounts;
- lower levels of use of the Internet;
- lower levels of consumer spending and fewer opportunities for growth compared to the U.S.;
- lower levels of credit card usage and increased payment risk;
- difficulty in staffing, developing, and managing foreign operations as a result of distance, language, and cultural differences;

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- different employee/employer relationships and the existence of works councils and labor unions;
- compliance with the U.S. Foreign Corrupt Practices Act and other applicable U.S. and foreign laws prohibiting corrupt payments to government officials and other third parties;
- laws and policies of the U.S. and other jurisdictions affecting trade, foreign investment, loans, and taxes; and
- geopolitical events, including war and terrorism.

As international e-commerce and other online and web services grow, competition will intensify. Local companies may have a substantial competitive advantage because of their greater understanding of, and focus on, the local customer, as well as their more established local brand names. We may not be able to hire, train, retain, and manage required personnel, which may limit our international growth.

The People's Republic of China ("PRC") and India regulate Amazon's and its affiliates' businesses and operations in country through regulations and license requirements that may restrict (i) foreign investment in and operation of the Internet, IT infrastructure, data centers, retail, delivery, and other sectors, (ii) Internet content, and (iii) the sale of media and other products and services. For example, in order to meet local ownership and regulatory licensing requirements, www.amazon.cn is operated by PRC companies that are indirectly owned, either wholly or partially, by PRC nationals. In addition, we provide certain technology services in conjunction with third parties that hold PRC licenses to provide services. In India, the government restricts the ownership or control of Indian companies by foreign entities involved in online multi-brand retail trading activities. For www.amazon.in, we provide certain marketing tools and logistics services to third party sellers to enable them to sell online and deliver to customers. Although we believe these structures and activities comply with existing laws, they involve unique risks, and the PRC is actively considering changes in its foreign investment rules that could impact these structures and activities. There are substantial uncertainties regarding the interpretation of PRC and Indian laws and regulations, and it is possible that the government will ultimately take a view contrary to ours. In addition, our Chinese and Indian businesses and operations may be unable to continue to operate if we or our affiliates are unable to access sufficient funding or in China enforce contractual relationships with respect to management and control of such businesses. If our international activities were found to be in violation of any existing or future PRC, Indian or other laws or regulations or if interpretations of those laws and regulations were to change, our businesses in those countries could be subject to fines and other financial penalties, have licenses revoked, or be forced to shut down entirely.

If We Do Not Successfully Optimize and Operate Our Fulfillment and Data Centers, Our Business Could Be Harmed

If we do not adequately predict customer demand or otherwise optimize and operate our fulfillment and data centers successfully, it could result in excess or insufficient fulfillment or data center capacity, or result in increased costs, impairment charges, or both, or harm our business in other ways. As we continue to add fulfillment, warehouse, and data center capability or add new businesses with different requirements, our fulfillment and data center networks become increasingly complex and operating them becomes more challenging. There can be no assurance that we will be able to operate our networks effectively.

In addition, a failure to optimize inventory in our fulfillment centers will increase our net shipping cost by requiring long-zone or partial shipments. Orders from several of our websites are fulfilled primarily from a single location, and we have only a limited ability to reroute orders to third parties for drop-shipping. We and our co-sourcers may be unable to adequately staff our fulfillment and customer service centers. If the other businesses on whose behalf we perform inventory fulfillment services deliver product to our fulfillment centers in excess of forecasts, we may be unable to secure sufficient storage space and may be unable to optimize our fulfillment centers.

We rely on a limited number of shipping companies to deliver inventory to us and completed orders to our customers. If we are not able to negotiate acceptable terms with these companies or they experience performance problems or other difficulties, it could negatively impact our operating results and customer experience. In addition, our ability to receive inbound inventory efficiently and ship completed orders to customers also may be negatively affected by inclement weather, fire, flood, power loss, earthquakes, labor disputes, acts of war or terrorism, acts of God, and similar factors.

Third parties either drop-ship or otherwise fulfill an increasing portion of our customers' orders, and we are increasingly reliant on the reliability, quality, and future procurement of their services. Under some of our commercial

agreements, we maintain the inventory of other companies, thereby increasing the complexity of tracking inventory and operating our fulfillment centers. Our failure to properly handle such inventory or the inability of these other companies to accurately forecast product demand would result in unexpected costs and other harm to our business and reputation.

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The Seasonality of Our Business Places Increased Strain on Our Operations

We expect a disproportionate amount of our net sales to occur during our fourth quarter. If we do not stock or restock popular products in sufficient amounts such that we fail to meet customer demand, it could significantly affect our revenue and our future growth. If we overstock products, we may be required to take significant inventory markdowns or write-offs and incur commitment costs, which could reduce profitability. We may experience an increase in our net shipping cost due to complimentary upgrades, split-shipments, and additional long-zone shipments necessary to ensure timely delivery for the holiday season. If too many customers access our websites within a short period of time due to increased holiday demand, we may experience system interruptions that make our websites unavailable or prevent us from efficiently fulfilling orders, which may reduce the volume of goods we sell and the attractiveness of our products and services. In addition, we may be unable to adequately staff our fulfillment and customer service centers during these peak periods and delivery and other fulfillment companies and customer service co-sourcers may be unable to meet the seasonal demand. We also face risks described elsewhere in this Item 1A relating to fulfillment center optimization and inventory.

We generally have payment terms with our retail vendors that extend beyond the amount of time necessary to collect proceeds from our consumer customers. As a result of holiday sales, as of December 31 of each year, our cash, cash equivalents, and marketable securities balances typically reach their highest level (other than as a result of cash flows provided by or used in investing and financing activities). This operating cycle results in a corresponding increase in accounts payable as of December 31. Our accounts payable balance generally declines during the first three months of the year, resulting in a corresponding decline in our cash, cash equivalents, and marketable securities balances.

Our Business Could Suffer if We Are Unsuccessful in Making, Integrating, and Maintaining Commercial Agreements, Strategic Alliances, and Other Business Relationships

We provide e-commerce and other services to businesses through commercial agreements, strategic alliances, and business relationships. Under these agreements, we provide web services, technology, fulfillment, computing, digital storage, and other services, as well as enable sellers to offer products or services through our websites. These arrangements are complex and require substantial infrastructure capacity, personnel, and other resource commitments, which may limit the amount of business we can service. We may not be able to implement, maintain, and develop the components of these commercial relationships, which may include web services, fulfillment, customer service, inventory management, tax collection, payment processing, hardware, content, and third-party software, and engaging third parties to perform services. The amount of compensation we receive under certain of our commercial agreements is partially dependent on the volume of the other company's sales. Therefore, if the other company's offering is not successful, the compensation we receive may be lower than expected or the agreement may be terminated. Moreover, we may not be able to enter into additional commercial relationships and strategic alliances on favorable terms. We also may be subject to claims from businesses to which we provide these services if we are unsuccessful in implementing, maintaining, or developing these services.

As our agreements terminate, we may be unable to renew or replace these agreements on comparable terms, or at all. We may in the future enter into amendments on less favorable terms or encounter parties that have difficulty meeting their contractual obligations to us, which could adversely affect our operating results.

Our present and future e-commerce services agreements, other commercial agreements, and strategic alliances create additional risks such as:

- disruption of our ongoing business, including loss of management focus on existing businesses;
- impairment of other relationships;
- variability in revenue and income from entering into, amending, or terminating such agreements or relationships; and
- difficulty integrating under the commercial agreements.

Our Business Could Suffer if We Are Unsuccessful in Making, Integrating, and Maintaining Acquisitions and Investments

We have acquired and invested in a number of companies, and we may acquire or invest in or enter into joint ventures with additional companies. These transactions create risks such as:

- disruption of our ongoing business, including loss of management focus on existing businesses;

- problems retaining key personnel;
- additional operating losses and expenses of the businesses we acquired or in which we invested;
- the potential impairment of tangible and intangible assets and goodwill, including as a result of acquisitions;

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- the potential impairment of customer and other relationships of the company we acquired or in which we invested or our own customers as a result of any integration of operations;
- the difficulty of incorporating acquired technology and rights into our offerings and unanticipated expenses related to such integration;
- the difficulty of integrating a new company's accounting, financial reporting, management, information and information security, human resource, and other administrative systems to permit effective management, and the lack of control if such integration is delayed or not implemented;
- for investments in which an investee's financial performance is incorporated into our financial results, either in full or in part, the dependence on the investee's accounting, financial reporting, and similar systems, controls, and processes;
- the difficulty of implementing at companies we acquire the controls, procedures, and policies appropriate for a larger public company;
- potential unknown liabilities associated with a company we acquire or in which we invest; and
- for foreign transactions, additional risks related to the integration of operations across different cultures and languages, and the economic, political, and regulatory risks associated with specific countries.

As a result of future acquisitions or mergers, we might need to issue additional equity securities, spend our cash, or incur debt, contingent liabilities, or amortization expenses related to intangible assets, any of which could reduce our profitability and harm our business. In addition, valuations supporting our acquisitions and strategic investments could change rapidly given the current global economic climate. We could determine that such valuations have experienced impairments or other-than-temporary declines in fair value which could adversely impact our financial results.

We Have Foreign Exchange Risk

The results of operations of, and certain of our intercompany balances associated with, our international websites and product and service offerings are exposed to foreign exchange rate fluctuations. Upon translation, operating results may differ materially from expectations, and we may record significant gains or losses on the remeasurement of intercompany balances. As we have expanded our international operations, our exposure to exchange rate fluctuations has increased. We also hold cash equivalents and/or marketable securities in foreign currencies including British Pounds, Chinese Yuan, Euros, and Japanese Yen. If the U.S. Dollar strengthens compared to these currencies, cash equivalents, and marketable securities balances, when translated, may be materially less than expected and vice versa.

The Loss of Key Senior Management Personnel Could Negatively Affect Our Business

We depend on our senior management and other key personnel, particularly Jeffrey P. Bezos, our President, CEO, and Chairman. We do not have "key person" life insurance policies. The loss of any of our executive officers or other key employees could harm our business.

We Could Be Harmed by Data Loss or Other Security Breaches

As a result of our services being web-based and the fact that we process, store, and transmit large amounts of data, including personal information, for our customers, failure to prevent or mitigate data loss or other security breaches, including breaches of our vendors' technology and systems, could expose us or our customers to a risk of loss or misuse of such information, adversely affect our operating results, result in litigation or potential liability for us, and otherwise harm our business. We use third party technology and systems for a variety of reasons, including, without limitation, encryption and authentication technology, employee email, content delivery to customers, back-office support, and other functions. Some subsidiaries had past security breaches, and, although they did not have a material adverse effect on our operating results, there can be no assurance of a similar result in the future. Although we have developed systems and processes that are designed to protect customer information and prevent data loss and other security breaches, including systems and processes designed to reduce the impact of a security breach at a third party vendor, such measures cannot provide absolute security.

We Face Risks Related to System Interruption and Lack of Redundancy

We experience occasional system interruptions and delays that make our websites and services unavailable or slow to respond and prevent us from efficiently fulfilling orders or providing services to third parties, which may reduce our net sales and the attractiveness of our products and services. If we are unable to continually add software and hardware, effectively upgrade our systems and network infrastructure, and take other steps to improve the efficiency

of our systems, it could cause system interruptions or delays and adversely affect our operating results.

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Our computer and communications systems and operations could be damaged or interrupted by fire, flood, power loss, telecommunications failure, earthquakes, acts of war or terrorism, acts of God, computer viruses, physical or electronic break-ins, and similar events or disruptions. Any of these events could cause system interruption, delays, and loss of critical data, and could prevent us from accepting and fulfilling customer orders and providing services, which could make our product and service offerings less attractive and subject us to liability. Our systems are not fully redundant and our disaster recovery planning may not be sufficient. In addition, we may have inadequate insurance coverage to compensate for any related losses. Any of these events could damage our reputation and be expensive to remedy.

We Face Significant Inventory Risk

In addition to risks described elsewhere in this Item 1A relating to fulfillment center and inventory optimization by us and third parties, we are exposed to significant inventory risks that may adversely affect our operating results as a result of seasonality, new product launches, rapid changes in product cycles and pricing, defective merchandise, changes in consumer demand and consumer spending patterns, changes in consumer tastes with respect to our products, and other factors. We endeavor to accurately predict these trends and avoid overstocking or understocking products we manufacture and/or sell. Demand for products, however, can change significantly between the time inventory or components are ordered and the date of sale. In addition, when we begin selling or manufacturing a new product, it may be difficult to establish vendor relationships, determine appropriate product or component selection, and accurately forecast demand. The acquisition of certain types of inventory or components may require significant lead-time and prepayment and they may not be returnable. We carry a broad selection and significant inventory levels of certain products, such as consumer electronics, and we may be unable to sell products in sufficient quantities or during the relevant selling seasons. Any one of the inventory risk factors set forth above may adversely affect our operating results.

We May Not Be Able to Adequately Protect Our Intellectual Property Rights or May Be Accused of Infringing Intellectual Property Rights of Third Parties

We regard our trademarks, service marks, copyrights, patents, trade dress, trade secrets, proprietary technology, and similar intellectual property as critical to our success, and we rely on trademark, copyright, and patent law, trade secret protection, and confidentiality and/or license agreements with our employees, customers, and others to protect our proprietary rights. Effective intellectual property protection may not be available in every country in which our products and services are made available. We also may not be able to acquire or maintain appropriate domain names in all countries in which we do business. Furthermore, regulations governing domain names may not protect our trademarks and similar proprietary rights. We may be unable to prevent third parties from acquiring domain names that are similar to, infringe upon, or diminish the value of our trademarks and other proprietary rights.

We may not be able to discover or determine the extent of any unauthorized use of our proprietary rights. Third parties that license our proprietary rights also may take actions that diminish the value of our proprietary rights or reputation. The protection of our intellectual property may require the expenditure of significant financial and managerial resources. Moreover, the steps we take to protect our intellectual property may not adequately protect our rights or prevent third parties from infringing or misappropriating our proprietary rights. We also cannot be certain that others will not independently develop or otherwise acquire equivalent or superior technology or other intellectual property rights.

Other parties also may claim that we infringe their proprietary rights. We have been subject to, and expect to continue to be subject to, claims and legal proceedings regarding alleged infringement by us of the intellectual property rights of third parties. Such claims, whether or not meritorious, may result in the expenditure of significant financial and managerial resources, injunctions against us, or the payment of damages, including to satisfy indemnification obligations. We may need to obtain licenses from third parties who allege that we have infringed their rights, but such licenses may not be available on terms acceptable to us or at all. In addition, we may not be able to obtain or utilize on terms that are favorable to us, or at all, licenses or other rights with respect to intellectual property we do not own. These risks have been amplified by the increase in third parties whose sole or primary business is to assert such claims.

Our digital content offerings depend in part on effective digital rights management technology to control access to digital content. If the digital rights management technology that we use is compromised or otherwise malfunctions, we could be subject to claims, and content providers may be unwilling to include their content in our service.

We Have a Rapidly Evolving Business Model and Our Stock Price Is Highly Volatile

We have a rapidly evolving business model. The trading price of our common stock fluctuates significantly in response to, among other risks, the risks described elsewhere in this Item 1A, as well as:

- changes in interest rates;

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- conditions or trends in the Internet and the industry segments we operate in;
- quarterly variations in operating results;
- fluctuations in the stock market in general and market prices for Internet-related companies in particular;
- changes in financial estimates by us or securities analysts and recommendations by securities analysts;
- changes in our capital structure, including issuance of additional debt or equity to the public;
- changes in the valuation methodology of, or performance by, other e-commerce or technology companies; and
- transactions in our common stock by major investors and certain analyst reports, news, and speculation.

Volatility in our stock price could adversely affect our business and financing opportunities and force us to increase our cash compensation to employees or grant larger stock awards than we have historically, which could hurt our operating results or reduce the percentage ownership of our existing stockholders, or both.

Government Regulation Is Evolving and Unfavorable Changes Could Harm Our Business

We are subject to general business regulations and laws, as well as regulations and laws specifically governing the Internet, e-commerce, electronic devices, and other services. Existing and future laws and regulations may impede our growth. These regulations and laws may cover taxation, privacy, data protection, pricing, content, copyrights, distribution, mobile communications, electronic device certification, electronic waste, energy consumption, environmental regulation, electronic contracts and other communications, competition, consumer protection, web services, the provision of online payment services, information reporting requirements, unencumbered Internet access to our services, the design and operation of websites, the characteristics and quality of products and services, and the commercial operation of unmanned aircraft systems. It is not clear how existing laws governing issues such as property ownership, libel, and personal privacy apply to the Internet, e-commerce, digital content, and web services. Jurisdictions may regulate consumer-to-consumer online businesses, including certain aspects of our seller programs. Unfavorable regulations and laws could diminish the demand for our products and services and increase our cost of doing business.

We Do Not Collect Sales or Consumption Taxes in Some Jurisdictions

U.S. Supreme Court decisions restrict the imposition of obligations to collect state and local sales taxes with respect to remote sales. However, an increasing number of states have considered or adopted laws or administrative practices that attempt to impose obligations on out-of-state retailers to collect taxes on their behalf. We support a Federal law that would allow states to require sales tax collection under a nationwide system. More than half of our revenue is already earned in jurisdictions where we collect sales tax or its equivalent. A successful assertion by one or more states or foreign countries requiring us to collect taxes where we do not do so could result in substantial tax liabilities, including for past sales, as well as penalties and interest.

We Could be Subject to Additional Income Tax Liabilities

We are subject to income taxes in the U.S. (federal and state) and numerous foreign jurisdictions. Tax laws, regulations, and administrative practices in various jurisdictions may be subject to significant change due to economic, political, and other conditions, and significant judgment is required in evaluating and estimating our provision and accruals for these taxes. There are many transactions that occur during the ordinary course of business for which the ultimate tax determination is uncertain. Our effective tax rates could be adversely affected by earnings being lower than anticipated in jurisdictions where we have lower statutory rates and higher than anticipated in jurisdictions where we have higher statutory rates, losses incurred in jurisdictions for which we are not able to realize the related tax benefit, changes in foreign currency exchange rates, entry into new businesses and geographies and changes to our existing businesses, acquisitions (including integrations) and investments, changes in our deferred tax assets and liabilities and their valuation, and changes in the relevant tax, accounting, and other laws, regulations, administrative practices, principles, and interpretations, including fundamental changes to the tax laws applicable to corporate multinationals. The U.S., many countries in the European Union, and a number of other countries are actively considering changes in this regard.

Except as required under U.S. tax laws, we do not provide for U.S. taxes on our undistributed earnings of foreign subsidiaries that have not been previously taxed since we intend to invest such undistributed earnings indefinitely outside of the U.S. If our intent changes or if these funds are needed for our U.S. operations, we would be required to

accrue or pay U.S. taxes on some or all of these undistributed earnings and our effective tax rate would be adversely affected. We are also subject to audit in various jurisdictions, and such jurisdictions may assess additional income tax liabilities against us. In addition, in October 2014, the European Commission opened a formal investigation to examine whether decisions by the tax authorities in Luxembourg with regard to the corporate income tax paid by certain of our subsidiaries comply with European Union rules on state aid. If this matter is adversely resolved, Luxembourg may be required to assess, and we may be required to pay, additional

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amounts with respect to current and prior periods and our taxes in the future could increase. Although we believe our tax estimates are reasonable, the final outcome of tax audits, investigations, and any related litigation could be materially different from our historical income tax provisions and accruals. Developments in an audit, litigation, or the relevant laws, regulations, administrative practices, principles, and interpretations could have a material effect on our operating results or cash flows in the period or periods for which that development occurs, as well as for prior and subsequent periods. For instance, the IRS is seeking to increase our U.S. taxable income related to transfer pricing with our foreign subsidiaries for transactions undertaken in 2005 and 2006, and we are currently contesting the matter in U.S. Tax Court. In addition to the risk of additional tax for 2005 and 2006 transactions, if this litigation is adversely determined or if the IRS were to seek transfer pricing adjustments of a similar nature for transactions in subsequent years, Amazon could be subject to significant additional tax liabilities.

Our Supplier Relationships Subject Us to a Number of Risks

We have significant suppliers, including licensors, and in some cases, limited or single-sources of supply, that are important to our sourcing, services, manufacturing, and any related ongoing servicing of merchandise and content. We do not have long-term arrangements with most of our suppliers to guarantee availability of merchandise, content, components, or services, particular payment terms, or the extension of credit limits. If our current suppliers were to stop selling or licensing merchandise, content, components, or services to us on acceptable terms, or delay delivery, including as a result of one or more supplier bankruptcies due to poor economic conditions, as a result of natural disasters, or for other reasons, we may be unable to procure alternatives from other suppliers in a timely and efficient manner and on acceptable terms, or at all. In addition, if our suppliers or other vendors violate applicable laws, regulations, our code of standards and responsibilities, or implement practices regarded as unethical, unsafe, or hazardous to the environment, it could damage our reputation, limit our growth, and negatively affect our operating results.

We May be Subject to Risks Related to Government Contracts and Related Procurement Regulations

Our contracts with U.S., as well as state, local, and foreign, government entities are subject to various procurement regulations and other requirements relating to their formation, administration, and performance. We may be subject to audits and investigations relating to our government contracts, and any violations could result in various civil and criminal penalties and administrative sanctions, including termination of contract, refunding or suspending of payments, forfeiture of profits, payment of fines, and suspension or debarment from future government business. In addition, such contracts may provide for termination by the government at any time, without cause.

We May Be Subject to Product Liability Claims if People or Property Are Harmed by the Products We Sell

Some of the products we sell or manufacture may expose us to product liability claims relating to personal injury, death, or environmental or property damage, and may require product recalls or other actions. Certain third parties also sell products using our e-commerce platform that may increase our exposure to product liability claims, such as if these sellers do not have sufficient protection from such claims. Although we maintain liability insurance, we cannot be certain that our coverage will be adequate for liabilities actually incurred or that insurance will continue to be available to us on economically reasonable terms, or at all. In addition, some of our agreements with our vendors and sellers do not indemnify us from product liability.

We Are Subject to Payments-Related Risks

We accept payments using a variety of methods, including credit card, debit card, credit accounts (including promotional financing), gift cards, direct debit from a customer’s bank account, consumer invoicing, physical bank check, and payment upon delivery. For existing and future payment options we offer to our customers, we may become subject to additional regulations and compliance requirements (including obligations to implement enhanced authentication processes that could result in significant costs and reduce the ease of use of our payments products), as well as fraud. For certain payment methods, including credit and debit cards, we pay interchange and other fees, which may increase over time and raise our operating costs and lower profitability. We rely on third parties to provide certain Amazon-branded payment methods and payment processing services, including the processing of credit cards, debit cards, electronic checks, and promotional financing. In each case, it could disrupt our business if these companies become unwilling or unable to provide these services to us. We also offer co-branded credit card programs,

which could adversely affect our operating results if terminated. We are also subject to payment card association operating rules, including data security rules, certification requirements, and rules governing electronic funds transfers, which could change or be reinterpreted to make it difficult or impossible for us to comply. If we fail to comply with these rules or requirements, or if our data security systems are breached or compromised, we may be liable for card issuing banks' costs, subject to fines and higher transaction fees, and lose our ability to accept credit and debit card payments from our customers, process electronic funds transfers, or facilitate other types of online payments, and our business and operating results could be adversely affected.

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In addition, we provide regulated services in certain jurisdictions because we enable customers to keep account balances with us and transfer money to third parties, and because we provide services to third parties to facilitate payments on their behalf. In these jurisdictions, we may be subject to requirements for licensing, regulatory inspection, bonding and capital maintenance, the use, handling, and segregation of transferred funds, consumer disclosures, and authentication. We are also subject to or voluntarily comply with a number of other laws and regulations relating to payments, money laundering, international money transfers, privacy and information security, and electronic fund transfers. If we were found to be in violation of applicable laws or regulations, we could be subject to additional requirements and civil and criminal penalties, or forced to cease providing certain services.

We Could Be Liable for Fraudulent or Unlawful Activities of Sellers

The law relating to the liability of providers of online payment services is currently unsettled. In addition, governmental agencies could require changes in the way this business is conducted. Under our seller programs, we may be unable to prevent sellers from collecting payments, fraudulently or otherwise, when buyers never receive the products they ordered or when the products received are materially different from the sellers' descriptions. Under our A2Z Guarantee, we reimburse buyers for payments up to certain limits in these situations, and as our marketplace seller sales grow, the cost of this program will increase and could negatively affect our operating results. We also may be unable to prevent sellers on our sites or through other seller sites from selling unlawful goods, selling goods in an unlawful manner, or violating the proprietary rights of others, and could face civil or criminal liability for unlawful activities by our sellers.

Item 1B. Unresolved Staff Comments

None.

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Item 2. Properties

As of December 31, 2014, we operated the following facilities (in thousands):

Description of Use	Square Footage (1)	Location	Lease Expirations
Owned office space	1,802	North America	
Leased office space	5,672	North America	From 2015 through 2028
Leased office space	3,371	International	From 2015 through 2027
Sub-total	10,845		
Owned fulfillment, data centers, and other	735	North America	
Leased fulfillment, data centers, and other	57,898	North America	From 2015 through 2029
Owned fulfillment, data centers, and other	272	International	
Leased fulfillment, data centers, and other	43,969	International	From 2015 through 2033
Sub-total	102,874		
Total	113,719		

(1) For leased properties, represents the total leased space excluding sub-leased space.

We own and lease our corporate headquarters in Seattle, Washington. Additionally, we own and lease corporate office, fulfillment, sortation, delivery, warehouse operations, data center, customer service, and other facilities, principally in North America, Europe, and Asia.

Item 3. Legal Proceedings

See Item 8 of Part II, “Financial Statements and Supplementary Data—Note 8—Commitments and Contingencies—Legal Proceedings.”

Item 4. Mine Safety Disclosures

Not applicable.

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PART II

Item 5. Market for the Registrant's Common Stock, Related Shareholder Matters, and Issuer Purchases of Equity Securities

Market Information

Our common stock is traded on the NASDAQ Global Select Market under the symbol "AMZN." The following table sets forth the high and low per share sale prices for our common stock for the periods indicated, as reported by the NASDAQ Global Select Market.

	High	Low
Year ended December 31, 2013		
First Quarter	$284.72	$252.07
Second Quarter	283.34	245.75
Third Quarter	320.57	277.16
Fourth Quarter	405.63	296.50
Year ended December 31, 2014		
First Quarter	$408.06	$330.88
Second Quarter	348.30	284.38
Third Quarter	364.85	304.59
Fourth Quarter	341.26	284.00

Holders

As of January 16, 2015, there were 2,744 shareholders of record of our common stock, although there is a much larger number of beneficial owners.

Dividends

We have never declared or paid cash dividends on our common stock. See Item 7 of Part II, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources."

Recent Sales of Unregistered Securities

None.

Issuer Purchases of Equity Securities

None.

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Item 6. Selected Consolidated Financial Data

The following selected consolidated financial data should be read in conjunction with the consolidated financial statements and the notes thereto in Item 8 of Part II, "Financial Statements and Supplementary Data," and the information contained in Item 7 of Part II, "Management's Discussion and Analysis of Financial Condition and Results of Operations." Historical results are not necessarily indicative of future results.

	Year Ended December 31,				
	2014	2013	2012	2011	2010
	(in millions, except per share data)				
Statements of Operations:					
Net sales	$88,988	$74,452	$61,093	$48,077	$34,204
Income from operations	$178	$745	$676	$862	$1,406
Net income (loss)	$(241)	$274	$(39)	$631	$1,152
Basic earnings per share (1)	$(0.52)	$0.60	$(0.09)	$1.39	$2.58
Diluted earnings per share (1)	$(0.52)	$0.59	$(0.09)	$1.37	$2.53
Weighted average shares used in computation of earnings per share:					
Basic	462	457	453	453	447
Diluted	462	465	453	461	456
Statements of Cash Flows:					
Net cash provided by (used in) operating activities	$6,842	$5,475	$4,180	$3,903	$3,495
Purchases of property and equipment, including internal-use software and website development	(4,893)	(3,444)	(3,785)	(1,811)	(979)
Free cash flow (2)	$1,949	$2,031	$395	$2,092	$2,516

	December 31,				
	2014	2013	2012	2011	2010
	(in millions)				
Balance Sheets:					
Total assets	$54,505	$40,159	$32,555	$25,278	$18,797
Total long-term obligations	$15,675	$7,433	$5,361	$2,625	$1,561

(1) For further discussion of earnings per share, see Item 8 of Part II, "Financial Statements and Supplementary Data—Note 1—Description of Business and Accounting Policies."

(2) Free cash flow, a non-GAAP financial measure, is defined as net cash provided by operating activities less cash expenditures for purchases of property and equipment, including internal-use software and website development, both of which are presented on our consolidated statements of cash flows. See Item 7 of Part II, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations—Non-GAAP Financial Measures" for additional information as well as alternative free cash flow measures.

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

This Annual Report on Form 10-K includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact, including statements regarding guidance, industry prospects, or future results of operations or financial position, made in this Annual Report on Form 10-K are forward-looking. We use words such as anticipates, believes, expects, future, intends, and similar expressions to identify forward-looking statements. Forward-looking statements reflect management's current expectations and are inherently uncertain. Actual results could differ materially for a variety of reasons, including, among others, fluctuations in foreign exchange rates, changes in global economic conditions and consumer spending, world events, the rate of growth of the Internet and online commerce, the amount that Amazon.com invests in new business opportunities and the timing of those investments, the mix of products sold to customers, the mix of net sales derived from products as compared with services, the extent to which we owe income taxes, competition, management of growth, potential fluctuations in operating results, international growth and expansion, the outcomes of legal proceedings and claims, fulfillment, sortation, delivery, and data center optimization, risks of inventory management, seasonality, the degree to which the Company enters into, maintains, and develops commercial agreements, acquisitions and strategic transactions, payments risks, and risks of fulfillment throughput and productivity. In addition, the current global economic climate amplifies many of these risks. These risks and uncertainties, as well as other risks and uncertainties that could cause our actual results to differ significantly from management's expectations, are described in greater detail in Item 1A of Part I, "Risk Factors."

Overview

Our primary source of revenue is the sale of a wide range of products and services to customers. The products offered on our consumer-facing websites primarily include merchandise and content we have purchased for resale from vendors and those offered by third-party sellers, and we also manufacture and sell electronic devices. Generally, we recognize gross revenue from items we sell from our inventory as product sales and recognize our net share of revenue of items sold by other sellers as service sales. We also offer other services such as AWS, fulfillment, publishing, digital content subscriptions, advertising, and co-branded credit cards.

Our financial focus is on long-term, sustainable growth in free cash flow[1] per share. Free cash flow is driven primarily by increasing operating income and efficiently managing working capital[2] and cash capital expenditures. Increases in operating income primarily result from increases in sales of products and services and efficiently managing our operating costs, partially offset by investments we make in longer-term strategic initiatives. To increase sales of products and services, we focus on improving all aspects of the customer experience, including lowering prices, improving availability, offering faster delivery and performance times, increasing selection, increasing product categories and service offerings, expanding product information, improving ease of use, improving reliability, and earning customer trust. We also seek to efficiently manage shareholder dilution while maintaining the flexibility to issue shares for strategic purposes, such as financings, acquisitions, and aligning employee compensation with shareholders' interests. We utilize restricted stock units as our primary vehicle for equity compensation because we believe this compensation model aligns the long-term interests of our shareholders and employees. In measuring shareholder dilution, we include all vested and unvested stock awards outstanding, without regard to estimated forfeitures. Total shares outstanding plus outstanding stock awards were 483 million and 476 million as of December 31, 2014 and 2013.

We seek to reduce our variable costs per unit and work to leverage our fixed costs. Our variable costs include product and content costs, payment processing and related transaction costs, picking, packaging, and preparing orders for shipment, transportation, customer service support, costs necessary to run AWS, and a portion of our marketing costs. Our fixed costs include the costs necessary to run our technology infrastructure; to build, enhance, and add features to our websites and web services, our electronic devices, and digital offerings; and to build and optimize our fulfillment centers. Variable costs generally change directly with sales volume, while fixed costs generally are dependent on the timing of capacity needs, geographic expansion, category expansion, and other factors. To decrease our variable costs

on a per unit basis and enable us to lower prices for customers, we seek to increase our direct sourcing, increase discounts from suppliers, and reduce defects in our processes. To minimize growth in fixed costs, we seek to improve process efficiencies and maintain a lean culture.

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(1) Free cash flow, a non-GAAP financial measure, is defined as net cash provided by operating activities less cash expenditures for purchases of property and equipment, including internal-use software and website development, both of which are presented on our consolidated statements of cash flows. See “Results of Operations—Non-GAAP Financial Measures” below for additional information as well as alternative free cash flow measures.

(2) Working capital consists of accounts receivable, inventory, and accounts payable.

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Because of our model we are able to turn our inventory quickly and have a cash-generating operating cycle[3]. On average, our high inventory velocity means we generally collect from consumers before our payments to suppliers come due. Inventory turnover[4] was 9 for 2014, 2013, and 2012. We expect variability in inventory turnover over time since it is affected by several factors, including our product mix, the mix of sales by us and by other sellers, our continuing focus on in-stock inventory availability and selection of product offerings, our investment in new geographies and product lines, and the extent to which we choose to utilize third-party fulfillment providers. Accounts payable days[5] were 73, 74, and 76 for 2014, 2013, and 2012. We expect some variability in accounts payable days over time since they are affected by several factors, including the mix of product sales, the mix of sales by other sellers, the mix of suppliers, seasonality, and changes in payment terms over time, including the effect of balancing pricing and timing of payment terms with suppliers.

We expect spending in technology and content will increase over time as we add computer scientists, designers, software and hardware engineers, and merchandising employees. Our technology and content investment and capital spending projects often support a variety of product and service offerings due to geographic expansion and the cross-functionality of our systems and operations. We seek to efficiently invest in several areas of technology and content such as web services, expansion of new and existing product categories and offerings, and initiatives to expand our ecosystem of digital products and services, as well as in technology infrastructure to enhance the customer experience and improve our process efficiencies. We believe that advances in technology, specifically the speed and reduced cost of processing power and the advances of wireless connectivity, will continue to improve the consumer experience on the Internet and increase its ubiquity in people's lives. To best take advantage of these continued advances in technology, we are investing in initiatives to build and deploy innovative and efficient software and electronic devices. We are also investing in AWS, which provides technology services that give developers and enterprises of all sizes access to technology infrastructure that enables virtually any type of business.

Our financial reporting currency is the U.S. Dollar and changes in foreign exchange rates significantly affect our reported results and consolidated trends. For example, if the U.S. Dollar weakens year-over-year relative to currencies in our international locations, our consolidated net sales and operating expenses will be higher than if currencies had remained constant. Likewise, if the U.S. Dollar strengthens year-over-year relative to currencies in our international locations, our consolidated net sales and operating expenses will be lower than if currencies had remained constant. We believe that our increasing diversification beyond the U.S. economy through our growing international businesses benefits our shareholders over the long-term. We also believe it is useful to evaluate our operating results and growth rates before and after the effect of currency changes.

In addition, the remeasurement of our intercompany balances can result in significant gains and charges associated with the effect of movements in foreign currency exchange rates. Currency volatilities may continue, which may significantly impact (either positively or negatively) our reported results and consolidated trends and comparisons.

For additional information about each line item summarized above, refer to Item 8 of Part II, "Financial Statements and Supplementary Data—Note 1—Description of Business and Accounting Policies."

Critical Accounting Judgments

The preparation of financial statements in conformity with generally accepted accounting principles of the United States ("GAAP") requires estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities in the consolidated financial statements and accompanying notes. The SEC has defined a company's critical accounting policies as the ones that are most important to the portrayal of the company's financial condition and results of operations, and which require the company to make its most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Based on this definition, we have identified the critical accounting policies and judgments addressed below. We also have other key accounting policies, which involve the use of estimates, judgments, and assumptions that are significant to understanding our results. For additional information, see Item 8 of Part II, "Financial Statements and Supplementary Data—Note 1—Description of Business and Accounting Policies." Although we believe that our estimates, assumptions, and judgments are reasonable, they are based upon information presently available. Actual results may differ significantly from these estimates under different assumptions, judgments, or

conditions.

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(3) The operating cycle is the number of days of sales in inventory plus the number of days of sales in accounts receivable minus accounts payable days.

(4) Inventory turnover is the quotient of trailing twelve month cost of sales to average inventory over five quarter ends.

(5) Accounts payable days, calculated as the quotient of accounts payable to current quarter cost of sales, multiplied by the number of days in the current quarter.

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Inventories

Inventories, consisting of products available for sale, are primarily accounted for using the first-in first-out ("FIFO") method, and are valued at the lower of cost or market value. This valuation requires us to make judgments, based on currently-available information, about the likely method of disposition, such as through sales to individual customers, returns to product vendors, or liquidations, and expected recoverable values of each disposition category. These assumptions about future disposition of inventory are inherently uncertain and changes in our estimates and assumptions may cause us to realize material write-downs in the future. As a measure of sensitivity, for every 1% of additional inventory valuation allowance as of December 31, 2014, we would have recorded an additional cost of sales of approximately $95 million.

In addition, we enter into supplier commitments for certain electronic device components. These commitments are based on forecasted customer demand. If we reduce these commitments, we may incur additional costs.

Goodwill

We evaluate goodwill for impairment annually or more frequently when an event occurs or circumstances change that indicate the carrying value may not be recoverable. Our annual testing date is October 1. We test goodwill for impairment by first comparing the book value of net assets to the fair value of the reporting units. If the fair value is determined to be less than the book value or qualitative factors indicate that it is more likely than not that goodwill is impaired, a second step is performed to compute the amount of impairment as the difference between the estimated fair value of goodwill and the carrying value. We estimate the fair value of the reporting units using discounted cash flows. Forecasts of future cash flows are based on our best estimate of future net sales and operating expenses, based primarily on expected category expansion, pricing, market segment share, and general economic conditions. Certain estimates of discounted cash flows involve businesses and geographies with limited financial history and developing revenue models. Changes in these forecasts could significantly change the amount of impairment recorded, if any.

During the year, management monitored the actual performance of the business relative to the fair value assumptions used during our annual goodwill impairment test. For the periods presented, no triggering events were identified that required an interim impairment test. As a measure of sensitivity, a 10% decrease in the fair value of any of our reporting units as of December 31, 2014, would have had no impact on the carrying value of our goodwill.

Financial and credit market volatility directly impacts our fair value measurement through our weighted average cost of capital that we use to determine a discount rate and through our stock price that we use to determine our market capitalization. During times of volatility, significant judgment must be applied to determine whether credit or stock price changes are short-term in nature or a longer-term trend. We have not made any significant changes to the accounting methodology used to evaluate goodwill impairment. Changes in our estimated future cash flows and asset fair values may cause us to realize material impairment charges in the future. As a measure of sensitivity, a prolonged 20% decrease from our December 31, 2014 closing stock price would not be an indicator of possible impairment.

Stock-Based Compensation

We measure compensation cost for stock awards at fair value and recognize it as compensation expense over the service period for awards expected to vest. The fair value of restricted stock units is determined based on the number of shares granted and the quoted price of our common stock. The estimated number of stock awards that will ultimately vest requires judgment, and to the extent actual results or updated estimates differ from our current estimates, such amounts will be recorded as a cumulative adjustment in the period estimates are revised. We consider many factors when estimating expected forfeitures, including employee classification, economic environment, and historical experience. We update our estimated forfeiture rate quarterly. We have not made any significant changes to the accounting methodology used to evaluate stock-based compensation. Changes in our estimates and assumptions may cause us to realize material changes in stock-based compensation expense in the future. As a measure of sensitivity, a 1% change to our estimated forfeiture rate would have had an approximately $30 million impact on our 2014 operating income. Our estimated forfeiture rate as of December 31, 2014 and 2013 was 27%.

We utilize the accelerated method, rather than the straight-line method, for recognizing compensation expense. For example, over 50% of the compensation cost related to an award vesting ratably over four years is expensed in the

first year. If forfeited early in the life of an award, the compensation expense adjustment is much greater under an accelerated method than under a straight-line method.

Income Taxes

We are subject to income taxes in the U.S. (federal and state) and numerous foreign jurisdictions. Tax laws, regulations, and administrative practices in various jurisdictions may be subject to significant change due to economic, political, and other

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conditions, and significant judgment is required in evaluating and estimating our provision and accruals for these taxes. There are many transactions that occur during the ordinary course of business for which the ultimate tax determination is uncertain. Our effective tax rates could be adversely affected by earnings being lower than anticipated in jurisdictions where we have lower statutory rates and higher than anticipated in jurisdictions where we have higher statutory rates, losses incurred in jurisdictions for which we are not able to realize the related tax benefit, changes in foreign currency exchange rates, entry into new businesses and geographies and changes to our existing businesses, acquisitions (including integrations) and investments, changes in our deferred tax assets and liabilities and their valuation, and changes in the relevant tax, accounting, and other laws, regulations, administrative practices, principles, and interpretations, including fundamental changes to the tax laws applicable to corporate multinationals. The U.S., many countries in the European Union, and a number of other countries are actively considering changes in this regard.

Except as required under U.S. tax laws, we do not provide for U.S. taxes on our undistributed earnings of foreign subsidiaries that have not been previously taxed since we intend to invest such undistributed earnings indefinitely outside of the U.S. If our intent changes or if these funds are needed for our U.S. operations, we would be required to accrue or pay U.S. taxes on some or all of these undistributed earnings and our effective tax rate would be adversely affected. We are also subject to audit in various jurisdictions, and such jurisdictions may assess additional income tax liabilities against us. In addition, in October 2014, the European Commission opened a formal investigation to examine whether decisions by the tax authorities in Luxembourg with regard to the corporate income tax paid by certain of our subsidiaries comply with European Union rules on state aid. If this matter is adversely resolved, Luxembourg may be required to assess, and we may be required to pay, additional amounts with respect to current and prior periods and our taxes in the future could increase. Although we believe our tax estimates are reasonable, the final outcome of tax audits, investigations, and any related litigation could be materially different from our historical income tax provisions and accruals. Developments in an audit, litigation, or the relevant laws, regulations, administrative practices, principles, and interpretations could have a material effect on our operating results or cash flows in the period or periods for which that development occurs, as well as for prior and subsequent periods. For instance, the IRS is seeking to increase our U.S. taxable income related to transfer pricing with our foreign subsidiaries for transactions undertaken in 2005 and 2006, and we are currently contesting the matter in U.S. Tax Court. In addition to the risk of additional tax for 2005 and 2006 transactions, if this litigation is adversely determined or if the IRS were to seek transfer pricing adjustments of a similar nature for transactions in subsequent years, Amazon could be subject to significant additional tax liabilities.

Recent Accounting Pronouncements

See Item 8 of Part II, “Financial Statements and Supplementary Data—Note 1—Description of Business and Accounting Policies—Recent Accounting Pronouncements.”

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Liquidity and Capital Resources

Cash flow information is as follows (in millions):

	Year Ended December 31,		
	2014	2013	2012
Cash provided by (used in):			
Operating activities	$6,842	$5,475	$4,180
Investing activities	(5,065)	(4,276)	(3,595)
Financing activities	4,432	(539)	2,259

Our financial focus is on long-term, sustainable growth in free cash flow. Free cash flow, a non-GAAP financial measure, was $1.9 billion for 2014, compared to $2.0 billion and $395 million for 2013 and 2012. See “Results of Operations—Non-GAAP Financial Measures” for a reconciliation of free cash flow to cash provided by operating activities. The decrease in free cash flow for 2014, compared to the comparable prior year period, was due to increased cash capital expenditures partially offset by higher operating cash flows. The increase in free cash flow for 2013, compared to the comparable prior year period, was due to higher operating cash flows and decreased cash capital expenditures. Operating cash flows and free cash flows can be volatile and are sensitive to many factors, including changes in working capital, the timing and magnitude of capital expenditures, including our decision to finance property and equipment under capital leases and other financing arrangements, and our net income (loss). Working capital at any specific point in time is subject to many variables, including seasonality, inventory management and category expansion, the timing of cash receipts and payments, vendor payment terms, and fluctuations in foreign exchange rates.

Our principal sources of liquidity are cash flows generated from operations and our cash, cash equivalents, and marketable securities balances, which, at fair value, were $17.4 billion, $12.4 billion, and $11.4 billion as of December 31, 2014, 2013, and 2012. Cash and cash equivalents also reflects net proceeds from the issuance of $6.0 billion of long-term debt as of December 31, 2014. Amounts held in foreign currencies were $5.4 billion, $5.6 billion, and $5.1 billion as of December 31, 2014, 2013, and 2012, and were primarily British Pounds, Chinese Yuan, Euros, and Japanese Yen.

Cash provided by operating activities was $6.8 billion, $5.5 billion, and $4.2 billion in 2014, 2013, and 2012. Our operating cash flows result primarily from cash received from our consumer, seller, and enterprise customers, advertising agreements, and our co-branded credit card agreements, offset by cash payments we make for products and services, employee compensation (less amounts capitalized related to internal-use software that are reflected as cash used in investing activities), payment processing and related transaction costs, operating leases, and interest payments on our long-term obligations. Cash received from our consumer, seller, and enterprise customers, and other activities generally corresponds to our net sales. Because consumers primarily use credit cards to buy from us, our receivables from consumers settle quickly. The increase in operating cash flow in 2014, compared to the comparable prior year period, was primarily due to the increase in non-cash charges to net income, including depreciation, amortization, and stock-based compensation, partially offset by changes in working capital. The increase in operating cash flow in 2013, compared to the comparable prior year period, was primarily due to the increase in net income, excluding depreciation, amortization, and stock-based compensation, partially offset by changes in working capital.

Cash provided by (used in) investing activities corresponds with cash capital expenditures, including leasehold improvements, internal-use software and website development costs, cash outlays for acquisitions, investments in other companies and intellectual property rights, and purchases, sales, and maturities of marketable securities. Cash provided by (used in) investing activities was $(5.1) billion, $(4.3) billion, and $(3.6) billion in 2014, 2013, and 2012, with the variability caused primarily by changes in capital expenditures, purchases, maturities, and sales of marketable securities and other investments, and changes in cash paid for acquisitions. Cash capital expenditures were $4.9 billion, $3.4 billion, and $3.8 billion during 2014, 2013, and 2012. In December 2012, we acquired 11 buildings comprising 1.8 million square feet of our previously leased corporate office space and three city blocks in Seattle, Washington for $1.4 billion. Excluding this acquisition, increases in capital expenditures primarily reflect additional

capacity to support our fulfillment operations and additional investments in support of continued business growth due to investments in technology infrastructure, including AWS, during all three periods. We expect this trend to continue over time. Capital expenditures included $537 million, $493 million, and $381 million for internal-use software and website development during 2014, 2013, and 2012. Stock-based compensation capitalized for internal-use software and website development costs does not affect cash flows. In 2014, 2013, and 2012, we made cash payments, net of acquired cash, related to acquisition and other investment activity of $979 million, $312 million, and $745 million.

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Additionally, in January 2015, we signed an agreement to acquire a technology company for approximately $350 million in cash, which we expect to satisfy with cash on hand. We expect the acquisition to close in the first half of 2015, subject to closing conditions.

Cash provided by (used in) financing activities was $4.4 billion, $(539) million, and $2.3 billion in 2014, 2013, and 2012. Cash outflows from financing activities result from common stock repurchases, principal payments on obligations related to capital and finance leases, and repayments of long-term debt. Principal payments on obligations related to capital leases, finance leases, and repayments of long-term debt were $1.9 billion, $1.0 billion, and $588 million in 2014, 2013, and 2012. Property and equipment acquired under capital leases were $4.0 billion, $1.9 billion, and $802 million in 2014, 2013, and 2012, with the increases reflecting additional investments in support of continued business growth primarily due to investments in technology infrastructure for AWS. We expect this trend to continue over time. We repurchased 5.3 million shares of common stock for $960 million in 2012 under the $2.0 billion repurchase program authorized by our Board of Directors in January 2010. Cash inflows from financing activities primarily result from proceeds from long-term debt and tax benefits relating to excess stock-based compensation deductions. Proceeds from long-term debt and other were $6.4 billion, $394 million, and $3.4 billion in 2014, 2013, and 2012. During 2014, cash inflows from financing activities consisted primarily of net proceeds from the issuance of $6.0 billion of senior nonconvertible unsecured debt in five tranches maturing in 2019 through 2044. During 2012, cash inflows from financing activities consisted primarily of net proceeds from the issuance of $3.0 billion of senior nonconvertible unsecured debt in three tranches maturing in 2015 through 2022. See Item 8 of Part II, “Financial Statements and Supplementary Data—Note 6—Long-Term Debt” for additional discussion of the notes. Tax benefits relating to excess stock-based compensation deductions are presented as financing cash flows. Cash inflows from tax benefits related to stock-based compensation deductions were $6 million, $78 million, and $429 million in 2014, 2013, and 2012.

In September 2014, we entered into an unsecured revolving credit facility (the “Credit Agreement”) with a syndicate of lenders that provides us with a borrowing capacity of up to $2.0 billion. We had no borrowings outstanding under the Credit Agreement as of December 31, 2014. See Item 8 of Part II, “Financial Statements and Supplementary Data—Note 6—Long-Term Debt” for additional information.

In 2014, 2013, and 2012 we recorded net tax provisions of $167 million, $161 million, and $428 million. Except as required under U.S. tax laws, we do not provide for U.S. taxes on our undistributed earnings of foreign subsidiaries that have not been previously taxed since we intend to invest such undistributed earnings indefinitely outside of the U.S. If our intent changes or if these funds are needed for our U.S. operations, we would be required to accrue or pay U.S. taxes on some or all of these undistributed earnings and our effective tax rate would be adversely affected. As of December 31, 2014, cash, cash equivalents, and marketable securities held by foreign subsidiaries were $4.6 billion, which included undistributed earnings of foreign subsidiaries indefinitely invested outside of the U.S. of $2.5 billion. We have tax benefits relating to excess stock-based compensation deductions and accelerated depreciation deductions that are being utilized to reduce our U.S. taxable income. In December 2014, U.S. legislation was enacted providing a one year extension of accelerated depreciation deductions on qualifying property through 2014. Cash taxes paid (net of refunds) were $177 million, $169 million, and $112 million for 2014, 2013, and 2012. As of December 31, 2014, our federal net operating loss carryforward was approximately $1.9 billion and we had approximately $443 million of federal tax credits potentially available to offset future tax liabilities. Our federal tax credits are primarily related to the U.S. federal research and development credit, which expired in 2014. As we utilize our federal net operating losses and tax credits, we expect cash paid for taxes to significantly increase. We endeavor to manage our global taxes on a cash basis, rather than on a financial reporting basis.

Our liquidity is also affected by restricted cash balances that are pledged as collateral for standby and trade letters of credit, guarantees, debt, and real estate leases. To the extent we process payments for third-party sellers or offer certain types of stored value to our customers, some jurisdictions may restrict our use of those funds. These restrictions would result in the reclassification of a portion of our cash and cash equivalents from “Cash and cash equivalents” to “Accounts receivable, net and other” on our consolidated balance sheets. As of December 31, 2014 and 2013, restricted cash, cash equivalents, and marketable securities were $450 million and $301 million. See Item 8 of

Part II, “Financial Statements and Supplementary Data—Note 8—Commitments and Contingencies” for additional discussion of our principal contractual commitments, as well as our pledged assets. Purchase obligations and open purchase orders, consisting of inventory and significant non-inventory commitments, were $4.5 billion as of December 31, 2014. Purchase obligations and open purchase orders are generally cancellable in full or in part through the contractual provisions.

On average, our high inventory velocity means we generally collect from consumers before our payments to suppliers come due. Inventory turnover was 9 for 2014, 2013, and 2012. We expect variability in inventory turnover over time since it is affected by several factors, including our product mix, the mix of sales by us and by third-party sellers, our continuing focus on in-stock inventory availability and selection of product offerings, our investment in new geographies and product lines, and the extent to which we choose to utilize third-party fulfillment providers.

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We believe that cash flows generated from operations and our cash, cash equivalents, and marketable securities balances, and borrowing available under our credit agreements will be sufficient to meet our anticipated operating cash needs for at least the next 12 months. However, any projections of future cash needs and cash flows are subject to substantial uncertainty. See Item 1A of Part I, “Risk Factors.” We continually evaluate opportunities to sell additional equity or debt securities, obtain credit facilities, obtain capital, finance, and operating lease arrangements, repurchase common stock, pay dividends, or repurchase, refinance, or otherwise restructure our debt for strategic reasons or to further strengthen our financial position.

The sale of additional equity or convertible debt securities would likely be dilutive to our shareholders. In addition, we will, from time to time, consider the acquisition of, or investment in, complementary businesses, products, services, capital infrastructure and technologies, which might affect our liquidity requirements or cause us to secure additional financing, or issue additional equity or debt securities. There can be no assurance that additional lines-of-credit or financing instruments will be available in amounts or on terms acceptable to us, if at all.

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Results of Operations

We have organized our operations into two segments: North America and International. We present our segment information along the same lines that our Chief Executive Officer reviews our operating results in assessing performance and allocating resources.

Net Sales

Net sales include product and service sales. Product sales represent revenue from the sale of products and related shipping fees and digital media content where we record revenue gross. Service sales represent third-party seller fees earned (including commissions) and related shipping fees, digital content subscriptions, and non-retail activities such as AWS, advertising services, and our co-branded credit card agreements. Amazon Prime membership fees are allocated between product sales and service sales and amortized over the life of the membership according to the estimated delivery of services. Net sales information is as follows (in millions):

	Year Ended December 31,		
	2014	2013	2012
Net Sales:			
North America	$55,469	$44,517	$34,813
International	33,519	29,935	26,280
Total consolidated	$88,988	$74,452	$61,093
Year-over-year Percentage Growth:			
North America	25%	28%	30%
International	12	14	23
Total consolidated	20	22	27
Year-over-year Percentage Growth, excluding effect of foreign exchange rates:			
North America	25%	28%	30%
International	14	19	27
Total consolidated	20	24	29
Net Sales Mix:			
North America	62%	60%	57%
International	38	40	43
Total consolidated	100%	100%	100%

Sales increased 20%, 22%, and 27% in 2014, 2013, and 2012, compared to the comparable prior year periods. Changes in foreign currency exchange rates impacted net sales by $(636) million, $(1.3) billion, and $(854) million for 2014, 2013, and 2012. For a discussion of the effect on sales growth of foreign exchange rates, see “Effect of Foreign Exchange Rates” below.

North America sales increased 25%, 28%, and 30% in 2014, 2013, and 2012, compared to the comparable prior year periods. The sales growth in each year primarily reflects increased unit sales, including sales by marketplace sellers, and AWS, which was partially offset by AWS pricing changes. Increased unit sales were driven largely by our continued efforts to reduce prices for our customers, including from our shipping offers, by sales in faster growing categories such as electronics and other general merchandise, by increased in-stock inventory availability, and by increased selection of product offerings.

International sales increased 12%, 14%, and 23% in 2014, 2013, and 2012, compared to the comparable prior year periods. The sales growth in each year primarily reflects increased unit sales, including sales by marketplace sellers. Increased unit sales were driven largely by our continued efforts to reduce prices for our customers, including from our shipping offers, by sales in faster growing categories such as electronics and other general merchandise, by increased in-stock inventory availability, and by increased selection of product offerings. Additionally, changes in foreign currency exchange rates impacted International net sales by $(580) million, $(1.3) billion, and $(853) million in 2014, 2013, and 2012.

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Supplemental Information

Supplemental information about outbound shipping results is as follows (in millions):

	Year Ended December 31,		
	2014	2013	2012
Outbound Shipping Activity:			
Shipping revenue (1)(2)(3)	$4,486	$3,097	$2,280
Shipping costs (4)	(8,709)	(6,635)	(5,134)
Net shipping cost	$(4,223)	$(3,538)	$(2,854)
Year-over-year Percentage Growth:			
Shipping revenue	45%	36%	47%
Shipping costs	31	29	29
Net shipping cost	19	24	17
Percent of Net Sales:			
Shipping revenue	5.1%	4.1%	3.7%
Shipping costs	(9.8)	(8.9)	(8.4)
Net shipping cost	(4.7)%	(4.8)%	(4.7)%

(1) Excludes amounts earned on shipping activities by third-party sellers where we do not provide the fulfillment service.

(2) Includes a portion of amounts earned from Amazon Prime memberships.

(3) Includes amounts earned from Fulfillment by Amazon programs related to shipping services.

(4) Includes sortation and delivery center costs.

We expect our net cost of shipping to continue to increase to the extent our customers accept and use our shipping offers at an increasing rate, our product mix shifts to the electronics and other general merchandise category, we reduce shipping rates, we use more expensive shipping methods, and we offer additional services. We seek to mitigate costs of shipping over time in part through achieving higher sales volumes, optimizing placement of fulfillment centers, negotiating better terms with our suppliers, and achieving better operating efficiencies. We believe that offering low prices to our customers is fundamental to our future success, and one way we offer lower prices is through shipping offers.

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We have aggregated our products and services into groups of similar products and services and provided the supplemental disclosure of net sales (in millions) below. We evaluate whether additional disclosure is appropriate when a product or service category begins to approach a significant level of net sales. For the periods presented, no individual product or service represented more than 10% of net sales.

	Year Ended December 31,		
	2014	2013	2012
Net Sales:			
North America			
Media	$11,567	$10,809	$9,189
Electronics and other general merchandise	38,517	29,985	23,273
Other (1)	5,385	3,723	2,351
Total North America	$55,469	$44,517	$34,813
International			
Media	$10,938	$10,907	$10,753
Electronics and other general merchandise	22,369	18,817	15,355
Other (1)	212	211	172
Total International	$33,519	$29,935	$26,280
Consolidated			
Media	$22,505	$21,716	$19,942
Electronics and other general merchandise	60,886	48,802	38,628
Other (1)	5,597	3,934	2,523
Total consolidated	$88,988	$74,452	$61,093
Year-over-year Percentage Growth:			
North America			
Media	7 %	18 %	15 %
Electronics and other general merchandise	28	29	34
Other	45	58	64
Total North America	25	28	30
International			
Media	— %	1 %	9 %
Electronics and other general merchandise	19	23	35
Other	1	22	11
Total International	12	14	23
Consolidated			
Media	4 %	9 %	12 %
Electronics and other general merchandise	25	26	35
Other	42	56	59
Total consolidated	20	22	27
Year-over-year Percentage Growth, excluding effect of foreign exchange rates:			
International			
Media	2 %	7 %	12 %
Electronics and other general merchandise	21	27	40
Other	1	26	15
Total International	14	19	27
Consolidated			
Media	5 %	12 %	14 %

Electronics and other general merchandise	26		28		36	
Other	42		56		59	
Total consolidated	20		24		29	
Consolidated Net Sales Mix:						
Media	25	%	29	%	33	%
Electronics and other general merchandise	68		66		63	
Other	7		5		4	
Total consolidated	100	%	100	%	100	%

(1) Includes sales from non-retail activities, such as AWS sales, which are included in the North America segment, and advertising services and our co-branded credit card agreements, which are included in both segments.

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Operating Expenses

Information about operating expenses with and without stock-based compensation is as follows (in millions):

	Year Ended December 31, 2014			Year Ended December 31, 2013			Year Ended December 31, 2012		
	As Reported	Stock-Based Compensation	Net	As Reported	Stock-Based Compensation	Net	As Reported	Stock-Based Compensation	Net
Operating Expenses:									
Cost of sales	$62,752	$—	$62,752	$54,181	$—	$54,181	$45,971	$—	$45,971
Fulfillment	10,766	(375)	10,391	8,585	(294)	8,291	6,419	(212)	6,207
Marketing	4,332	(125)	4,207	3,133	(88)	3,045	2,408	(61)	2,347
Technology and content	9,275	(804)	8,471	6,565	(603)	5,962	4,564	(434)	4,130
General and administrative	1,552	(193)	1,359	1,129	(149)	980	896	(126)	770
Other operating expense (income), net	133	—	133	114	—	114	159	—	159
Total operating expenses	$88,810	$(1,497)	$87,313	$73,707	$(1,134)	$72,573	$60,417	$(833)	$59,584
Year-over-year Percentage Growth:									
Fulfillment	25%		25%	34%		34%	40%		40%
Marketing	38		38	30		30	48		47
Technology and content	41		42	44		44	57		58
General and administrative	37		39	26		27	36		36
Percent of Net Sales:									
Fulfillment	12.1%		11.7%	11.5%		11.1%	10.5%		10.2%
Marketing	4.9		4.7	4.2		4.1	3.9		3.8
Technology and content	10.4		9.5	8.8		8.0	7.5		6.8
General and administrative	1.7		1.5	1.5		1.3	1.5		1.3

Operating expenses without stock-based compensation are non-GAAP financial measures. See “Non-GAAP Financial Measures” and Item 8 of Part II, “Financial Statements and Supplementary Data—Note 1—Description of Business and Accounting Policies—Stock-Based Compensation.”

We recorded charges related to Fire phone inventory valuation and supplier commitment costs, substantially all of which, $170 million, was recorded during the third quarter of 2014.

Cost of Sales

Cost of sales consists of the purchase price of consumer products and digital media content where we record revenue gross, including Prime Instant Video, packaging supplies, and inbound and outbound shipping costs, including sortation and delivery centers, and related equipment costs. Shipping costs to receive products from our suppliers are included in our inventory, and recognized as cost of sales upon sale of products to our customers.

The increase in cost of sales in absolute dollars in 2014, 2013, and 2012, compared to the comparable prior year periods, is primarily due to increased product, digital media content, and shipping costs resulting from increased sales, as well as from expansion of digital offerings. The increase in 2014 was also impacted by Fire phone inventory valuation and supplier commitment costs.

Consolidated gross profit and gross margin for each of the periods presented were as follows (in millions):

	Year Ended December 31,		
	2014	2013	2012
Gross profit	$26,236	$20,271	$15,122
Gross margin	29.5 %	27.2 %	24.8 %

Gross margin increased in 2014, compared to the comparable prior year periods, primarily due to service sales increasing as a percentage of total sales. Service sales represent third-party seller fees earned (including commissions) and related shipping fees, digital content subscriptions, and non-retail activities such as AWS, advertising services, and our co-branded credit card agreements.

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We believe that income (loss) from operations is a more meaningful measure than gross profit and gross margin due to the diversity of our product categories and services.

Fulfillment

Fulfillment costs as a percentage of net sales may vary due to several factors, such as payment processing and related transaction costs, our level of productivity and accuracy, changes in volume, size, and weight of units received and fulfilled, timing of fulfillment capacity expansion, the extent we utilize fulfillment services provided by third parties, mix of products and services sold, and our ability to affect customer service contacts per unit by implementing improvements in our operations and enhancements to our customer self-service features. Additionally, because payment processing and fulfillment costs associated with seller transactions are based on the gross purchase price of underlying transactions, and payment processing and related transaction and fulfillment costs are higher as a percentage of sales versus our retail sales, sales by our sellers have higher fulfillment costs as a percent of net sales.

The increase in fulfillment costs in absolute dollars in 2014, 2013, and 2012, compared to the comparable prior year periods, is primarily due to variable costs corresponding with increased physical and digital product and service sales volume, inventory levels, and sales mix; costs from expanding fulfillment capacity; and payment processing and related transaction costs.

We seek to expand our fulfillment capacity to accommodate greater selection and in-stock inventory levels and to meet anticipated shipment volumes from sales of our own products as well as sales by third parties for which we provide the fulfillment services. We evaluate our facility requirements as necessary.

Marketing

We direct customers to our websites primarily through a number of targeted online marketing channels, such as our Associates program, sponsored search, portal advertising, email marketing campaigns, and other initiatives. Our marketing expenses are largely variable, based on growth in sales and changes in rates. To the extent there is increased or decreased competition for these traffic sources, or to the extent our mix of these channels shifts, we would expect to see a corresponding change in our marketing expense.

The increase in marketing costs in absolute dollars in 2014, 2013, and 2012, compared to the comparable prior year periods, is primarily due to increased spending on online marketing channels, such as our sponsored search programs, payroll and related expenses, and television advertising.

While costs associated with Amazon Prime memberships and other shipping offers are not included in marketing expense, we view these offers as effective worldwide marketing tools, and intend to continue offering them indefinitely.

Technology and Content

We seek to efficiently invest in several areas of technology and content such as technology infrastructure, including AWS, expansion of new and existing product categories and offerings, and initiatives to expand our ecosystem of digital products and services, as well as in technology infrastructure so we may continue to enhance the customer experience and improve our process efficiency through rapid technology developments while operating at an ever increasing scale. We expect spending in technology and content to increase over time as we continue to add employees and technology infrastructure. Digital media content where we record revenue gross, including Prime Instant Video, is included in cost of sales.

Technology costs consist principally of research and development activities including payroll and related expenses for employees involved in application, production, maintenance, operation, and platform development for new and existing products and services, as well as AWS and other technology infrastructure expenses.

Content costs consist principally of payroll and related expenses for employees involved in category expansion, editorial content, buying, and merchandising selection.

The increase in technology and content costs in absolute dollars in 2014, 2013, and 2012, compared to the comparable prior year periods, is primarily due to increased spending on technology infrastructure, including AWS, and increases in payroll and related expenses, including those associated with our initiatives to expand our ecosystem of digital products and services. We expect these trends to continue over time as we invest in these areas by increasing payroll

and related expenses and adding technology infrastructure.

For 2014, 2013, and 2012, we capitalized $641 million (including $104 million of stock-based compensation), $581 million (including $87 million of stock-based compensation), and $454 million (including $74 million of stock-based compensation) of costs associated with internal-use software and website development. Amortization of previously capitalized

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amounts was $559 million, $451 million, and $327 million for 2014, 2013, and 2012. A majority of our technology costs are incurred in the U.S., most of which are allocated to our North America segment. Infrastructure, other technology, and operating costs incurred to support AWS are included in technology and content.

General and Administrative

The increase in general and administrative costs in absolute dollars in 2014, 2013, and 2012, compared to the comparable prior year periods, is primarily due to increases in payroll and related expenses and professional service fees.

Stock-Based Compensation

Stock-based compensation was $1.5 billion, $1.1 billion, and $833 million during 2014, 2013, and 2012. The increase in 2014, 2013, and 2012, compared to the comparable prior year periods, is primarily due to an increase in the number of stock-based compensation awards granted to existing and new employees.

Other Operating Expense (Income), Net

Other operating expense (income), net was $133 million, $114 million, and $159 million during 2014, 2013, and 2012, and was primarily related to the amortization of intangible assets.

Income from Operations

For the reasons discussed above, income from operations decreased 76% in 2014, increased 10% in 2013, and decreased 22% in 2012.

Interest Income and Expense

Our interest income was $39 million, $38 million, and $40 million during 2014, 2013, and 2012. We generally invest our excess cash in investment grade short- to intermediate-term fixed income securities and AAA-rated money market funds. Our interest income corresponds with the average balance of invested funds based on the prevailing rates, which vary depending on the geographies and currencies in which they are invested.

The primary components of our interest expense are related to our long-term debt and capital and finance lease arrangements. Interest expense was $210 million, $141 million, and $92 million in 2014, 2013, and 2012.

Our long-term debt was $8.3 billion and $3.2 billion as of December 31, 2014 and 2013. Our other long-term liabilities were $7.4 billion and $4.2 billion as of December 31, 2014 and 2013. See Item 8 of Part II, “Financial Statements and Supplementary Data—Note 6—Long-Term Debt and Note 7—Other Long-Term Liabilities” for additional information.

Other Income (Expense), Net

Other income (expense), net was $(118) million, $(136) million, and $(80) million during 2014, 2013, and 2012. The primary component of other income (expense), net is related to foreign-currency gains (losses).

Income Taxes

Our effective tax rate is subject to significant variation due to several factors, including variability in our pre-tax and taxable income and loss and the mix of jurisdictions to which they relate, changes in how we do business, acquisitions (including integrations) and investments, audit-related developments, foreign currency gains (losses), changes in law, regulations, and administrative practices, and relative changes of expenses or losses for which tax benefits are not recognized. Additionally, our effective tax rate can be more or less volatile based on the amount of pre-tax income or loss. For example, the impact of discrete items and non-deductible expenses on our effective tax rate is greater when our pre-tax income is lower.

We recorded a provision for income taxes of $167 million, $161 million, and $428 million in 2014, 2013, and 2012. Our provision for income taxes in 2014 was higher than in 2013 primarily due to the increased losses in certain foreign subsidiaries for which we may not realize a tax benefit and audit-related developments, partially offset by the favorable impact of earnings in lower tax rate jurisdictions. Losses for which we may not realize a related tax benefit reduce our pre-tax income without a corresponding reduction in our tax expense, and therefore increase our effective tax rate. We have recorded valuation allowances against the deferred tax assets associated with losses for which we may not realize a related tax benefit. Income earned in lower tax jurisdictions is primarily related to our European operations, which are headquartered in Luxembourg.

In 2013, our provision for income taxes was lower than in 2012 primarily due to a decline in the proportion of our losses for which we may not realize a related tax benefit, the favorable impact of earnings in lower tax rate jurisdictions, and the

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retroactive extension in 2013 of the U.S. federal research and development credit to 2012. In 2013, we recognized tax benefits for a greater proportion of losses for which we may not realize a tax benefit, primarily due to losses of certain foreign subsidiaries, as compared to 2012. The favorable impact of earnings in lower tax rate jurisdictions was primarily related to our European operations.

We have tax benefits relating to excess stock-based compensation deductions and accelerated depreciation deductions that are being utilized to reduce our U.S. taxable income. In December 2014, U.S. legislation was enacted providing a one year extension of accelerated depreciation deductions on qualifying property and the U.S. federal research and development credit through December 31, 2014. As of December 31, 2014, our federal net operating loss carryforward was approximately $1.9 billion and we had approximately $443 million of federal tax credits potentially available to offset future tax liabilities. Our federal tax credits are primarily related to the U.S. federal research and development credit, which expired in 2014.

See Item 8 of Part II, “Financial Statements and Supplementary Data-Note 11-Income Taxes” for additional information.

Equity-Method Investment Activity, Net of Tax

Equity-method investment activity, net of tax, was $37 million, $(71) million, and $(155) million in 2014, 2013, and 2012. Details of the activity are provided below (in millions):

	Year Ended December 31,		
	2014	2013	2012
Equity in earnings (loss) of LivingSocial:			
Impairment charges recorded by LivingSocial	$—	$(12)	$(170)
Gain on existing equity interests, LivingSocial acquisitions	—	—	75
Operating and other earnings (losses) (1)	36	(58)	(96)
Total equity in earnings (loss) of LivingSocial	36	(70)	(191)
Other equity-method investment activity:			
Amazon dilution gains on LivingSocial investment	—	—	37
Other, net	1	(1)	(1)
Total other equity-method investment activity	1	(1)	36
Equity-method investment activity, net of tax	$37	$(71)	$(155)

(1) Includes a $65 million gain related to LivingSocial’s disposal of its Korean operations in the first quarter of 2014.

Effect of Foreign Exchange Rates

The effect on our consolidated statements of operations from changes in foreign exchange rates versus the U.S. Dollar is as follows (in millions):

	Year Ended December 31, 2014			Year Ended December 31, 2013			Year Ended December 31, 2012		
	At Prior Year Rates (1)	Exchange Rate Effect (2)	As Reported	At Prior Year Rates (1)	Exchange Rate Effect (2)	As Reported	At Prior Year Rates (1)	Exchange Rate Effect (2)	As Reported
Net sales	$89,624	$ (636)	$88,988	$75,736	$(1,284)	$74,452	$61,947	$ (854)	$61,093
Operating expenses	89,466	(656)	88,810	74,962	(1,255)	73,707	61,257	(840)	60,417
Income (loss) from operations	158	20	178	774	(29)	745	690	(14)	676

(1)

Represents the outcome that would have resulted had foreign exchange rates in the reported period been the same as those in effect in the comparable prior year period for operating results.

(2) Represents the increase or decrease in reported amounts resulting from changes in foreign exchange rates from those in effect in the comparable prior year period for operating results.

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Non-GAAP Financial Measures

Regulation G, Conditions for Use of Non-GAAP Financial Measures, and other SEC regulations define and prescribe the conditions for use of certain non-GAAP financial information. Our measures of "Free cash flow," operating expenses with and without stock-based compensation, and the effect of foreign exchange rates on our consolidated statements of operations, meet the definition of non-GAAP financial measures.

We provide multiple measures of free cash flow, and ratios based on them, because we believe these measures provide additional perspective on the impact of acquiring property and equipment with cash and through capital and finance leases.

Free cash flow is cash flow from operations reduced by "Purchases of property and equipment, including internal-use software and website development," which are included in cash flow from investing activities. The following is a reconciliation of free cash flow to the most comparable GAAP cash flow measure, "Net cash provided by (used in) operating activities," for 2014, 2013, and 2012 (in millions):

	Year Ended December 31,		
	2014	2013	2012
Net cash provided by (used in) operating activities	$6,842	$5,475	$4,180
Purchases of property and equipment, including internal-use software and website development	(4,893)	(3,444)	(3,785)
Free cash flow	$1,949	$2,031	$395
Net cash provided by (used in) investing activities	$(5,065)	$(4,276)	$(3,595)
Net cash provided by (used in) financing activities	$4,432	$(539)	$2,259

Free cash flow less lease principal repayments is free cash flow reduced by "Principal repayments of capital lease obligations," and "Principal repayments of finance lease obligations," which are included in cash flow from financing activities. The following is a reconciliation of free cash flow less lease principal repayments to the most comparable GAAP cash flow measure, "Net cash provided by (used in) operating activities," for 2014, 2013, and 2012 (in millions):

	Year Ended December 31,		
	2014	2013	2012
Net cash provided by (used in) operating activities	$6,842	$5,475	$4,180
Purchases of property and equipment, including internal-use software and website development	(4,893)	(3,444)	(3,785)
Principal repayments of capital lease obligations	(1,285)	(775)	(486)
Principal repayments of finance lease obligations	(135)	(5)	(20)
Free cash flow less lease principal repayments	$529	$1,251	$(111)
Net cash provided by (used in) investing activities	$(5,065)	$(4,276)	$(3,595)
Net cash provided by (used in) financing activities	$4,432	$(539)	$2,259

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Free cash flow less finance principal lease repayments and capital acquired under capital leases is free cash flow reduced by "Principal repayments of finance lease obligations," which are included in cash flow from financing activities, and property and equipment acquired under capital leases. In this measure, property and equipment acquired under capital leases is reflected as if these assets had been acquired with cash. The following is a reconciliation of free cash flow less finance principal lease repayments and capital acquired under capital leases to the most comparable GAAP cash flow measure, "Net cash provided by (used in) operating activities," for 2014, 2013, and 2012 (in millions):

	Year Ended December 31,		
	2014	2013	2012
Net cash provided by (used in) operating activities	$6,842	$5,475	$4,180
Purchases of property and equipment, including internal-use software and website development	(4,893)	(3,444)	(3,785)
Property and equipment acquired under capital leases	(4,008)	(1,867)	(802)
Principal repayments of finance lease obligations	(135)	(5)	(20)
Free cash flow less finance principal lease repayments and capital acquired under capital leases	$(2,194)	$159	$(427)
Net cash provided by (used in) investing activities	$(5,065)	$(4,276)	$(3,595)
Net cash provided by (used in) financing activities	$4,432	$(539)	$2,259

All of these free cash flow measures have limitations as they omit certain components of the overall cash flow statement and do not represent the residual cash flow available for discretionary expenditures. For example, these measures of free cash flow do not incorporate the portion of payments representing principal reductions of debt or cash payments for business acquisitions. Additionally, our mix of property and equipment acquisitions with cash or other financing options may change over time. Therefore, we believe it is important to view free cash flow measures only as a complement to our entire consolidated statements of cash flows.

Operating expenses with and without stock-based compensation is provided to show the impact of stock-based compensation, which is non-cash and excluded from our internal operating plans and measurement of financial performance (although we consider the dilutive impact to our shareholders when awarding stock-based compensation and value such awards accordingly). In addition, unlike other centrally-incurred operating costs, stock-based compensation is not allocated to segment results and therefore excluding it from operating expenses is consistent with our segment presentation in our footnotes to the consolidated financial statements.

Operating expenses without stock-based compensation has limitations since it does not include all expenses primarily related to our workforce. More specifically, if we did not pay out a portion of our compensation in the form of stock-based compensation, our cash salary expense included in the "Fulfillment," "Marketing," "Technology and content," and "General and administrative" line items would be higher.

Information regarding the effect of foreign exchange rates, versus the U.S. Dollar, on our consolidated statements of operations is provided to show reported period operating results had the foreign exchange rates remained the same as those in effect in the comparable prior year period.

Guidance

We provided guidance on January 29, 2015, in our earnings release furnished on Form 8-K as set forth below. These forward-looking statements reflect Amazon.com's expectations as of January 29, 2015, and are subject to substantial uncertainty. Our results are inherently unpredictable and may be materially affected by many factors, such as fluctuations in foreign exchange rates, changes in global economic conditions and consumer spending, world events, the rate of growth of the Internet and online commerce, as well as those outlined in Item 1A of Part I, "Risk Factors."

First Quarter 2015 Guidance

- Net sales are expected to be between $20.9 billion and $22.9 billion, or to grow between 6% and 16% compared with first quarter 2014.
- Operating income (loss) is expected to be between $(450) million and $50 million, compared to $146 million in first quarter 2014.
-

This guidance includes approximately $450 million for stock-based compensation and amortization of intangible assets, and it assumes, among other things, that no additional business acquisitions, investments, restructurings, or legal settlements are concluded and that there are no further revisions to stock-based compensation estimates.

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Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk for the effect of interest rate changes, foreign currency fluctuations, and changes in the market values of our investments. Information relating to quantitative and qualitative disclosures about market risk is set forth below and in Item 7 of Part II, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources."

Interest Rate Risk

Our exposure to market risk for changes in interest rates relates primarily to our investment portfolio and our long-term debt. Our long-term debt is carried at amortized cost and fluctuations in interest rates do not impact our consolidated financial statements. However, the fair value of our debt, on which we pay interest at a fixed rate, will generally fluctuate with movements of interest rates, increasing in periods of declining rates of interest and declining in periods of increasing rates of interest. All of our cash equivalent and marketable fixed income securities are designated as available-for-sale and, accordingly, are presented at fair value on our consolidated balance sheets. We generally invest our excess cash in investment grade short- to intermediate-term fixed income securities and AAA-rated money market funds. Fixed income securities may have their fair market value adversely affected due to a rise in interest rates, and we may suffer losses in principal if forced to sell securities that have declined in market value due to changes in interest rates.

The following table provides information about our current and long-term cash equivalent and marketable fixed income securities, including principal cash flows by expected maturity and the related weighted average interest rates as of December 31, 2014 (in millions, except percentages):

	2015	2016	2017	2018	2019	Thereafter	Total	Estimated Fair Value as of December 31, 2014
Money market funds	$10,718	$—	$—	$—	$—	$—	$10,718	$10,718
Weighted average interest rate	0.09 %	— %	— %	— %	— %	— %	0.09 %	
Corporate debt securities	85	131	154	22	—	—	392	401
Weighted average interest rate	1.05 %	1.05 %	1.48 %	1.65 %	— %	— %	1.25 %	
U.S. government and agency securities	1,865	342	156	19	1	—	2,383	2,406
Weighted average interest rate	0.33 %	0.79 %	1.11 %	1.91 %	2.17 %	— %	0.46 %	
Asset backed securities	19	43	7	—	—	—	69	69
Weighted average interest rate	0.64 %	0.95 %	1.10 %	— %	— %	— %	0.88 %	
Foreign government and agency securities	1	27	49	—	—	—	77	80
Weighted average interest rate	0.04 %	0.05 %	— %	— %	— %	— %	0.02 %	
Other securities	12	10	7	4	—	—	33	33
Weighted average interest rate	0.48 %	1.01 %	1.23 %	0.57 %	— %	— %	0.81 %	
Cash equivalent and marketable fixed income	$12,700	$553	$373	$45	$1	$—	$13,672	$13,707

securities

As of December 31, 2014, we had $9.9 billion of debt, including the current portion, primarily consisting of the following fixed rate unsecured debt (in millions):

0.65% Notes due on November 27, 2015	$750
1.20% Notes due on November 29, 2017	$1,000
2.50% Notes due on November 29, 2022	$1,250
2.60% Notes due on December 5, 2019	$1,000
3.30% Notes due on December 5, 2021	$1,000
3.80% Notes due on December 5, 2024	$1,250
4.80% Notes due on December 5, 2034	$1,250
4.95% Notes due on December 5, 2044	$1,500

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The fair value of our debt will fluctuate with movements of interest rates, increasing in periods of declining rates of interest and declining in periods of increasing rates of interest. Based upon quoted market prices and Level 2 inputs, the fair value of our total debt was $10.0 billion as of December 31, 2014.

Foreign Exchange Risk

During 2014, net sales from our International segment accounted for 38% of our consolidated revenues. Net sales and related expenses generated from our internationally focused websites, as well as those relating to www.amazon.ca and www.amazon.com.mx (which are included in our North America segment), are denominated in the functional currencies of the corresponding websites and primarily include British Pounds, Chinese Yuan, Euros, and Japanese Yen. The results of operations of, and certain of our intercompany balances associated with, our internationally-focused websites are exposed to foreign exchange rate fluctuations. Upon consolidation, as foreign exchange rates vary, net sales and other operating results may differ materially from expectations, and we may record significant gains or losses on the remeasurement of intercompany balances. For example, as a result of fluctuations in foreign exchange rates during 2014, International segment revenues decreased $580 million in comparison with the prior year.

We have foreign exchange risk related to foreign-denominated cash, cash equivalents, and marketable securities ("foreign funds"). Based on the balance of foreign funds as of December 31, 2014, of $5.4 billion, an assumed 5%, 10%, and 20% adverse change to foreign exchange would result in fair value declines of $270 million, $535 million, and $1.1 billion. All investments are classified as "available-for-sale." Fluctuations in fair value are recorded in "Accumulated other comprehensive loss," a separate component of stockholders' equity.

We have foreign exchange risk related to our intercompany balances denominated in various foreign currencies. Based on the intercompany balances as of December 31, 2014, an assumed 5%, 10%, and 20% adverse change to foreign exchange would result in losses of $145 million, $310 million, and $700 million, recorded to "Other income (expense), net."

See Item 7 of Part II, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations—Effect of Foreign Exchange Rates" for additional information on the effect on reported results of changes in foreign exchange rates.

Investment Risk

As of December 31, 2014, our recorded basis in equity investments was $209 million. These investments primarily relate to equity-method and cost-method investments in private companies. We review our investments for impairment when events and circumstances indicate that the decline in fair value of such assets below the carrying value is other-than-temporary. Our analysis includes review of recent operating results and trends, recent sales/acquisitions of the investee securities, and other publicly available data. The current global economic climate provides additional uncertainty. Valuations of private companies are inherently more complex due to the lack of readily available market data. As such, we believe that market sensitivities are not practicable.

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Item 8. Financial Statements and Supplementary Data

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders

Amazon.com, Inc.

We have audited the accompanying consolidated balance sheets of Amazon.com, Inc. as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2014. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Amazon.com, Inc. at December 31, 2014 and 2013, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2014, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Amazon.com, Inc.'s internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated January 29, 2015 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Seattle, Washington

January 29, 2015

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AMAZON.COM, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)

	Year Ended December 31,		
	2014	2013	2012
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	$8,658	$8,084	$5,269
OPERATING ACTIVITIES:			
Net income (loss)	(241)	274	(39)
Adjustments to reconcile net income (loss) to net cash from operating activities:			
Depreciation of property and equipment, including internal-use software and website development, and other amortization	4,746	3,253	2,159
Stock-based compensation	1,497	1,134	833
Other operating expense (income), net	129	114	154
Losses (gains) on sales of marketable securities, net	(3)	1	(9)
Other expense (income), net	62	166	253
Deferred income taxes	(316)	(156)	(265)
Excess tax benefits from stock-based compensation	(6)	(78)	(429)
Changes in operating assets and liabilities:			
Inventories	(1,193)	(1,410)	(999)
Accounts receivable, net and other	(1,039)	(846)	(861)
Accounts payable	1,759	1,888	2,070
Accrued expenses and other	706	736	1,038
Additions to unearned revenue	4,433	2,691	1,796
Amortization of previously unearned revenue	(3,692)	(2,292)	(1,521)
Net cash provided by (used in) operating activities	6,842	5,475	4,180
INVESTING ACTIVITIES:			
Purchases of property and equipment, including internal-use software and website development	(4,893)	(3,444)	(3,785)
Acquisitions, net of cash acquired, and other	(979)	(312)	(745)
Sales and maturities of marketable securities and other investments	3,349	2,306	4,237
Purchases of marketable securities and other investments	(2,542)	(2,826)	(3,302)
Net cash provided by (used in) investing activities	(5,065)	(4,276)	(3,595)
FINANCING ACTIVITIES:			
Excess tax benefits from stock-based compensation	6	78	429
Common stock repurchased	—	—	(960)
Proceeds from long-term debt and other	6,359	394	3,378
Repayments of long-term debt	(513)	(231)	(82)
Principal repayments of capital lease obligations	(1,285)	(775)	(486)
Principal repayments of finance lease obligations	(135)	(5)	(20)
Net cash provided by (used in) financing activities	4,432	(539)	2,259
Foreign-currency effect on cash and cash equivalents	(310)	(86)	(29)
Net increase (decrease) in cash and cash equivalents	5,899	574	2,815
CASH AND CASH EQUIVALENTS, END OF PERIOD	$14,557	$8,658	$8,084
SUPPLEMENTAL CASH FLOW INFORMATION:			
Cash paid for interest on long-term debt	$91	$97	$31
Cash paid for income taxes (net of refunds)	177	169	112
Property and equipment acquired under capital leases	4,008	1,867	802

Property and equipment acquired under build-to-suit leases	920	877	29

See accompanying notes to consolidated financial statements.

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AMAZON.COM, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in millions, except per share data)

	Year Ended December 31,		
	2014	2013	2012
Net product sales	$70,080	$60,903	$51,733
Net service sales	18,908	13,549	9,360
Total net sales	88,988	74,452	61,093
Operating expenses (1):			
Cost of sales	62,752	54,181	45,971
Fulfillment	10,766	8,585	6,419
Marketing	4,332	3,133	2,408
Technology and content	9,275	6,565	4,564
General and administrative	1,552	1,129	896
Other operating expense (income), net	133	114	159
Total operating expenses	88,810	73,707	60,417
Income from operations	178	745	676
Interest income	39	38	40
Interest expense	(210)	(141)	(92)
Other income (expense), net	(118)	(136)	(80)
Total non-operating income (expense)	(289)	(239)	(132)
Income (loss) before income taxes	(111)	506	544
Provision for income taxes	(167)	(161)	(428)
Equity-method investment activity, net of tax	37	(71)	(155)
Net income (loss)	$(241)	$274	$(39)
Basic earnings per share	$(0.52)	$0.60	$(0.09)
Diluted earnings per share	$(0.52)	$0.59	$(0.09)
Weighted average shares used in computation of earnings per share:			
Basic	462	457	453
Diluted	462	465	453

(1) Includes stock-based compensation as follows:

Fulfillment	$375	$294	$212
Marketing	125	88	61
Technology and content	804	603	434
General and administrative	193	149	126

See accompanying notes to consolidated financial statements.

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AMAZON.COM, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in millions)

	Year Ended December 31,		
	2014	2013	2012
Net income (loss)	$(241)	$274	$(39)
Other comprehensive income (loss):			
Foreign currency translation adjustments, net of tax of $(3), $(20), and $(30)	(325)	63	76
Net change in unrealized gains on available-for-sale securities:			
Unrealized gains (losses), net of tax of $1, $3, and $(3)	2	(10)	8
Reclassification adjustment for losses (gains) included in “Other income (expense), net,” net of tax of $(1), $(1), and $3	(3)	1	(7)
Net unrealized gains (losses) on available-for-sale securities	(1)	(9)	1
Total other comprehensive income (loss)	(326)	54	77
Comprehensive income (loss)	$(567)	$328	$38

See accompanying notes to consolidated financial statements.

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AMAZON.COM, INC.
CONSOLIDATED BALANCE SHEETS
(in millions, except per share data)

	December 31,	
	2014	2013
ASSETS		
Current assets:		
Cash and cash equivalents	$14,557	$8,658
Marketable securities	2,859	3,789
Inventories	8,299	7,411
Accounts receivable, net and other	5,612	4,767
Total current assets	31,327	24,625
Property and equipment, net	16,967	10,949
Goodwill	3,319	2,655
Other assets	2,892	1,930
Total assets	$54,505	$40,159
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$16,459	$15,133
Accrued expenses and other	9,807	6,688
Unearned revenue	1,823	1,159
Total current liabilities	28,089	22,980
Long-term debt	8,265	3,191
Other long-term liabilities	7,410	4,242
Commitments and contingencies (Note 8)		
Stockholders' equity:		
Preferred stock, $0.01 par value:		
Authorized shares — 500		
Issued and outstanding shares — none	—	—
Common stock, $0.01 par value:		
Authorized shares — 5,000		
Issued shares — 488 and 483		
Outstanding shares — 465 and 459	5	5
Treasury stock, at cost	(1,837)	(1,837)
Additional paid-in capital	11,135	9,573
Accumulated other comprehensive loss	(511)	(185)
Retained earnings	1,949	2,190
Total stockholders' equity	10,741	9,746
Total liabilities and stockholders' equity	$54,505	$40,159

See accompanying notes to consolidated financial statements.

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AMAZON.COM, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in millions)

	Common Stock						
	Shares	Amount	Treasury Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Stockholders' Equity
Balance as of January 1, 2012	455	$5	$(877)	$6,990	$ (316)	$1,955	$ 7,757
Net loss	—	—	—	—	—	(39)	(39)
Other comprehensive income	—	—	—	—	77	—	77
Exercise of common stock options	4	—	—	8	—	—	8
Repurchase of common stock	(5)	—	(960)	—	—	—	(960)
Excess tax benefits from stock-based compensation	—	—	—	429	—	—	429
Stock-based compensation and issuance of employee benefit plan stock	—	—	—	854	—	—	854
Issuance of common stock for acquisition activity	—	—	—	66	—	—	66
Balance as of December 31, 2012	454	5	(1,837)	8,347	(239)	1,916	8,192
Net income	—	—	—	—	—	274	274
Other comprehensive income	—	—	—	—	54	—	54
Exercise of common stock options	5	—	—	4	—	—	4
Repurchase of common stock	—	—	—	—	—	—	—
Excess tax benefits from stock-based compensation	—	—	—	73	—	—	73
Stock-based compensation and issuance of employee benefit plan stock	—	—	—	1,149	—	—	1,149
Balance as of December 31, 2013	459	5	(1,837)	9,573	(185)	2,190	9,746
Net loss	—	—	—	—	—	(241)	(241)
Other comprehensive loss	—	—	—	—	(326)	—	(326)
Exercise of common stock options	6	—	—	2	—	—	2
Excess tax benefits from stock-based compensation	—	—	—	6	—	—	6
Stock-based compensation and issuance of employee benefit plan stock	—	—	—	1,510	—	—	1,510
Issuance of common stock for acquisition activity	—	—	—	44	—	—	44

Balance as of December 31, 2014	465	$5	$(1,837)	$11,135	$ (511)	$1,949	$ 10,741

See accompanying notes to consolidated financial statements.

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AMAZON.COM, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1—DESCRIPTION OF BUSINESS AND ACCOUNTING POLICIES

Description of Business

Amazon.com opened its virtual doors on the World Wide Web in July 1995. We seek to be Earth's most customer-centric company. In each of our two geographic segments, we serve our primary customer sets, consisting of consumers, sellers, enterprises, and content creators. We serve consumers through our retail websites and focus on selection, price, and convenience. We also manufacture and sell electronic devices. We offer programs that enable sellers to sell their products on our websites and their own branded websites and to fulfill orders through us, and programs that allow authors, musicians, filmmakers, app developers, and others to publish and sell content. We serve developers and enterprises of all sizes through AWS, which provides access to technology infrastructure that enables virtually any type of business. In addition, we provide services, such as advertising services and co-branded credit card agreements.

We have organized our operations into two segments: North America and International. See "Note 12—Segment Information."

Prior Period Reclassifications

Certain prior period amounts have been reclassified to conform to the current period presentation, including the expanded presentation of "Net cash provided by (used in) financing activities" on our consolidated statements of cash flows and components of the provision for income taxes in "Note 11—Income Taxes."

Principles of Consolidation

The consolidated financial statements include the accounts of Amazon.com, Inc., its wholly-owned subsidiaries, and those entities in which we have a variable interest and of which we are the primary beneficiary (collectively, the "Company"). Intercompany balances and transactions between consolidated entities are eliminated.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent liabilities in the consolidated financial statements and accompanying notes. Estimates are used for, but not limited to, determining the selling price of products and services in multiple element revenue arrangements and determining the lives of these elements, incentive discount offers, sales returns, vendor funding, stock-based compensation forfeiture rates, income taxes, valuation and impairment of investments, inventory valuation and inventory purchase commitments, collectability of receivables, valuation of acquired intangibles and goodwill, depreciable lives of property and equipment, internal-use software and website development costs, acquisition purchase price allocations, investments in equity interests, and contingencies. Actual results could differ materially from those estimates.

Earnings per Share

Basic earnings per share is calculated using our weighted-average outstanding common shares. Diluted earnings per share is calculated using our weighted-average outstanding common shares including the dilutive effect of stock awards as determined under the treasury stock method. In periods when we have a net loss, stock awards of 17 million and 15 million in 2014 and 2012, were excluded as their inclusion would have an antidilutive effect.

The following table shows the calculation of diluted shares (in millions):

	Year Ended December 31,		
	2014	2013	2012
Shares used in computation of basic earnings per share	462	457	453
Total dilutive effect of outstanding stock awards	—	8	—
Shares used in computation of diluted earnings per share	462	465	453

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Revenue

We recognize revenue from product sales or services rendered when the following four criteria are met: persuasive evidence of an arrangement exists, delivery has occurred or service has been rendered, the selling price is fixed or determinable, and collectability is reasonably assured. Revenue arrangements with multiple deliverables are divided into separate units and revenue is allocated using estimated selling prices if we do not have vendor-specific objective evidence or third-party evidence of the selling prices of the deliverables. We allocate the arrangement price to each of the elements based on the relative selling prices of each element. Estimated selling prices are management's best estimates of the prices that we would charge our customers if we were to sell the standalone elements separately and include considerations of customer demand, prices charged by us and others for similar deliverables, and the price if largely based on the cost of producing the product or service.

Sales of our digital devices, including Kindle e-readers, Fire tablets, Fire TVs, Echo, and Fire phones, are considered arrangements with multiple deliverables, consisting of the device, undelivered software upgrades and/or undelivered non-software services such as cloud storage and free trial memberships to other services. The revenue allocated to the device, which is the substantial portion of the total sale price, and related costs are generally recognized upon delivery. Revenue related to undelivered software upgrades and/or undelivered non-software services is deferred and recognized generally on a straight-line basis over the estimated period the software upgrades and non-software services are expected to be provided for each of these devices.

Sales of Amazon Prime memberships are also considered arrangements with multiple deliverables, including shipping benefits, Prime Instant Video, Prime Music, Prime Photo, and access to the Kindle Owners' Lending Library. The revenue related to the deliverables is amortized over the life of the membership based on the estimated delivery of services. Amazon Prime membership fees are allocated between product sales and service sales. Costs to deliver Amazon Prime benefits are recognized as cost of sales as incurred. As we add more benefits to the Prime membership, we will update the method of determining the estimated selling prices of each element as well as the allocation of Prime membership fees.

We evaluate whether it is appropriate to record the gross amount of product sales and related costs or the net amount earned as commissions. Generally, when we are primarily obligated in a transaction, are subject to inventory risk, have latitude in establishing prices and selecting suppliers, or have several but not all of these indicators, revenue is recorded at the gross sale price. We generally record the net amounts as commissions earned if we are not primarily obligated and do not have latitude in establishing prices. Such amounts earned are determined using a fixed percentage, a fixed-payment schedule, or a combination of the two.

Product sales represent revenue from the sale of products and related shipping fees and digital media content where we record revenue gross. Product sales and shipping revenues, net of promotional discounts, rebates, and return allowances, are recorded when the products are shipped and title passes to customers. Retail sales to customers are made pursuant to a sales contract that provides for transfer of both title and risk of loss upon our delivery to the carrier. Amazon's electronic devices sold through retailers are recognized at the point of sale to consumers.

Service sales represent third-party seller fees earned (including commissions) and related shipping fees, digital content subscriptions, and non-retail activities such as AWS, advertising services, and our co-branded credit card agreements. Service sales, net of promotional discounts and return allowances, are recognized when service has been rendered.

Return allowances, which reduce revenue, are estimated using historical experience. Allowance for returns was $147 million, $167 million, and $198 million as of December 31, 2014, 2013, and 2012. Additions to the allowance were $1.1 billion, $907 million, and $702 million, and deductions to the allowance were $1.1 billion, $938 million, and $659 million as of December 31, 2014, 2013, and 2012. Revenue from product sales and services rendered is recorded net of sales and consumption taxes. Additionally, we periodically provide incentive offers to our customers to encourage purchases. Such offers include current discount offers, such as percentage discounts off current purchases, inducement offers, such as offers for future discounts subject to a minimum current purchase, and other similar offers. Current discount offers, when accepted by our customers, are treated as a reduction to the purchase price of the related transaction, while inducement offers, when accepted by our customers, are treated as a reduction to purchase price based on estimated future redemption rates. Redemption rates are estimated using our historical experience for similar

inducement offers. Current discount offers and inducement offers are presented as a net amount in “Total net sales.”

Cost of Sales

Cost of sales consists of the purchase price of consumer products and digital media content where we record revenue gross, including Prime Instant Video, packaging supplies, and inbound and outbound shipping costs, including sortation and delivery centers, and related equipment costs. Shipping costs to receive products from our suppliers are included in our inventory, and recognized as cost of sales upon sale of products to our customers. Payment processing and related transaction

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costs, including those associated with seller transactions, are classified in “Fulfillment” on our consolidated statements of operations.

Vendor Agreements

We have agreements with our vendors to receive funds for cooperative marketing efforts, promotions, and volume rebates. We generally consider amounts received from vendors to be a reduction of the prices we pay for their goods or services, and therefore record those amounts as a reduction of the cost of inventory or cost of services. Vendor rebates are typically dependent upon reaching minimum purchase thresholds. We evaluate the likelihood of reaching purchase thresholds using past experience and current year forecasts. When volume rebates can be reasonably estimated, we record a portion of the rebate as we make progress towards the purchase threshold.

When we receive direct reimbursements for costs incurred by us in advertising the vendor’s product or service, the amount we receive is recorded as an offset to “Marketing” on our consolidated statements of operations.

Fulfillment

Fulfillment costs represent those costs incurred in operating and staffing our fulfillment and customer service centers, including costs attributable to buying, receiving, inspecting, and warehousing inventories; picking, packaging, and preparing customer orders for shipment; payment processing and related transaction costs, including costs associated with our guarantee for certain seller transactions; responding to inquiries from customers; and supply chain management for our manufactured electronic devices. Fulfillment costs also include amounts paid to third parties that assist us in fulfillment and customer service operations.

Marketing

Marketing costs consist primarily of targeted online advertising, television advertising, public relations expenditures, and payroll and related expenses for personnel engaged in marketing, business development, and selling activities. We pay commissions to participants in our Associates program when their customer referrals result in product sales and classify such costs as “Marketing” on our consolidated statements of operations. We also participate in cooperative advertising arrangements with certain of our vendors, and other third parties.

Advertising and other promotional costs are expensed as incurred and were $3.3 billion, $2.4 billion, and $2.0 billion in 2014, 2013, and 2012. Prepaid advertising costs were not significant as of December 31, 2014 and 2013.

Technology and Content

Technology costs consist principally of research and development activities including payroll and related expenses for employees involved in application, production, maintenance, operation, and platform development for new and existing products and services, as well as AWS and other technology infrastructure expenses.

Content costs consist principally of payroll and related expenses for employees involved in category expansion, editorial content, buying, and merchandising selection.

Technology and content costs are expensed as incurred, except for certain costs relating to the development of internal-use software and website development, including software used to upgrade and enhance our websites and applications supporting our business, which are capitalized and amortized over two years.

General and Administrative

General and administrative expenses consist of payroll and related expenses for employees involved in general corporate functions, including accounting, finance, tax, legal, and human resources, among others; costs associated with use by these functions of facilities and equipment, such as depreciation expense and rent; professional fees and litigation costs; and other general corporate costs.

Stock-Based Compensation

Compensation cost for all stock awards expected to vest is measured at fair value on the date of grant and recognized over the service period. The fair value of restricted stock units is determined based on the number of shares granted and the quoted price of our common stock and the fair value of stock options are estimated on the date of grant using a Black-Scholes model. Such value is recognized as expense over the service period, net of estimated forfeitures, using the accelerated method. The estimated number of stock awards that will ultimately vest requires judgment, and to the extent actual results or updated

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estimates differ from our current estimates, such amounts will be recorded as a cumulative adjustment in the period estimates are revised. We consider many factors when estimating expected forfeitures, including employee classification, economic environment, and historical experience.

Other Operating Expense (Income), Net

Other operating expense (income), net, consists primarily of intangible asset amortization expense and expenses related to legal settlements.

Other Income (Expense), Net

Other income (expense), net, consists primarily of foreign currency losses of $(127) million, $(137) million, and $(95) million in 2014, 2013, and 2012, and realized gains and losses on marketable securities sales of $3 million, $(1) million, and $10 million in 2014, 2013, and 2012.

Income Taxes

Income tax expense includes U.S. (federal and state) and foreign income taxes. Except as required under U.S. tax laws, we do not provide for U.S. taxes on our undistributed earnings of foreign subsidiaries that have not been previously taxed since we intend to invest such undistributed earnings indefinitely outside of the U.S. If our intent changes or if these funds are needed for our U.S. operations, we would be required to accrue or pay U.S. taxes on some or all of these undistributed earnings and our effective tax rate would be adversely affected. Undistributed earnings of foreign subsidiaries that are indefinitely invested outside of the U.S were $2.5 billion as of December 31, 2014. Determination of the unrecognized deferred tax liability that would be incurred if such amounts were repatriated is not practicable.

Deferred income tax balances reflect the effects of temporary differences between the carrying amounts of assets and liabilities and their tax bases and are stated at enacted tax rates expected to be in effect when taxes are actually paid or recovered.

Deferred tax assets are evaluated for future realization and reduced by a valuation allowance to the extent we believe they will not be realized. We consider many factors when assessing the likelihood of future realization of our deferred tax assets, including our recent cumulative earnings experience and expectations of future taxable income and capital gains by taxing jurisdiction, the carry-forward periods available to us for tax reporting purposes, and other relevant factors. We allocate our valuation allowance to current and long-term deferred tax assets on a pro-rata basis.

We utilize a two-step approach to recognizing and measuring uncertain income tax positions (tax contingencies). The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes. The second step is to measure the tax benefit as the largest amount which is more than 50% likely of being realized upon ultimate settlement. We consider many factors when evaluating our tax positions and estimating our tax benefits, which may require periodic adjustments and which may not accurately forecast actual outcomes. We include interest and penalties related to our tax contingencies in income tax expense.

Fair Value of Financial Instruments

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. To increase the comparability of fair value measures, the following hierarchy prioritizes the inputs to valuation methodologies used to measure fair value:

Level 1—Valuations based on quoted prices for identical assets and liabilities in active markets.

Level 2—Valuations based on observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data.

Level 3—Valuations based on unobservable inputs reflecting our own assumptions, consistent with reasonably available assumptions made by other market participants. These valuations require significant judgment.

For our cash, cash equivalents, or marketable securities, we measure the fair value of money market funds and equity securities based on quoted prices in active markets for identical assets or liabilities. All other financial instruments were valued either based on recent trades of securities in inactive markets or based on quoted market prices of similar instruments and other significant inputs derived from or corroborated by observable market data. We did not hold any

cash, cash equivalents, or marketable securities categorized as Level 3 assets as of December 31, 2014, or December 31, 2013.

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As part of entering into commercial agreements, we often obtain equity warrant assets giving us the right to acquire stock primarily in private companies. We record these assets in "Other assets" on the accompanying consolidated balance sheets. Equity warrant assets are classified as Level 3 assets, and the balances and related activity for our equity warrant assets were not significant for the periods ended December 31, 2014, 2013, and 2012.

Cash and Cash Equivalents

We classify all highly liquid instruments with an original maturity of three months or less at the time of purchase as cash equivalents.

Inventories

Inventories, consisting of products available for sale, are primarily accounted for using the FIFO method, and are valued at the lower of cost or market value. This valuation requires us to make judgments, based on currently-available information, about the likely method of disposition, such as through sales to individual customers, returns to product vendors, or liquidations, and expected recoverable values of each disposition category.

We provide Fulfillment by Amazon services in connection with certain of our sellers' programs. Third-party sellers maintain ownership of their inventory, regardless of whether fulfillment is provided by us or the third-party sellers, and therefore these products are not included in our inventories.

We also purchase electronic device components from a variety of suppliers and use several contract manufacturers to provide manufacturing services for our products. During the normal course of business, in order to manage manufacturing lead times and help ensure adequate component supply, we enter into agreements with contract manufacturers and suppliers. A portion of our reported purchase commitments arising from these agreements consists of firm, non-cancellable commitments. These commitments are based on forecasted customer demand. If we reduce these commitments, we may incur additional costs.

Accounts Receivable, Net and Other

Included in "Accounts receivable, net and other" on our consolidated balance sheets are amounts primarily related to vendor and customer receivables. As of December 31, 2014 and 2013, vendor receivables, net, were $1.4 billion and $1.3 billion, and customer receivables, net, were $1.9 billion and $1.7 billion.

We estimate losses on receivables based on known troubled accounts and historical experience of losses incurred. Receivables are considered impaired and written-off when it is probable that all contractual payments due will not be collected in accordance with the terms of the agreement. The allowance for doubtful accounts was $190 million, $153 million, and $116 million as of December 31, 2014, 2013, and 2012. Additions to the allowance were $225 million, $172 million, and $136 million, and deductions to the allowance were $188 million, $135 million, and $102 million as of December 31, 2014, 2013, and 2012.

Internal-use Software and Website Development

Costs incurred to develop software for internal use and our websites are capitalized and amortized over the estimated useful life of the software. Costs related to design or maintenance of internal-use software and website development are expensed as incurred. For the years ended 2014, 2013, and 2012, we capitalized $641 million (including $104 million of stock-based compensation), $581 million (including $87 million of stock-based compensation), and $454 million (including $74 million of stock-based compensation) of costs associated with internal-use software and website development. Amortization of previously capitalized amounts was $559 million, $451 million, and $327 million for 2014, 2013, and 2012.

Property and Equipment, Net

Property and equipment are stated at cost less accumulated depreciation. Property includes buildings and land that we own, along with property we have acquired under build-to-suit, financing, and capital lease arrangements. Equipment includes assets such as furniture and fixtures, heavy equipment, servers and networking equipment, and internal-use software and website development. Depreciation is recorded on a straight-line basis over the estimated useful lives of the assets (generally the lesser of 40 years or the remaining life of the underlying building, two years for assets such as internal-use software, three years for our servers, five years for networking equipment, five years for furniture and fixtures, and ten years for heavy equipment). Depreciation expense is classified within the corresponding operating expense categories on our consolidated statements of operations.

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Leases and Asset Retirement Obligations

We categorize leases at their inception as either operating or capital leases. On certain of our lease agreements, we may receive rent holidays and other incentives. We recognize lease costs on a straight-line basis without regard to deferred payment terms, such as rent holidays, that defer the commencement date of required payments. Additionally, incentives we receive are treated as a reduction of our costs over the term of the agreement. Leasehold improvements are capitalized at cost and amortized over the lesser of their expected useful life or the non-cancellable term of the lease.

We establish assets and liabilities for the estimated construction costs incurred under build-to-suit lease arrangements to the extent we are involved in the construction of structural improvements or take construction risk prior to commencement of a lease. Upon occupancy of facilities under build-to-suit leases, we assess whether these arrangements qualify for sales recognition under the sale-leaseback accounting guidance. If we continue to be the deemed owner, the facilities are accounted for as finance leases.

We establish assets and liabilities for the present value of estimated future costs to retire long-lived assets at the termination or expiration of a lease. Such assets are depreciated over the lease period into operating expense, and the recorded liabilities are accreted to the future value of the estimated retirement costs.

Goodwill

We evaluate goodwill for impairment annually or more frequently when an event occurs or circumstances change that indicate the carrying value may not be recoverable. We test goodwill for impairment by first comparing the book value of net assets to the fair value of the reporting units. If the fair value is determined to be less than the book value or qualitative factors indicate that it is more likely than not that goodwill is impaired, a second step is performed to compute the amount of impairment as the difference between the estimated fair value of goodwill and the carrying value. We estimate the fair value of the reporting units using discounted cash flows. Forecasts of future cash flows are based on our best estimate of future net sales and operating expenses, based primarily on expected category expansion, pricing, market segment share, and general economic conditions.

We conduct our annual impairment test as of October 1 of each year, and have determined there to be no impairment for any of the periods presented. There were no triggering events identified from the date of our assessment through December 31, 2014 that would require an update to our annual impairment test. See “Note 4—Acquisitions, Goodwill, and Acquired Intangible Assets.”

Other Assets

Included in “Other assets” on our consolidated balance sheets are amounts primarily related to acquired intangible assets, net of amortization; acquired digital media content, net of amortization; long-term deferred tax assets; certain equity investments; marketable securities restricted for longer than one year, the majority of which are attributable to collateralization of bank guarantees and debt related to our international operations; intellectual property rights, net of amortization; and equity warrant assets.

Content Costs

We obtain video and music content to be made available to Prime members through licensing agreements that have a wide range of licensing provisions and generally have terms from one to five years with fixed payment schedules. When the license fee for a specific movie, television, or music title is determinable or reasonably estimable and available for streaming, we recognize an asset representing the fee per title and a corresponding liability for the amounts owed. We relieve the liability as payments are made and we amortize the asset as cost of sales on a straight-line basis over each title’s contractual window of availability, which typically ranges from six months to five years. If we are unable to reasonably estimate the cost per title, no asset or liability is recorded and licensing costs are expensed as incurred. We also develop original content. The production costs of internally developed content are capitalized only if persuasive evidence exists that the production will generate revenue. Because we have limited history to support the economic benefits of our content, we have generally expensed such costs as incurred. As we develop more experience or otherwise obtain the necessary evidence that future revenue will be earned through licensing or Prime membership activity, a portion of future production costs may be capitalized.

Investments

We generally invest our excess cash in investment grade short- to intermediate-term fixed income securities and AAA-rated money market funds. Such investments are included in “Cash and cash equivalents,” or “Marketable securities” on the accompanying consolidated balance sheets, classified as available-for-sale, and reported at fair value with unrealized gains and losses included in “Accumulated other comprehensive loss.”

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Equity investments are accounted for using the equity method of accounting if the investment gives us the ability to exercise significant influence, but not control, over an investee. The total of our investments in equity-method investees, including identifiable intangible assets, deferred tax liabilities, and goodwill, is included within “Other assets” on our consolidated balance sheets. Our share of the earnings or losses as reported by equity-method investees, amortization of the related intangible assets, and related gains or losses, if any, are classified as “Equity-method investment activity, net of tax” on our consolidated statements of operations. Our share of the net income or loss of our equity-method investees includes operating and non-operating gains and charges, which can have a significant impact on our reported equity-method investment activity and the carrying value of those investments. In the event that net losses of the investee reduce our equity-method investment carrying amount to zero, additional net losses may be recorded if other investments in the investee, not accounted for under the equity method, are at-risk even if we have not committed to provide financial support to the investee. We regularly evaluate these investments, which are not carried at fair value, for other-than-temporary impairment. We also consider whether our equity-method investments generate sufficient cash flows from their operating or financing activities to meet their obligations and repay their liabilities when they come due.

We record purchases, including incremental purchases, of shares in equity-method investees at cost. Reductions in our ownership percentage of an investee, including through dilution, are generally valued at fair value, with the difference between fair value and our recorded cost reflected as a gain or loss in our equity-method investment activity. In the event we no longer have the ability to exercise significant influence over an equity-method investee, we would discontinue accounting for the investment under the equity method.

Equity investments without readily determinable fair values for which we do not have the ability to exercise significant influence are accounted for using the cost method of accounting and classified as “Other assets” on our consolidated balance sheets. Under the cost method, investments are carried at cost and are adjusted only for other-than-temporary declines in fair value, certain distributions, and additional investments.

Equity investments that have readily determinable fair values are classified as available-for-sale and are included in “Marketable securities” in our consolidated balance sheets and are recorded at fair value with unrealized gains and losses, net of tax, included in “Accumulated other comprehensive loss.”

We periodically evaluate whether declines in fair values of our investments below their book value are other-than-temporary. This evaluation consists of several qualitative and quantitative factors regarding the severity and duration of the unrealized loss as well as our ability and intent to hold the investment until a forecasted recovery occurs. Additionally, we assess whether we have plans to sell the security or it is more likely than not we will be required to sell any investment before recovery of its amortized cost basis. Factors considered include quoted market prices; recent financial results and operating trends; implied values from any recent transactions or offers of investee securities; credit quality of debt instrument issuers; other publicly available information that may affect the value of our investments; duration and severity of the decline in value; and our strategy and intentions for holding the investment.

Long-Lived Assets

Long-lived assets, other than goodwill, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets might not be recoverable. Conditions that would necessitate an impairment assessment include a significant decline in the observable market value of an asset, a significant change in the extent or manner in which an asset is used, or any other significant adverse change that would indicate that the carrying amount of an asset or group of assets may not be recoverable.

For long-lived assets used in operations, impairment losses are only recorded if the asset’s carrying amount is not recoverable through its undiscounted, probability-weighted future cash flows. We measure the impairment loss based on the difference between the carrying amount and estimated fair value. Long-lived assets are considered held for sale when certain criteria are met, including when management has committed to a plan to sell the asset, the asset is available for sale in its immediate condition, and the sale is probable within one year of the reporting date. Assets held for sale are reported at the lower of cost or fair value less costs to sell. Assets held for sale were not significant as of

December 31, 2014 or 2013.

Accrued Expenses and Other

Included in “Accrued expenses and other” on our consolidated balance sheets are liabilities primarily related to unredeemed gift cards, leases and asset retirement obligations, current debt, acquired digital media content, and other operating expenses.

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As of December 31, 2014 and 2013 our liabilities for unredeemed gift cards was $1.7 billion and $1.4 billion. We reduce the liability for a gift card when redeemed by a customer. If a gift card is not redeemed, we recognize revenue when it expires or when the likelihood of its redemption becomes remote, generally two years from the date of issuance.

Unearned Revenue

Unearned revenue is recorded when payments are received in advance of performing our service obligations and is recognized over the service period. Unearned revenue primarily relates to prepayments of Amazon Prime memberships and AWS services.

Foreign Currency

We have internationally-focused websites for the United Kingdom, Germany, France, Japan, Canada, China, Italy, Spain, Brazil, India, Mexico, Australia, and the Netherlands. Net sales generated from these websites, as well as most of the related expenses directly incurred from those operations, are denominated in local functional currencies. The functional currency of our subsidiaries that either operate or support these websites is generally the same as the local currency. Assets and liabilities of these subsidiaries are translated into U.S. Dollars at period-end foreign exchange rates, and revenues and expenses are translated at average rates prevailing throughout the period. Translation adjustments are included in “Accumulated other comprehensive loss,” a separate component of stockholders’ equity, and in the “Foreign-currency effect on cash and cash equivalents,” on our consolidated statements of cash flows. Transaction gains and losses including intercompany transactions denominated in a currency other than the functional currency of the entity involved are included in “Other income (expense), net” on our consolidated statements of operations. In connection with the settlement and remeasurement of intercompany balances, we recorded losses of $98 million, $84 million, and $95 million in 2014, 2013, and 2012.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board issued an Accounting Standard Update (“ASU”) amending revenue recognition guidance and requiring more detailed disclosures to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The guidance is effective for annual and interim reporting periods beginning after December 15, 2016, with early adoption prohibited. We are currently evaluating the impact this ASU will have on our consolidated financial statements.

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Note 2—CASH, CASH EQUIVALENTS, AND MARKETABLE SECURITIES

As of December 31, 2014 and 2013, our cash, cash equivalents, and marketable securities primarily consisted of cash, U.S. and foreign government and agency securities, AAA-rated money market funds, and other investment grade securities. Cash equivalents and marketable securities are recorded at fair value. The following table summarizes, by major security type, our cash, cash equivalents, and marketable securities that are measured at fair value on a recurring basis and are categorized using the fair value hierarchy (in millions):

	December 31, 2014			
	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Total Estimated Fair Value
Cash	$4,155	$—	$—	$4,155
Level 1 securities:				
Money market funds	10,718	—	—	10,718
Equity securities	2	2	—	4
Level 2 securities:				
Foreign government and agency securities	80	—	—	80
U.S. government and agency securities	2,407	1	(2)	2,406
Corporate debt securities	401	1	(1)	401
Asset-backed securities	69	—	—	69
Other fixed income securities	33	—	—	33
	$17,865	$4	$(3)	$17,866
Less: Restricted cash, cash equivalents, and marketable securities (1)				(450)
Total cash, cash equivalents, and marketable securities				$17,416

	December 31, 2013			
	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Total Estimated Fair Value
Cash	$3,008	$—	$—	$3,008
Level 1 securities:				
Money market funds	5,914	—	—	5,914
Equity securities	3	1	—	4
Level 2 securities:				
Foreign government and agency securities	757	2	(1)	758
U.S. government and agency securities	2,224	1	(3)	2,222
Corporate debt securities	739	3	(1)	741
Asset-backed securities	65	—	—	65
Other fixed income securities	36	—	—	36
	$12,746	$7	$(5)	$12,748
Less: Restricted cash, cash equivalents, and marketable securities (1)				(301)
Total cash, cash equivalents, and marketable securities				$12,447

(1) We are required to pledge or otherwise restrict a portion of our cash, cash equivalents, and marketable securities as collateral for standby and trade letters of credit, guarantees, debt, real estate leases, and amounts due to third-party sellers in certain jurisdictions. We classify cash, cash equivalents and marketable securities with use restrictions of less than twelve months as “Accounts receivable, net and other” and of twelve months or longer as non-current “Other

assets" on our consolidated balance sheets. See "Note 8—Commitments and Contingencies."

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The following table summarizes gross gains and gross losses realized on sales of available-for-sale marketable securities (in millions):

	Year Ended December 31,		
	2014	2013	2012
Realized gains	$8	$6	$20
Realized losses	5	7	10

The following table summarizes the contractual maturities of our cash equivalents and marketable fixed-income securities as of December 31, 2014 (in millions):

	Amortized Cost	Estimated Fair Value
Due within one year	$12,553	$12,552
Due after one year through five years	798	799
Due after five years through ten years	132	132
Due after ten years	224	224
Total	$13,707	$13,707

Actual maturities may differ from the contractual maturities because borrowers may have certain prepayment conditions.

Note 3—PROPERTY AND EQUIPMENT

Property and equipment, at cost, consisted of the following (in millions):

	December 31,	
	2014	2013
Gross property and equipment (1):		
Land and buildings	$7,150	$4,584
Equipment and internal-use software (2)	14,213	9,274
Other corporate assets	304	231
Construction in progress	1,063	720
Gross property and equipment	22,730	14,809
Total accumulated depreciation (1)	5,763	3,860
Total property and equipment, net	$16,967	$10,949

(1) Excludes the original cost and accumulated depreciation of fully-depreciated assets.

(2) Includes internal-use software of $1.3 billion and $1.1 billion as of December 31, 2014 and 2013.

Depreciation expense on property and equipment was $3.6 billion, $2.5 billion, and $1.7 billion, which includes amortization of property and equipment acquired under capital leases of $1.5 billion, $826 million, and $510 million for 2014, 2013, and 2012. Gross assets remaining under capital leases were $7.9 billion and $4.2 billion as of December 31, 2014 and 2013. Accumulated depreciation associated with capital leases was $3.3 billion and $1.9 billion as of December 31, 2014 and 2013.

We capitalize construction in progress and record a corresponding long-term liability for build-to-suit lease agreements where we are considered the owner, for accounting purposes, during the construction period. For buildings under build-to-suit lease arrangements where we have taken occupancy, which do not qualify for sales recognition under the sale-leaseback accounting guidance, we determined that we continue to be the deemed owner of these buildings. This is principally due to our significant investment in tenant improvements. As a result, the buildings are being depreciated over the shorter of their useful lives or the related leases' terms. Additionally, certain build-to-suit lease arrangements and finance leases provide purchase options. Upon occupancy, the long-term construction

obligations are considered long-term finance lease obligations with amounts payable during the next 12 months recorded as “Accrued expenses and other.” Gross assets remaining under finance leases were $1.4 billion and $578 million as of December 31, 2014 and 2013. Accumulated depreciation associated with finance leases was $87 million and $22 million as of December 31, 2014 and 2013.

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Cash paid for interest on capital and finance leases was $86 million, $41 million, and $51 million for 2014, 2013, and 2012.

Note 4—ACQUISITIONS, GOODWILL, AND ACQUIRED INTANGIBLE ASSETS

2014 Acquisition Activity

On September 25, 2014, we acquired Twitch Interactive, Inc. ("Twitch") for approximately $842 million in cash, as adjusted for the assumption of options and other items. During 2014, we acquired certain other companies for an aggregate purchase price of $20 million. We acquired Twitch because of its user community and the live streaming experience it provides. The primary reasons for our other 2014 acquisitions were to acquire technologies and know-how to enable Amazon to serve customers more effectively.

Acquisition-related costs were expensed as incurred and not significant. The aggregate purchase price of these acquisitions was allocated as follows (in millions):

Purchase Price	
Cash paid, net of cash acquired	$813
Stock options assumed	44
Indemnification holdback	5
	$862
Allocation	
Goodwill	$707
Intangible assets (1):	
Marketing-related	23
Contract-based	1
Technology-based	33
Customer-related	173
	230
Property and equipment	16
Deferred tax assets	64
Other assets acquired	34
Deferred tax liabilities	(88)
Other liabilities assumed	(101)
	$862

(1) Acquired intangible assets have estimated useful lives of between one and five years, with a weighted-average amortization period of five years.

The fair value of assumed stock options of $39 million, estimated using the Black-Scholes model, will be expensed over the remaining service period. We determined the estimated fair value of identifiable intangible assets acquired primarily by using the income approach. These assets are included within "Other assets" on our consolidated balance sheets and are being amortized to operating expenses on a straight-line or accelerated basis over their estimated useful lives.

Subsequent to September 30, 2014, we made minor measurement period adjustments to the preliminary purchase price allocation that impacted goodwill, customer-related intangible assets, property and equipment, and deferred taxes and are reflected in the table above. We have not retrospectively adjusted our previously reported consolidated financial statements.

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Pro Forma Financial Information – 2014 Acquisition Activity (unaudited)

The acquired companies were consolidated into our financial statements starting on their respective acquisition dates. The aggregate net sales and operating loss of the companies acquired was $40 million and $30 million for the year ended December 31, 2014. The following pro forma financial information presents our results as if the current year acquisitions had occurred at the beginning of 2013 (in millions):

	Year Ended December 31,	
	2014	2013
Net sales	$89,041	$74,505
Net income (loss)	$(287)	$180

2013 Acquisition Activity

In 2013, we acquired several companies in cash transactions for an aggregate purchase price of $195 million, resulting in goodwill of $103 million and acquired intangible assets of $83 million. The primary reasons for these acquisitions were to expand our customer base and sales channels and to obtain certain technologies to be used in product development. We determined the estimated fair value of identifiable intangible assets acquired primarily by using the income and cost approaches. These assets are included within “Other assets” on our consolidated balance sheets and are being amortized to operating expenses on a straight-line or accelerated basis over their estimated useful lives. Acquisition-related costs were expensed as incurred and were not significant.

Pro forma results of operations have not been presented because the effects of these acquisitions, individually and in the aggregate, were not material to our consolidated results of operations.

2012 Acquisition Activity

In May 2012, we acquired Kiva Systems, Inc. (“Kiva”) for a purchase price of $678 million. The primary reason for this acquisition was to improve fulfillment center productivity. Acquisition-related costs were expensed as incurred and were not significant. The aggregate purchase price of this acquisition was allocated as follows (in millions):

Purchase Price	
Cash paid, net of cash acquired	$613
Stock options assumed	65
	$678
Allocation	
Goodwill	$560
Intangible assets (1):	
Marketing-related	5
Contract-based	3
Technology-based	168
Customer-related	17
	193
Property and equipment	9
Deferred tax assets	34
Other assets acquired	41
Deferred tax liabilities	(81)
Other liabilities assumed	(78)
	$678

(1) Acquired intangible assets have estimated useful lives of between four and 10 years, with a weighted-average amortization period of five years.

The fair value of assumed stock options was estimated using the Black-Scholes model. We determined the estimated fair value of identifiable intangible assets acquired primarily by using the income and cost approaches. These assets are included

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within “Other assets” on our consolidated balance sheets and are being amortized to operating expenses on a straight-line or accelerated basis over their estimated useful lives.

Pro forma results of operations have not been presented because the effect of this acquisition was not material to our consolidated results of operations.

Goodwill

The goodwill of the acquired companies is generally not deductible for tax purposes and is primarily related to expected improvements in sales growth from future product and service offerings and new customers and fulfillment center productivity, together with certain intangible assets that do not qualify for separate recognition. The following summarizes our goodwill activity in 2014 and 2013 by segment (in millions):

	North America	International	Consolidated
Goodwill - January 1, 2013	$1,937	$615	$2,552
New acquisitions	99	4	103
Other adjustments (1)	(3)	3	—
Goodwill - December 31, 2013	2,033	622	2,655
New acquisitions (2)	553	162	715
Other adjustments (1)	(2)	(49)	(51)
Goodwill - December 31, 2014	$2,584	$735	$3,319

(1) Primarily includes changes in foreign exchange rates.

(2) Primarily includes the goodwill of Twitch.

Intangible Assets

Acquired intangible assets, included within “Other assets” on our consolidated balance sheets, consist of the following (in millions):

	December 31, 2014				2013		
	Weighted Average Life Remaining	Acquired Intangibles, Gross (1)	Accumulated Amortization (1)	Acquired Intangibles, Net	Acquired Intangibles, Gross (1)	Accumulated Amortization (1)	Acquired Intangibles, Net
Marketing-related	5.3	$457	$ (199)	$258	$429	$ (156)	$273
Contract-based	2.2	172	(125)	47	173	(110)	63
Technology- and content-based	3.5	370	(129)	241	278	(74)	204
Customer-related	2.5	535	(317)	218	368	(263)	105
Acquired intangibles (2)	3.5	$1,534	$ (770)	$764	$1,248	$ (603)	$645

(1) Excludes the original cost and accumulated amortization of fully-amortized intangibles.

(2) Intangible assets have estimated useful lives of between one and 10 years.

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Amortization expense for acquired intangibles was $181 million, $168 million, and $163 million in 2014, 2013, and 2012. Expected future amortization expense of acquired intangible assets as of December 31, 2014 is as follows (in millions):

Year Ended December 31,	
2015	$202
2016	185
2017	161
2018	106
2019	79
Thereafter	31
	$764

Note 5—EQUITY-METHOD INVESTMENTS

LivingSocial's summarized condensed financial information, as provided to us by LivingSocial, is as follows (in millions):

	Year Ended December 31,		
	2014	2013	2012
Statement of Operations:			
Revenue	$231	$302	$347
Gross profit	194	253	280
Operating expenses	296	282	367
Operating loss from continuing operations	(102)	(29)	(87)
Net loss from continuing operations	(73)	(16)	(79)
Net income (loss) from discontinued operations, net of tax (1)	173	(156)	(574)
Net income (loss)	$100	$(172)	$(653)

(1) In January 2014, LivingSocial completed the sale of its Korean operations for approximately $260 million and, in the first quarter of 2014, recognized a gain on disposal of $205 million, net of tax. The statement of operations information above has been recast to present the Korean operations, and certain other operations, as discontinued operations.

	December 31,	
	2014	2013
Balance Sheet:		
Current assets	$163	$182
Non-current assets	29	61
Current liabilities	137	301
Non-current liabilities	34	33
Redeemable stock	366	315

Balance sheet financial information as of December 31, 2013 included $146 million in assets and $122 million in liabilities that LivingSocial classified as held for sale for its Korean operations.

As of December 31, 2014, our total investment in LivingSocial is approximately 31% of voting stock and has a book value of $75 million.

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Note 6—LONG-TERM DEBT

In December 2014 and November 2012, we issued $6.0 billion and $3.0 billion of unsecured senior notes as described in the table below (collectively, the "Notes"). As of December 31, 2014 and 2013, the unamortized discount on the Notes was $96 million and $23 million. We also have other long-term debt with a carrying amount, including the current portion, of $881 million and $967 million as of December 31, 2014 and 2013. The face value of our total long-term debt obligations is as follows (in millions):

	December 31,	
	2014	2013
0.65% Notes due on November 27, 2015 (1)	$750	$750
1.20% Notes due on November 29, 2017 (1)	1,000	1,000
2.50% Notes due on November 29, 2022 (1)	1,250	1,250
2.60% Notes due on December 5, 2019 (2)	1,000	—
3.30% Notes due on December 5, 2021 (2)	1,000	—
3.80% Notes due on December 5, 2024 (2)	1,250	—
4.80% Notes due on December 5, 2034 (2)	1,250	—
4.95% Notes due on December 5, 2044 (2)	1,500	—
Other long-term debt	881	967
Total debt	9,881	3,967
Less current portion of long-term debt	(1,520)	(753)
Face value of long-term debt	$8,361	$3,214

(1) Issued in November 2012, effective interest rates of the 2015, 2017, and 2022 Notes were 0.84%, 1.38%, and 2.66%.

(2) Issued in December 2014, effective interest rates of the 2019, 2021, 2024, 2034, and 2044 Notes were 2.73%, 3.43%, 3.90%, 4.92%, and 5.11%.

Interest on the Notes issued in 2014 is payable semi-annually in arrears in June and December. Interest on the Notes issued in 2012 is payable semi-annually in arrears in May and November. We may redeem the Notes at any time in whole, or from time to time, in part at specified redemption prices. We are not subject to any financial covenants under the Notes. The proceeds from the Notes are used for general corporate purposes. The estimated fair value of the Notes was approximately $9.1 billion and $2.9 billion as of December 31, 2014 and 2013, which is based on quoted prices for our publicly-traded debt as of those dates.

The other debt, including the current portion, had a weighted average interest rate of 5.5% as of December 31, 2014 and 2013. We used the net proceeds from the issuance of this debt primarily to fund certain international operations. The estimated fair value of the other long-term debt, which is based on Level 2 inputs, approximated its carrying value as of December 31, 2014 and 2013.

As of December 31, 2014, future principal payments for our total debt were as follows (in millions):

Year Ended December 31,	
2015	$1,520
2016	36
2017	1,037
2018	38
2019	1,000
Thereafter	6,250
	$9,881

On September 5, 2014, we entered into an unsecured revolving credit facility (the "Credit Agreement") with a syndicate of lenders that provides us with a borrowing capacity of up to $2.0 billion. The Credit Agreement has a term of two years, but it may be extended for up to three additional one-year terms if approved by the lenders. The initial interest

rate applicable to outstanding balances under the Credit Agreement is the London interbank offered rate ("LIBOR") plus 0.625%, under our current credit ratings. If our credit ratings are downgraded this rate could increase to as much as LIBOR plus 1.00%. There were no borrowings outstanding under the Credit Agreement as of December 31, 2014.

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Note 7—OTHER LONG-TERM LIABILITIES

Our other long-term liabilities are summarized as follows (in millions):

	December 31,	
	2014	2013
Long-term capital lease obligations	$3,026	$1,435
Long-term finance lease obligations	1,198	555
Construction liabilities	467	385
Tax contingencies	510	457
Long-term deferred tax liabilities	1,021	571
Other	1,188	839
Total other long-term liabilities	$7,410	$4,242

Capital and Finance Leases

Certain of our equipment, primarily related to technology infrastructure, and buildings have been acquired under capital leases. Long-term capital lease obligations are as follows (in millions):

	December 31, 2014
Gross capital lease obligations	$5,182
Less imputed interest	(143)
Present value of net minimum lease payments	5,039
Less current portion of capital lease obligations	(2,013)
Total long-term capital lease obligations	$3,026

We continue to be the deemed owner after occupancy of certain facilities that were constructed as build-to-suit lease arrangements and previously reflected as “Construction liabilities.” As such, these arrangements are accounted for as finance leases. Long-term finance lease obligations are as follows (in millions):

	December 31, 2014
Gross finance lease obligations	$1,629
Less imputed interest	(364)
Present value of net minimum lease payments	1,265
Less current portion of finance lease obligations	(67)
Total long-term finance lease obligations	$1,198

Construction Liabilities

We capitalize construction in progress and record a corresponding long-term liability for build-to-suit lease agreements where we are considered the owner during the construction period for accounting purposes. These liabilities primarily relate to our corporate buildings and fulfillment, sortation, delivery, and data centers.

Tax Contingencies

We have recorded tax reserves for tax contingencies, inclusive of accrued interest and penalties, for U.S. and foreign income taxes. These contingencies primarily relate to transfer pricing, state income taxes, and research and development credits. See “Note 11—Income Taxes” for discussion of tax contingencies.

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Note 8—COMMITMENTS AND CONTINGENCIES

Commitments

We have entered into non-cancellable operating, capital, and finance leases for equipment and office, fulfillment, sortation, delivery, and data center facilities. Rental expense under operating lease agreements was $961 million, $759 million, and $561 million for 2014, 2013, and 2012.

The following summarizes our principal contractual commitments, excluding open orders for purchases that support normal operations, as of December 31, 2014 (in millions):

	Year Ended December 31,						
	2015	2016	2017	2018	2019	Thereafter	Total
Operating and capital commitments:							
Debt principal and interest	$1,842	$323	$1,322	$310	$1,272	$9,403	$14,472
Capital leases, including interest	2,060	1,727	1,030	178	89	98	5,182
Finance lease obligations, including interest	110	112	115	117	119	1,056	1,629
Operating leases	868	791	728	634	549	2,343	5,913
Unconditional purchase obligations (1)	489	435	351	118	38	3	1,434
Other commitments (2) (3)	928	333	160	140	90	845	2,496
Total commitments	$6,297	$3,721	$3,706	$1,497	$2,157	$13,748	$31,126

(1) Includes unconditional purchase obligations related to long-term agreements to acquire and license digital content that are not reflected on the consolidated balance sheets. For those agreements with variable terms, we do not estimate the total obligation beyond any minimum quantities and/or pricing as of the reporting date. Purchase obligations associated with renewal provisions solely at the option of the content provider are included to the extent such commitments are fixed or a minimum amount is specified.

(2) Includes the estimated timing and amounts of payments for rent and tenant improvements associated with build-to-suit lease arrangements that have not been placed in service and media content liabilities associated with long-term media content assets with initial terms greater than one year.

(3) Excludes $710 million of tax contingencies for which we cannot make a reasonably reliable estimate of the amount and period of payment, if any.

Pledged Assets

As of December 31, 2014 and 2013, we have pledged or otherwise restricted $602 million and $482 million of our cash, cash equivalents, and marketable securities, and certain property and equipment as collateral for standby and trade letters of credit, guarantees, debt relating to certain international operations, real estate leases, and amounts due to third-party sellers in certain jurisdictions.

Suppliers

During 2014, no vendor accounted for 10% or more of our purchases. We generally do not have long-term contracts or arrangements with our vendors to guarantee the availability of merchandise, particular payment terms, or the extension of credit limits.

Legal Proceedings

The Company is involved from time to time in claims, proceedings, and litigation, including the following:

In November 2007, an Austrian copyright collection society, Austro-Mechana, filed lawsuits against Amazon.com International Sales, Inc., Amazon EU Sarl, Amazon.de GmbH, Amazon.com GmbH, and Amazon Logistik in the Commercial Court of Vienna, Austria and in the District Court of Munich, Germany seeking to collect a tariff on blank digital media sold by our EU-based retail websites to customers located in Austria. In July 2008, the German court stayed the German case pending a final decision in the Austrian case. In July 2010, the Austrian court ruled in favor of Austro-Mechana and ordered us to report all sales of products to which the tariff potentially applies for a determination of damages. We contested Austro-Mechana's claim and in September 2010 commenced an appeal in the Commercial Court of Vienna. We lost this appeal and in March 2011 commenced an appeal in the Supreme Court of

Austria. In October 2011, the Austrian Supreme Court referred the case to the

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European Court of Justice (ECJ). In July 2013, the European Court of Justice ruled that EU law does not preclude application of the tariff where certain conditions are met and directed the case back to the Austrian Supreme Court for further proceedings. In October 2013, the Austrian Supreme Court referred the case back to the Commercial Court of Vienna for further fact finding to determine whether the tariff on blank digital media meets the conditions set by the ECJ. In December 2012, a German copyright collection society, Zentralstelle für private Überspielungsrechte (ZPU), filed a complaint against Amazon EU Sarl, Amazon Media EU Sarl, Amazon Services Europe Sarl, Amazon Payments Europe SCA, Amazon Europe Holding Technologies SCS, and Amazon Eurasia Holdings Sarl in the District Court of Luxembourg seeking to collect a tariff on blank digital media sold by the Amazon.de retail website to customers located in Germany. In January 2013, a Belgian copyright collection society, AUVIBEL, filed a complaint against Amazon EU Sarl in the Court of First Instance of Brussels, Belgium, seeking to collect a tariff on blank digital media sold by the Amazon.fr retail website to customers located in Belgium. In November 2013, the Belgian court ruled in favor of AUVIBEL and ordered us to report all sales of products to which the tariff potentially applies for a determination of damages. We dispute the allegations of wrongdoing and intend to defend ourselves vigorously in these matters.

In May 2009, Big Baboon, Inc. filed a complaint against Amazon.com, Inc. and Amazon Payments, Inc. for patent infringement in the United States District Court for the Central District of California. The complaint alleges, among other things, that our third-party selling and payments technology infringes patents owned by Big Baboon, Inc. purporting to cover an “Integrated Business-to-Business Web Commerce And Business Automation System” (U.S. Patent Nos. 6,115,690 and 6,343,275) and seeks injunctive relief, monetary damages, treble damages, costs, and attorneys’ fees. In February 2011, the Court entered an order staying the lawsuit pending the outcome of the Patent and Trademark Office’s re-examination of the patent. We dispute the allegations of wrongdoing and intend to defend ourselves vigorously in this matter.

In April 2011, Walker Digital LLC filed several complaints against Amazon.com, Inc. for patent infringement in the United States District Court for the District of Delaware. The complaints allege that we infringe several of the plaintiff’s U.S. patents by, among other things, providing “cross benefits” to customers through our promotions (U.S. Patent Nos. 7,831,470 and 7,827,056), using a customer’s identified original product to offer a substitute product (U.S. Patent No. 7,236,942), using our product recommendations and personalization features to offer complementary products together (U.S. Patent Nos. 6,601,036 and 6,138,105), enabling customers to subscribe to a delivery schedule for products they routinely use at reduced prices (U.S. Patent No. 5,970,470), and offering personalized advertising based on customers’ preferences identified using a data pattern (U.S. Patent No. 7,933,893). Another complaint, filed in the same court in October 2011, alleges that we infringe plaintiff’s U.S. Patent No. 8,041,711 by offering personalized advertising based on customer preferences that associate data with resource locators. Another complaint, filed in the same court in February 2012, alleges that we infringe plaintiff’s U.S. Patent No. 8,112,359 by using product information received from customers to identify and offer substitute products using a manufacturer database. In January 2013, the plaintiff filed another complaint in the same court alleging that we infringe U.S. Patent No. 6,381,582 by allowing customers to make local payments for products ordered online. All of the complaints seek monetary damages, interest, injunctive relief, costs, and attorneys’ fees. In March 2013, the complaints asserting U.S. Patent Nos. 7,236,942 and 7,933,893 were voluntarily dismissed with prejudice. In April 2013, the case asserting U.S. Patent No. 8,041,711 was stayed pending final resolution of the reexamination of that patent. In June 2013, the court granted defendants’ motions to dismiss the complaints asserting U.S. Patent Nos. 7,831,470, 7,827,056, and 8,112,359 for lack of standing. In July 2013, we filed motions seeking entry of a final judgment dismissing those claims with prejudice and for attorneys’ fees, and plaintiff filed notices of appeal from the June 2013 order granting the motions to dismiss. In October 2013, the court ruled that its dismissals are with prejudice, and Walker has appealed those rulings. In March 2014, the court stayed the case asserting U.S. Patent Nos. 6,601,036 and 6,138,105 pending the appeal of the cases asserting U.S. Patent Nos. 7,831,470, 7,827,056, and 8,112,359. In September 2014, the court dismissed the matter asserting U.S. Patent No. 6,381,582 with prejudice. In January 2015, the court dismissed with prejudice the complaint asserting U.S. Patent No. 8,041,711, and the United States Court of Appeals for the Federal Circuit affirmed the dismissal of the complaints asserting U.S. Patent Nos. 7,831,470, 7,827,056, and 8,112,359. We dispute

the remaining allegations of wrongdoing and intend to defend ourselves vigorously in these matters.

In March 2012, OIP Technologies, Inc. filed a complaint against Amazon.com, Inc. for patent infringement in the United States District Court for the Northern District of California. The complaint alleged, among other things, that certain aspects of our pricing methods infringed U.S. Patent No. 7,970,713, entitled "Method And Apparatus For Automatic Pricing In Electronic Commerce." The complaint sought three times an unspecified amount of damages, attorneys' fees, and interest. In September 2012, the court invalidated the plaintiff's patent and dismissed the case with prejudice. In September 2012, OIP appealed the judgment of the district court to the United States Court of Appeals for the Federal Circuit, which, in November 2012, stayed all proceedings pending its decision in a separate case that raises a related question of law and, in June 2013, continued the stay pending a decision by the United States Supreme Court. In July 2014, the court of appeals lifted the stay. We dispute the allegations of wrongdoing and intend to defend ourselves vigorously in this matter.

In June 2012, Hand Held Products, Inc., a subsidiary of Honeywell, filed a complaint against Amazon.com, Inc., AMZN Mobile, LLC, AmazonFresh, LLC, A9.com, Inc., A9 Innovations, LLC, and Quidsi, Inc. in the United States District Court for the District of Delaware. The complaint alleges, among other things, that the use of mobile barcode reader applications,

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including Amazon Mobile, Amazon Price Check, Flow, and AmazonFresh, infringes U.S. Patent No. 6,015,088, entitled "Decoding Of Real Time Video Imaging." The complaint seeks an unspecified amount of damages, interest, and an injunction. We dispute the allegations of wrongdoing and intend to defend ourselves vigorously in this matter.

In July 2012, Norman Blagman filed a purported class-action complaint against Amazon.com, Inc. for copyright infringement in the United States District Court for the Southern District of New York. The complaint alleges, among other things, that Amazon.com, Inc. sells digital music in our Amazon MP3 Store obtained from defendant Orchard Enterprises and other unnamed "digital music aggregators" without obtaining mechanical licenses for the compositions embodied in that music. The complaint seeks certification as a class action, statutory damages, attorneys' fees, and interest. We dispute the allegations of wrongdoing and intend to defend ourselves vigorously in this matter.

In August 2012, an Australian quasi-government entity named Commonwealth Scientific and Industrial Research Organization filed a complaint against Amazon.com, Inc. in the United States District Court for the Eastern District of Texas. The complaint alleges, among other things, that the sale of "products which are operable according to the Institute of Electrical and Electronics Engineers ("IEEE") 802.11a, g, n, and/or draft n standards" infringe U.S. Patent No. 5,487,069, entitled "Wireless LAN." The complaint seeks an unspecified amount of damages, enhanced damages, attorneys' fees, and injunctive relief. We dispute the allegations of wrongdoing and intend to defend ourselves vigorously in this matter.

In November 2012, Lexington Luminance LLC filed a complaint against Amazon.com, Inc. and Amazon Digital Services, Inc. in the United States District Court for the District of Massachusetts. The complaint alleges, among other things, that certain light-emitting diodes in certain Kindle devices infringe U.S. Patent No. 6,936,851, entitled "Semiconductor Light-Emitting Device And Method For Manufacturing Same." The complaint seeks an unspecified amount of damages and an injunction or, in the absence of an injunction, a compulsory ongoing royalty. In March 2014, the Court invalidated the plaintiff's patent and dismissed the case with prejudice, and the plaintiff appealed the judgment to the United States Court of Appeals for the Federal Circuit. We dispute the allegations of wrongdoing and intend to defend ourselves vigorously in this matter.

In May 2013, Adaptix, Inc. filed a complaint against Amazon.com, Inc. in the United States District Court for the Eastern District of Texas. The complaint alleges, among other things, that certain Kindle devices infringe U.S. Patent Nos. 7,454,212 and 6,947,748, both entitled "OFDMA With Adaptive Subcarrier-Cluster Configuration And Selective Loading." The complaint seeks an unspecified amount of damages, interest, injunctive relief, and attorneys' fees. In March 2014, the case was transferred to the United States District Court for the Northern District of California. We dispute the allegations of wrongdoing and intend to defend ourselves vigorously in this matter.

In July 2013, Telebuyer, LLC filed a complaint against Amazon.com, Inc., Amazon Web Services, LLC, and VADATA, Inc. in the United States District Court for the Eastern District of Virginia. The complaint alleges, among other things, that certain features used on our retail website—including high resolution video and still images, user-indicated areas of interest, targeted follow-up communications, vendor proposals, on-line chat, Gold Box and Lightning Deals, and vendor ratings—infringe seven U.S. patents: Nos. 6,323,894, 7,835,508, 7,835,509, 7,839,984, 8,059,796, and 8,098,272, all entitled "Commercial Product Routing System With Video Vending Capability," and 8,315,364, entitled "Commercial Product Routing System With Mobile Wireless And Video Vending Capability." The complaint seeks an unspecified amount of damages, interest, and injunctive relief. In September 2013, the case was transferred to the United States District Court for the Western District of Washington. We dispute the allegations of wrongdoing and intend to defend ourselves vigorously in this matter.

In August 2013, Cellular Communications Equipment, LLC filed a complaint against Amazon.com, Inc. in the United States District Court for the Eastern District of Texas. The complaint alleges, among other things, that certain Kindle devices infringe U.S. Patent Nos.: 6,819,923, entitled "Method For Communication Of Neighbor Cell Information"; 7,215,962, entitled "Method For An Intersystem Connection Handover"; 7,941,174, entitled "Method For Multicode Transmission By A Subscriber Station"; and 8,055,820 entitled "Apparatus, System, And Method For Designating A Buffer Status Reporting Format Based On Detected Pre-Selected Buffer Conditions." In March 2014, the plaintiff filed an amended complaint that alleges, among other things, that certain Kindle devices infringe U.S. Patent No. 8,055,820, entitled "Apparatus, System, And Method For Designating A Buffer Status Reporting Format Based On

Detected Pre-Selected Buffer Conditions." The amended complaint seeks an unspecified amount of damages and interest. In January 2015, the court dismissed with prejudice the claim of infringement of U.S. Patent No. 7,215,962. We dispute the allegations of wrongdoing and intend to defend ourselves vigorously in this matter.

Beginning in August 2013, a number of complaints were filed alleging, among other things, that Amazon.com, Inc. and several of its subsidiaries failed to compensate hourly workers for time spent waiting in security lines and otherwise violated federal and state wage and hour statutes and common law. In August 2013, Busk v. Integrity Staffing Solutions, Inc. and Amazon.com, Inc. was filed in the United States District Court for the District of Nevada, and Vance v. Amazon.com, Inc., Zappos.com Inc., another affiliate of Amazon.com, Inc., and Kelly Services, Inc. was filed in the United States District Court for the Western District of Kentucky. In September 2013, Allison v. Amazon.com, Inc. and Integrity Staffing Solutions, Inc. was filed in the United States District Court for the Western District of Washington, and Johnson v. Amazon.com, Inc. and an

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affiliate of Amazon.com, Inc. was filed in the United States District Court for the Western District of Kentucky. In October 2013, Davis v. Amazon.com, Inc., an affiliate of Amazon.com, Inc., and Integrity Staffing Solutions, Inc. was filed in the United States District Court for the Middle District of Tennessee. The plaintiffs variously purport to represent a nationwide class of certain current and former employees under the Fair Labor Standards Act and/or state-law-based subclasses for certain current and former employees in states including Arizona, California, Pennsylvania, South Carolina, Kentucky, and Nevada, and one complaint asserts nationwide breach of contract and unjust enrichment claims. The complaints seek an unspecified amount of damages, interest, injunctive relief, and attorneys' fees. We have been named in several other similar cases. In December 2014, the Supreme Court ruled in Busk that time spent waiting for and undergoing security screening is not compensable working time under the federal wage and hour statute. We dispute any remaining allegations of wrongdoing and intend to defend ourselves vigorously in these matters.

In September 2013, Personalized Media Communications, LLC filed a complaint against Amazon.com, Inc. and Amazon Web Services, LLC in the United States District Court for the District of Delaware. The complaint alleges, among other things, that the use of certain Kindle devices, Kindle apps and/or Amazon.com, Inc.'s website to purchase and receive electronic media infringes nine U.S. Patents: Nos. 5,887,243, 7,801,304, 7,805,749, 7,940,931, 7,769,170, 7,864,956, 7,827,587, 8,046,791, and 7,883,252, all entitled "Signal Processing Apparatus And Methods." The complaint also alleges, among other things, that CloudFront, S3, and EC2 web services infringe three of those patents, Nos. 7,801,304, 7,864,956, and 7,827,587. The complaint seeks an unspecified amount of damages, interest, and injunctive relief. We dispute the allegations of wrongdoing and intend to defend ourselves vigorously in this matter.

In October 2013, Mobile Telecommunications Technologies, LLC filed a complaint against Amazon.com, Inc. for patent infringement in the United States District Court for the Eastern District of Texas. The complaint alleges, among other things, that our network operation centers and our mobile devices, such as Kindle Fire models based on the Android operating system that provide XMPP-compliant messaging services and applications, infringe U.S. Patent No. 5,809,428, entitled "Method And Device For Processing Undelivered Data Messages In A Two-Way Wireless Communications System." The complaint also alleges that Amazon's mobile devices infringe U.S. Patent No. 5,754,946, entitled "Nationwide Communication System," and that Amazon.com, Inc. infringes U.S. Patent No. 5,786,748, entitled "Method And Apparatus For Giving Notification Of Express Mail Delivery," by providing tracking and notification services to customers who purchase products directly from Amazon.com, Inc. The complaint seeks an unspecified amount of damages, enhanced damages, attorneys' fees, costs, interest, and injunctive relief. We dispute the allegations of wrongdoing and intend to defend ourselves vigorously in this matter.

In October 2013, Tuxis Technologies, LLC filed a complaint against Amazon.com, Inc. for patent infringement in the United States District Court for District of Delaware. The complaint alleges, among other things, that "the Amazon.com website" with "recommendation features" infringes U.S. Patent No. 6,055,513, entitled "Methods And Apparatus For Intelligent Selection Of Goods And Services In Telephonic And Electronic Commerce." The complaint seeks an unspecified amount of damages, attorneys' fees, costs, and interest. We dispute the allegations of wrongdoing and intend to defend ourselves vigorously in this matter.

In November 2013, Memory Integrity, LLC filed a complaint against Amazon.com, Inc. for patent infringement in the United States District Court for the District of Delaware. The complaint alleges, among other things, that certain Kindle devices infringe U.S. Patent No. 7,296,121, entitled "Reducing Probe Traffic In Multiprocessor Systems." The complaint seeks an unspecified amount of damages, costs, expenses, and interest. In December 2014, the case was stayed pending resolution of review petitions filed with the United States Patent and Trademark Office. We dispute the allegations of wrongdoing and intend to defend ourselves vigorously in this matter.

In November 2013, Vantage Point Technology, Inc. filed a complaint against Amazon.com, Inc. for patent infringement in the United States District Court for the Eastern District of Texas. The complaint alleges, among other things, that Kindle devices with a Cortex A-9 core processor and OMAP 4430 chipset, Kindle device HD tablets with a Cortex A-9 core processor and OMAP 4470 chipset, and Kindle devices with a Cortex A-8 core processor and Freescale MX50 family chipset infringe U.S. Patent No. 5,463,750, entitled "Method And Apparatus For Translating

Virtual Addresses In A Data Processing System Having Multiple Instruction Pipelines And Separate TLB's For Each Pipeline." The complaint seeks an unspecified amount of damages, enhanced damages, costs, and interest. We dispute the allegations of wrongdoing and intend to defend ourselves vigorously in this matter.

In December 2013, Appistry, Inc. filed a complaint against Amazon.com, Inc. and Amazon Web Services, Inc. for patent infringement in the United States District Court for the Eastern District of Missouri. The complaint alleges, among other things, that Amazon's Elastic Compute Cloud infringes U.S. Patent Nos. 8,200,746, entitled "System And Method For Territory-Based Processing Of Information," and 8,341,209, entitled "System And Method For Processing Information Via Networked Computers Including Request Handlers, Process Handlers, And Task Handlers." The complaint seeks injunctive relief, an unspecified amount of monetary damages, treble damages, costs, and interest. We dispute the allegations of wrongdoing and intend to defend ourselves vigorously in this matter.

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In December 2013, ContentGuard Holdings, Inc. filed a complaint against Amazon.com, Inc. for patent infringement in the United States District Court for Eastern District of Texas. The complaint alleges, among other things, that certain digital rights management software used by various Kindle Fire software applications, including the Kindle Reader and Amazon Instant Video, infringe seven U.S. Patents: Nos. 6,963,859, entitled "Content Rendering Repository"; 7,523,072, entitled "System For Controlling The Distribution And Use Of Digital Works"; 7,269,576, entitled "Content Rendering Apparatus"; 8,370,956, entitled "System And Method For Rendering Digital Content In Accordance With Usage Rights Information"; 8,393,007, entitled "System And Method For Distributing Digital Content In Accordance With Usage Rights Information"; 7,225,160, entitled "Digital Works Having Usage Rights And Method For Creating The Same"; and 8,583,556, entitled "Method For Providing A Digital Asset For Distribution." In January 2014, ContentGuard filed an amended complaint that, among other things, added HTC Corporation and HTC America as defendants. The complaint seeks an unspecified amount of damages, an injunction, enhanced damages, attorneys' fees, costs, and interest. We dispute the allegations of wrongdoing and intend to defend ourselves vigorously in this matter.

In March 2014, Kaavo, Inc. filed a complaint against Amazon.com, Inc. and Amazon Web Services, Inc. for patent infringement in the United States District Court for the District of Delaware. The complaint alleges, among other things, that Amazon Web Services' Elastic Beanstalk and CloudFormation infringe U.S. Patent No. 8,271,974, entitled "Cloud Computing Lifecycle Management For N-Tier Applications." The complaint seeks injunctive relief, an unspecified amount of monetary damages, costs, and interest. We dispute the allegations of wrongdoing and intend to defend ourselves vigorously in this matter.

In April 2014, Spansion LLC filed complaints for patent infringement against Amazon.com, Inc. in both the United States District Court for the Northern District of California and the United States International Trade Commission. The complaints allege, among other things, that certain Kindle devices infringe U.S. Patent Nos. 6,246,611, entitled "System For Erasing A Memory Cell," and 6,744,666, entitled "Method And System To Minimize Page Programming Time For Flash Memory Devices." The district court complaint seeks an unspecified amount of damages, enhanced damages, attorneys' fees, interest, and injunctive relief. The International Trade Commission complaint seeks an exclusion order preventing the importation of certain Kindle devices into the United States, as well as a cease-and-desist order barring sale of certain Kindle devices after importation. In June 2014, the district court case was stayed pending resolution of the International Trade Commission action. We dispute the allegations of wrongdoing and intend to defend ourselves vigorously in these matters.

In June 2014, SimpleAir, Inc. filed a complaint against Amazon.com, Inc. in the United States District Court for the Eastern District of Texas. The complaint alleges, among other things, that Amazon Device Messaging and Simple Notification Service infringe U.S Patent Nos. 7,035,914, 8,090,803, 8,572,279, 8,601,154, and 8,639,838, all of which are entitled "System and Method for Transmission of Data." The complaint seeks an unspecified amount of damages, pre-judgment interest, costs, attorneys' fees, enhanced damages, and injunctive relief. We dispute the allegations of wrongdoing and intend to defend ourselves vigorously in this matter.

In December 2014, Smartflash LLC and Smartflash Technologies Limited filed a complaint against Amazon.com, Inc., Amazon.com, LLC, AMZN Mobile, LLC, Amazon Web Services, Inc. and Audible, Inc. for patent infringement in the United States District Court for Eastern District of Texas. The complaint alleges, among other things, that Amazon Appstore, Amazon Instant Video, Amazon Music, Audible Audiobooks, the Amazon Mobile Ad Network, certain Kindle and Fire devices, Kindle e-bookstore, Amazon's proprietary Android operating system, and the servers involved in operating Amazon Appstore, Amazon Instant Video, Amazon Music, the Fire TV app, Audible Audiobooks, Cloud Drive, Cloud Player, Amazon Web Services, and Amazon Mobile Ad Network infringe seven related U.S. Patents: Nos. 7,334,720; 7,942,317; 8,033,458; 8,061,598; 8,118,221; 8,336,772; and 8,794,516, all entitled "Data Storage and Access Systems." The complaint seeks an unspecified amount of damages, an injunction, enhanced damages, attorneys' fees, costs, and interest. We dispute the allegations of wrongdoing and intend to defend ourselves vigorously in this matter.

The outcomes of our legal proceedings are inherently unpredictable, subject to significant uncertainties, and could be material to our operating results and cash flows for a particular period. In addition, for some matters for which a loss

is probable or reasonably possible, an estimate of the amount of loss or range of loss is not possible and we may be unable to estimate the possible loss or range of losses that could potentially result from the application of non-monetary remedies.

See also “Note 11—Income Taxes.”

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Note 9—STOCKHOLDERS' EQUITY

Preferred Stock

We have authorized 500 million shares of $0.01 par value preferred stock. No preferred stock was outstanding for any period presented.

Common Stock

Common shares outstanding plus shares underlying outstanding stock awards totaled 483 million, 476 million, and 470 million, as of December 31, 2014, 2013, and 2012. These totals include all vested and unvested stock awards outstanding, including those awards we estimate will be forfeited.

Stock Repurchase Activity

In January 2010, our Board of Directors authorized the Company to repurchase up to $2.0 billion of our common stock with no fixed expiration. We have $763 million remaining under the $2.0 billion repurchase program.

Stock Award Plans

Employees vest in restricted stock unit awards and stock options over the corresponding service term, generally between two and five years.

Stock Award Activity

Stock options outstanding, which were primarily obtained through acquisitions, totaled 0.4 million, 0.2 million and 0.4 million, as of December 31, 2014, 2013, and 2012. The after-tax compensation expense for stock options was not material for 2014, 2013, and 2012, as well as the total intrinsic value for stock options outstanding, the amount of cash received from the exercise of stock options, and the related tax benefits.

The following table summarizes our restricted stock unit activity (in millions):

	Number of Units	Weighted Average Grant-Date Fair Value
Outstanding as of January 1, 2012	13.1	$143
Units granted	8.2	209
Units vested	(4.2)	110
Units forfeited	(1.7)	168
Outstanding as of December 31, 2012	15.4	184
Units granted	7.2	283
Units vested	(4.5)	160
Units forfeited	(1.8)	209
Outstanding as of December 31, 2013	16.3	233
Units granted	8.5	328
Units vested	(5.1)	202
Units forfeited	(2.3)	264
Outstanding as of December 31, 2014	17.4	$285

Scheduled vesting for outstanding restricted stock units as of December 31, 2014, is as follows (in millions):

	Year Ended December 31,						
	2015	2016	2017	2018	2019	Thereafter	Total
Scheduled vesting—restricted stock units	5.9	6.1	3.4	1.7	0.2	0.1	17.4

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As of December 31, 2014, there was $2.2 billion of net unrecognized compensation cost related to unvested stock-based compensation arrangements. This compensation is recognized on an accelerated basis with approximately half of the compensation expected to be expensed in the next twelve months, and has a weighted-average recognition period of 1.2 years.

During 2014 and 2013, the fair value of restricted stock units that vested was $1.7 billion and $1.4 billion.

As matching contributions under our 401(k) savings plan, we granted 0.2 million and 0.1 million shares of common stock in 2014 and 2013. Shares granted as matching contributions under our 401(k) plan are included in outstanding common stock when issued, and recorded as stock-based compensation expense.

Common Stock Available for Future Issuance

As of December 31, 2014, common stock available for future issuance to employees is 137 million shares.

Note 10—ACCUMULATED OTHER COMPREHENSIVE LOSS

Changes in the composition of accumulated other comprehensive loss for 2014, 2013, and 2012 are as follows (in millions):

	Foreign currency translation adjustments	Unrealized gains on available-for-sale securities	Total
Balances as of January 1, 2012	$(326)	$10	$(316)
Other comprehensive income	76	1	77
Balances as of December 31, 2012	(250)	11	(239)
Other comprehensive income (loss)	63	(9)	54
Balances as of December 31, 2013	(187)	2	(185)
Other comprehensive income (loss)	(325)	(1)	(326)
Balances as of December 31, 2014	$(512)	$1	$(511)

Amounts included in accumulated other comprehensive loss are recorded net of their related income tax effects.

Note 11—INCOME TAXES

In 2014, 2013, and 2012, we recorded net tax provisions of $167 million, $161 million, and $428 million. We have tax benefits relating to excess stock-based compensation deductions and accelerated depreciation deductions that are being utilized to reduce our U.S. taxable income. In December 2014, U.S. legislation was enacted providing a one year extension of accelerated depreciation deductions on qualifying property and the U.S. federal research and development credit through 2014. As such, cash taxes paid, net of refunds, were $177 million, $169 million, and $112 million for 2014, 2013, and 2012.

The components of the provision for income taxes, net are as follows (in millions):

	Year Ended December 31,		
	2014	2013	2012
Current taxes:			
U.S. Federal	$214	$99	$528
U.S. State	65	45	34
International	204	173	131
Current taxes	483	317	693
Deferred taxes:			
U.S. Federal	(125)	(114)	(129)
U.S. State	(11)	(19)	(27)
International	(180)	(23)	(109)
Deferred taxes	(316)	(156)	(265)
Provision for income taxes, net	$167	$161	$428

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U.S. and international components of income before income taxes are as follows (in millions):

	Year Ended December 31,		
	2014	2013	2012
U.S.	$292	$704	$882
International	(403)	(198)	(338)
Income (loss) before income taxes	$(111)	$506	$544

The items accounting for differences between income taxes computed at the federal statutory rate and the provision recorded for income taxes are as follows (in millions):

	Year Ended December 31,		
	2014	2013	2012
Income taxes computed at the federal statutory rate	$(39)	$177	$191
Effect of:			
Impact of foreign tax differential	136	(41)	172
State taxes, net of federal benefits	29	14	1
Tax credits	(85)	(84)	(24)
Nondeductible compensation	117	86	72
Domestic production activities deduction	(20)	(11)	—
Other, net	29	20	16
Total	$167	$161	$428

Our provision for income taxes in 2014 was higher than in 2013 primarily due to the increased losses in certain foreign subsidiaries for which we may not realize a tax benefit and audit-related developments, partially offset by the favorable impact of earnings in lower tax rate jurisdictions. Losses for which we may not realize a related tax benefit reduce our pre-tax income without a corresponding reduction in our tax expense, and therefore increase our effective tax rate. We have recorded valuation allowances against the deferred tax assets associated with losses for which we may not realize a related tax benefit. Income earned in lower tax jurisdictions is primarily related to our European operations, which are headquartered in Luxembourg.

In 2013, our provision for income taxes was lower than in 2012 primarily due to a decline in the proportion of our losses for which we may not realize a related tax benefit, the favorable impact of earnings in lower tax rate jurisdictions, and the retroactive extension in 2013 of the U.S. federal research and development credit to 2012. In 2013, we recognized tax benefits for a greater proportion of losses for which we may not realize a related tax benefit, primarily due to losses of certain foreign subsidiaries, as compared to 2012. The favorable impact of earnings in lower tax rate jurisdictions was primarily related to our European operations.

Except as required under U.S. tax laws, we do not provide for U.S. taxes on our undistributed earnings of foreign subsidiaries that have not been previously taxed since we intend to invest such undistributed earnings indefinitely outside of the U.S. If our intent changes or if these funds are needed for our U.S. operations, we would be required to accrue or pay U.S. taxes on some or all of these undistributed earnings and our effective tax rate would be adversely affected. Undistributed earnings of foreign subsidiaries that are indefinitely invested outside of the U.S were $2.5 billion as of December 31, 2014. Determination of the unrecognized deferred tax liability that would be incurred if such amounts were repatriated is not practicable.

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Deferred income tax assets and liabilities are as follows (in millions):

	December 31, 2014 (1)	2013
Deferred tax assets:		
Net operating losses U.S. - Federal/States (2)	$357	$53
Net operating losses foreign (3)	669	427
Accrued liabilities, reserves, & other expenses	780	590
Stock-based compensation	534	396
Deferred revenue	156	249
Assets held for investment	154	164
Other items	242	177
Tax credits (4)	115	107
Total gross deferred tax assets	3,007	2,163
Less valuation allowance (5)	(901)	(698)
Deferred tax assets, net of valuation allowance	2,106	1,465
Deferred tax liabilities:		
Depreciation & amortization	(1,609)	(1,021)
Acquisition related intangible assets	(195)	(201)
Other items	(31)	(16)
Net deferred tax assets, net of valuation allowance	$271	$227

(1) Deferred tax assets related to net operating losses and tax credits are presented net of tax contingencies.

(2) Excluding $261 million and $81 million of deferred tax assets as of December 31, 2014 and 2013, related to net operating losses that result from excess stock-based compensation and for which any benefit realized will be recorded to stockholders' equity.

(3) Excluding $2 million and $2 million of deferred tax assets as of December 31, 2014 and 2013, related to net operating losses that result from excess stock-based compensation and for which any benefit realized will be recorded to stockholders' equity.

(4) Excluding $268 million and $227 million of deferred tax assets as of December 31, 2014 and 2013, related to tax credits that result from excess stock-based compensation and for which any benefit realized will be recorded to stockholders' equity.

(5) Relates primarily to deferred tax assets that would only be realizable upon the generation of net income in certain foreign taxing jurisdictions and future capital gains.

As of December 31, 2014, our federal, foreign, and state net operating loss carryforwards for income tax purposes were approximately $1.9 billion, $2.5 billion, and $1.1 billion. The federal and state net operating loss carryforwards are subject to limitations under Section 382 of the Internal Revenue Code and applicable state tax law. If not utilized, a portion of the federal, foreign, and state net operating loss carryforwards will begin to expire in 2020, 2015, and 2015, respectively. As of December 31, 2014, our tax credit carryforwards for income tax purposes were approximately $506 million. If not utilized, a portion of the tax credit carryforwards will begin to expire in 2017.

The Company's consolidated balance sheets reflect deferred tax assets related to net operating losses and tax credit carryforwards excluding amounts resulting from excess stock-based compensation. Amounts related to excess stock-based compensation are accounted for as an increase to additional paid-in capital if and when realized through a reduction in income taxes payable.

Tax Contingencies

We are subject to income taxes in the U.S. (federal and state) and numerous foreign jurisdictions. Significant judgment is required in evaluating our tax positions and determining our provision for income taxes. During the ordinary course of business, there are many transactions and calculations for which the ultimate tax determination is

uncertain. We establish reserves for tax-related uncertainties based on estimates of whether, and the extent to which, additional taxes will be due. These reserves are established when we believe that certain positions might be challenged despite our belief that our tax return positions are fully supportable. We adjust these reserves in light of changing facts and circumstances, such as the outcome of

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tax audits. The provision for income taxes includes the impact of reserve provisions and changes to reserves that are considered appropriate.

The reconciliation of our tax contingencies is as follows (in millions):

	December 31,		
	2014	2013	2012
Gross tax contingencies – January 1	$407	$294	$229
Gross increases to tax positions in prior periods	351	78	91
Gross decreases to tax positions in prior periods	(50)	(18)	(47)
Gross increases to current period tax positions	20	54	26
Audit settlements paid	(16)	(1)	(4)
Lapse of statute of limitations	(2)	—	(1)
Gross tax contingencies – December 31 (1)	$710	$407	$294

(1) As of December 31, 2014, we had $710 million of tax contingencies, of which $604 million, if fully recognized, would decrease our effective tax rate.

As of December 31, 2014 and 2013, we had accrued interest and penalties, net of federal income tax benefit, related to tax contingencies of $41 million and $33 million. Interest and penalties, net of federal income tax benefit, recognized for the years ended December 31, 2014, 2013, and 2012 was $8 million, $8 million, and $1 million.

We are under examination, or may be subject to examination, by the Internal Revenue Service ("IRS") for the calendar year 2005 and thereafter. These examinations may lead to ordinary course adjustments or proposed adjustments to our taxes or our net operating losses with respect to years under examination as well as subsequent periods. As previously disclosed, we have received Notices of Proposed Adjustment from the IRS for transactions undertaken in the 2005 and 2006 calendar years relating to transfer pricing with our foreign subsidiaries. The IRS is seeking to increase our U.S. taxable income by an amount that would result in additional federal tax of approximately $1.5 billion, subject to interest. To date, we have not resolved this matter administratively and are currently contesting it in U.S. Tax Court. We continue to disagree with these IRS positions and intend to defend ourselves vigorously in this matter. In addition to the risk of additional tax for 2005 and 2006 transactions, if this litigation is adversely determined or if the IRS were to seek transfer pricing adjustments of a similar nature for transactions in subsequent years, Amazon could be subject to significant additional tax liabilities.

Certain of our subsidiaries are under examination or investigation or may be subject to examination or investigation by the French Tax Administration ("FTA") for calendar year 2006 or thereafter. These examinations may lead to ordinary course adjustments or proposed adjustments to our taxes. While we have not yet received a final assessment from the FTA, in September 2012, we received proposed tax assessment notices for calendar years 2006 through 2010 relating to the allocation of income between foreign jurisdictions. The notices propose additional French tax of approximately $250 million, including interest and penalties through the date of the assessment. We disagree with the proposed assessment and intend to contest it vigorously. We plan to pursue all available administrative remedies at the FTA, and if we are not able to resolve this matter with the FTA, we plan to pursue judicial remedies. In addition, in October 2014, the European Commission opened a formal investigation to examine whether decisions by the tax authorities in Luxembourg with regard to the corporate income tax paid by certain of our subsidiaries comply with European Union rules on state aid. If this matter is adversely resolved, Luxembourg may be required to assess, and we may be required to pay, additional amounts with respect to current and prior periods and our taxes in the future could increase. We are also subject to taxation in various states and other foreign jurisdictions including Canada, China, Germany, India, Japan, Luxembourg, and the United Kingdom. We are under, or may be subject to, audit or examination and additional assessments in respect of these particular jurisdictions for 2003 and thereafter.

We expect the total amount of tax contingencies will grow in 2015. In addition, changes in state, federal, and foreign tax laws may increase our tax contingencies. The timing of the resolution of income tax examinations is highly uncertain, and the amounts ultimately paid, if any, upon resolution of the issues raised by the taxing authorities may

differ from the amounts accrued. It is reasonably possible that within the next 12 months we will receive additional assessments by various tax authorities or possibly reach resolution of income tax examinations in one or more jurisdictions. These assessments or settlements may or may not result in changes to our contingencies related to positions on tax filings in years through 2014. The actual amount of any change could vary significantly depending on the ultimate timing and nature of any settlements. We cannot currently provide an estimate of the range of possible outcomes.

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Note 12—SEGMENT INFORMATION

We have organized our operations into two segments: North America and International. We present our segment information along the same lines that our Chief Executive Officer reviews our operating results in assessing performance and allocating resources. We expect to change our reportable segments to report North America, International, and AWS, beginning with the first quarter of 2015.

We allocate to segment results the operating expenses "Fulfillment," "Marketing," "Technology and content," and "General and administrative," but exclude from our allocations the portions of these expense lines attributable to stock-based compensation. We do not allocate the line item "Other operating expense (income), net" to our segment operating results. Our "Technology and content" costs included in our segments are primarily based on the geographic location of where the costs are incurred, the majority of these costs are incurred in the U.S. and included in our North America segment. There are no internal revenue transactions between our reporting segments.

North America

The North America segment consists of amounts earned from retail sales of consumer products (including from sellers) and subscriptions through North America-focused websites such as www.amazon.com and www.amazon.ca and include amounts earned from AWS. This segment includes export sales from www.amazon.com and www.amazon.ca.

International

The International segment consists of amounts earned from retail sales of consumer products (including from sellers) and subscriptions through internationally-focused websites. This segment includes export sales from these internationally based websites (including export sales from these sites to customers in the U.S. and Canada), but excludes export sales from our U.S. and Canadian websites.

Information on reportable segments and reconciliation to consolidated net income (loss) is as follows (in millions):

	Year Ended December 31,		
	2014	2013	2012
North America			
Net sales	$55,469	$44,517	$34,813
Segment operating expenses (1)	53,364	42,631	33,221
Segment operating income	$2,105	$1,886	$1,592
International			
Net sales	$33,519	$29,935	$26,280
Segment operating expenses (1)	33,816	29,828	26,204
Segment operating income (loss)	$(297)	$107	$76
Consolidated			
Net sales	$88,988	$74,452	$61,093
Segment operating expenses (1)	87,180	72,459	59,425
Segment operating income	1,808	1,993	1,668
Stock-based compensation	(1,497)	(1,134)	(833)
Other operating income (expense), net	(133)	(114)	(159)
Income from operations	178	745	676
Total non-operating income (expense)	(289)	(239)	(132)
Provision for income taxes	(167)	(161)	(428)
Equity-method investment activity, net of tax	37	(71)	(155)
Net income (loss)	$(241)	$274	$(39)

(1) Represents operating expenses, excluding stock-based compensation and "Other operating expense (income), net," which are not allocated to segments.

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We have aggregated our products and services into groups of similar products and services and provided the supplemental disclosure of net sales (in millions) below. We evaluate whether additional disclosure is appropriate when a product or service category begins to approach a significant level of net sales. For the periods presented, no individual product or service represented more than 10% of net sales.

	Year Ended December 31,		
	2014	2013	2012
Net Sales:			
Media	$22,505	$21,716	$19,942
Electronics and other general merchandise	60,886	48,802	38,628
Other (1)	5,597	3,934	2,523
	$88,988	$74,452	$61,093

(1) Includes sales from non-retail activities, such as AWS, advertising services, and our co-branded credit card agreements.

Net sales generated from these internationally-focused websites are denominated in local functional currencies. Revenues are translated at average rates prevailing throughout the period. Net sales attributed to foreign countries are as follows (in millions):

	Year Ended December 31,		
	2014	2013	2012
Germany	$11,919	$10,535	$8,732
Japan	7,912	7,639	7,800
United Kingdom	8,341	7,291	6,478

Total assets, property and equipment, net, and total property and equipment additions, by geography, reconciled to consolidated amounts are (in millions):

	December 31,		
	2014	2013	2012
North America			
Total assets	$39,157	$26,108	$20,703
Property and equipment, net	13,163	8,447	5,481
Total property and equipment additions	7,464	4,837	3,348
International			
Total assets	$15,348	$14,051	$11,852
Property and equipment, net	3,804	2,502	1,579
Total property and equipment additions	2,017	1,536	969
Consolidated			
Total assets	$54,505	$40,159	$32,555
Property and equipment, net	16,967	10,949	7,060
Total property and equipment additions	9,481	6,373	4,317

Except for the U.S., property and equipment, net, in any single country was less than 10% of consolidated property and equipment, net.

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Depreciation expense, by segment, is as follows (in millions):

	Year Ended December 31,		
	2014	2013	2012
North America	$2,701	$1,863	$1,229
International	915	597	424
Consolidated	$3,616	$2,460	$1,653

Note 13—QUARTERLY RESULTS (UNAUDITED)

The following tables contain selected unaudited statement of operations information for each quarter of 2014 and 2013. The following information reflects all normal recurring adjustments necessary for a fair presentation of the information for the periods presented. The operating results for any quarter are not necessarily indicative of results for any future period. Our business is affected by seasonality, which historically has resulted in higher sales volume during our fourth quarter. Unaudited quarterly results are as follows (in millions, except per share data):

	Year Ended December 31, 2014 (1)			
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Net sales	$29,328	$20,579	$19,340	$19,741
Income (loss) from operations	591	(544)	(15)	146
Income (loss) before income taxes	429	(634)	(27)	120
Benefit (provision) for income taxes	(205)	205	(94)	(73)
Net income (loss)	214	(437)	(126)	108
Basic earnings per share	0.46	(0.95)	(0.27)	0.23
Diluted earnings per share	0.45	(0.95)	(0.27)	0.23
Shares used in computation of earnings per share:				
Basic	464	463	461	460
Diluted	472	463	461	468

	Year Ended December 31, 2013 (1)			
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
Net sales	$25,587	$17,092	$15,704	$16,070
Income (loss) from operations	510	(25)	79	181
Income (loss) before income taxes	451	(43)	17	81
Benefit (provision) for income taxes	(179)	12	(13)	18
Net income (loss)	239	(41)	(7)	82
Basic earnings per share	0.52	(0.09)	(0.02)	0.18
Diluted earnings per share	0.51	(0.09)	(0.02)	0.18
Shares used in computation of earnings per share:				
Basic	458	457	456	455
Diluted	467	457	456	463

(1) The sum of quarterly amounts, including per share amounts, may not equal amounts reported for year-to-date periods. This is due to the effects of rounding and changes in the number of weighted-average shares outstanding for each period.

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Item 9. Changes in and Disagreements with Accountants On Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We carried out an evaluation required by the Securities Exchange Act of 1934 (the "1934 Act"), under the supervision and with the participation of our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rule 13a-15(e) of the 1934 Act, as of December 31, 2014. Based on this evaluation, our principal executive officer and principal financial officer concluded that, as of December 31, 2014, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the 1934 Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and to provide reasonable assurance that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) of the 1934 Act. Management has assessed the effectiveness of our internal control over financial reporting as of December 31, 2014 based on criteria established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. As a result of this assessment, management concluded that, as of December 31, 2014, our internal control over financial reporting was effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Ernst & Young has independently assessed the effectiveness of our internal control over financial reporting and its report is included below.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended December 31, 2014 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Controls

Our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives as specified above. Management does not expect, however, that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all error and fraud. Any control system, no matter how well designed and operated, is based upon certain assumptions and can provide only reasonable, not absolute, assurance that its objectives will be met. Further, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected.

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders

Amazon.com, Inc.

We have audited Amazon.com, Inc.'s internal control over financial reporting as of December 31, 2014, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Amazon.com, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Amazon.com, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Amazon.com, Inc. as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2014 of Amazon.com, Inc. and our report dated January 29, 2015 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Seattle, Washington

January 29, 2015

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Item 9B. Other Information
None.

PART III

Item 10. Directors, Executive Officers, and Corporate Governance
Information regarding our Executive Officers required by Item 10 of Part III is set forth in Item 1 of Part I "Business—Executive Officers of the Registrant." Information required by Item 10 of Part III regarding our Directors and any material changes to the process by which security holders may recommend nominees to the Board of Directors is included in our Proxy Statement relating to our 2015 Annual Meeting of Shareholders, and is incorporated herein by reference. Information relating to our Code of Business Conduct and Ethics and to compliance with Section 16(a) of the 1934 Act is set forth in our Proxy Statement relating to our 2015 Annual Meeting of Shareholders and is incorporated herein by reference. To the extent permissible under NASDAQ rules, we intend to disclose amendments to our Code of Business Conduct and Ethics, as well as waivers of the provisions thereof, on our investor relations website under the heading "Corporate Governance" at www.amazon.com/ir.

Item 11. Executive Compensation
Information required by Item 11 of Part III is included in our Proxy Statement relating to our 2015 Annual Meeting of Shareholders and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters
Information required by Item 12 of Part III is included in our Proxy Statement relating to our 2015 Annual Meeting of Shareholders and is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence
Information required by Item 13 of Part III is included in our Proxy Statement relating to our 2015 Annual Meeting of Shareholders and is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services
Information required by Item 14 of Part III is included in our Proxy Statement relating our 2015 Annual Meeting of Shareholders and is incorporated herein by reference.

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PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) List of Documents Filed as a Part of This Report:

(1) Index to Consolidated Financial Statements:

Report of Ernst & Young LLP, Independent Registered Public Accounting Firm
Consolidated Statements of Cash Flows for each of the three years ended December 31, 2014
Consolidated Statements of Operations for each of the three years ended December 31, 2014
Consolidated Statements of Comprehensive Income for each of the three years ended December 31, 2014
Consolidated Balance Sheets as of December 31, 2014 and 2013
Consolidated Statements of Stockholders' Equity for each of the three years ended December 31, 2014
Notes to Consolidated Financial Statements
Report of Ernst & Young LLP, Independent Registered Public Accounting Firm

(2) Index to Financial Statement Schedules:

All schedules have been omitted because the required information is included in the consolidated financial statements or the notes thereto, or because it is not required.

(3) Index to Exhibits

See exhibits listed under the Exhibit Index below.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized, as of January 29, 2015.

AMAZON.COM, INC.

By: /s/ Jeffrey P. Bezos
Jeffrey P. Bezos
President, Chief Executive Officer,
and Chairman of the Board

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the registrant and in the capacities indicated as of January 29, 2015.

Signature	Title
/s/ Jeffrey P. Bezos Jeffrey P. Bezos	Chairman of the Board, President, and Chief Executive Officer (Principal Executive Officer)
/s/ Thomas J. Szkutak Thomas J. Szkutak	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Shelley Reynolds Shelley Reynolds	Vice President, Worldwide Controller (Principal Accounting Officer)
/s/ Tom A. Alberg Tom A. Alberg	Director
/s/ John Seely Brown John Seely Brown	Director
/s/ William B. Gordon William B. Gordon	Director
/s/ Jamie S. Gorelick Jamie S. Gorelick	Director
/s/ Judith A. McGrath Judith A. McGrath	Director
/s/ Alain Monié Alain Monié	Director
/s/ Jonathan J. Rubinstein Jonathan J. Rubinstein	Director
/s/ Thomas O. Ryder	

Thomas O. Ryder	Director
/s/ Patricia Q. Stonesifer Patricia Q. Stonesifer	Director

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EXHIBIT INDEX

Exhibit Number	Description
2.1	Form of Purchase and Sale Agreement dated as of October 1, 2012, between Acorn Development LLC, a wholly owned subsidiary of the Company, and Lake Union III LLC, Lake Union IV LLC, City Place V LLC, City Place II LLC, City Place III LLC, City Place IV LLC, and City Place V LLC, respectively (incorporated by reference to the Company's Annual Report on Form 10-K for the Year ended December 31, 2012).
3.1	Restated Certificate of Incorporation of the Company (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2000).
3.2	Amended and Restated Bylaws of the Company (incorporated by reference to the Company's Current Report on Form 8-K, filed February 18, 2009).
4.1	Indenture, dated as of November 29, 2012, between Amazon.com, Inc. and Wells Fargo Bank, National Association, as trustee, and Form of 0.650% Note due 2015, Form of 1.200% Note due 2017, and Form of 2.500% Note due 2022 (incorporated by reference to the Company's Current Report on Form 8-K, filed November 29, 2012).
4.2	Officers' Certificate Establishing the Terms of Notes, dated as of December 5, 2014, containing Form of 2.600% Note due 2019, Form of 3.300% Note due 2021, Form of 3.800% Note due 2024, Form of 4.800% Note due 2034, and Form of 4.950% Note due 2044 (incorporated by reference to the Company's Current Report on Form 8-K, filed December 5, 2014).
10.1†	1997 Stock Incentive Plan (amended and restated) (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2013).
10.2†	1999 Nonofficer Employee Stock Option Plan (amended and restated) (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2013).
10.3†	Offer Letter of Employment to Diego Piacentini, dated January 17, 2000 (incorporated by reference to the Company's Annual Report on Form 10-K for the Year ended December 31, 2000).
10.4†	Form of Indemnification Agreement between the Company and each of its Directors (incorporated by reference to the Company's Registration Statement on Form S-1 (Registration No. 333-23795) filed March 24, 1997).
10.5†	Form of Restricted Stock Unit Agreement for Officers and Employees (incorporated by reference to the Company's Annual Report on Form 10-K for the Year ended December 31, 2002).
10.6†	Form of Restricted Stock Unit Agreement for Directors (incorporated by reference to the Company's Annual Report on Form 10-K for the Year ended December 31, 2002).
10.7†	Form of Restricted Stock Agreement (incorporated by reference to the Company's Annual Report on Form 10-K for the Year ended December 31, 2001).

10.8†	Form of Global Restricted Stock Unit Award Agreement for Executive Officers (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2014).
10.9	Credit Agreement, dated as of September 5, 2014, among Amazon.com, Inc., Bank of America, N.A., as administrative agent, and the other lenders party thereto, and conformed page thereto (incorporated by reference to the Company's Current Report on Form 8-K, filed September 5, 2014, and Quarterly Report on Form 10-Q for the Quarter ended September 30, 2014, respectively).
12.1	Computation of Ratio of Earnings to Fixed Charges.
21.1	List of Significant Subsidiaries.
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
31.1	Certification of Jeffrey P. Bezos, Chairman and Chief Executive Officer of Amazon.com, Inc., pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
31.2	Certification of Thomas J. Szkutak, Senior Vice President and Chief Financial Officer of Amazon.com, Inc., pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.

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32.1	Certification of Jeffrey P. Bezos, Chairman and Chief Executive Officer of Amazon.com, Inc., pursuant to 18 U.S.C. Section 1350.
32.2	Certification of Thomas J. Szkutak, Senior Vice President and Chief Financial Officer of Amazon.com, Inc., pursuant to 18 U.S.C. Section 1350.
101	The following financial statements from the Company's Annual Report on Form 10-K for the year ended December 31, 2013, formatted in XBRL: (i) Consolidated Statements of Cash Flows, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Balance Sheets, (v) Consolidated Statements of Stockholders' Equity, and (vi) Notes to Consolidated Financial Statements, tagged as blocks of text and including detailed tags.

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† Executive Compensation Plan or Agreement