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

FORM 10-Q

(Mark One)

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

For the quarterly period ended July 2, 2016

OR

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

For the transition period from __________ to __________

Commission file number: 1-12203

Ingram Micro Inc.
(Exact name of Registrant as specified in its charter)

Delaware	**62-1644402**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

3351 Michelson Drive, Suite 100
Irvine, California 92612-0697
(Address, including zip code, of principal executive offices)
(714) 566-1000
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant had submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ☐

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

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

The Registrant had 149,659,526 shares of Class A Common Stock, par value $0.01 per share, outstanding at July 2, 2016.

INGRAM MICRO INC.

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Part I. Financial Information

Item 1. Financial Statements

INGRAM MICRO INC.

CONSOLIDATED BALANCE SHEET
(In 000s, except par value)
(Unaudited)

	July 2, 2016	January 2, 2016
ASSETS		
Current assets:		
Cash and cash equivalents	$ 878,881	$ 935,267
Trade accounts receivable (less allowances of $66,747 and $59,437 at July 2, 2016 and January 2, 2016, respectively)	5,131,473	5,663,754
Inventory	3,731,176	3,457,016
Other current assets	578,703	475,813
Total current assets	10,320,233	10,531,850
Property and equipment, net	381,884	381,414
Goodwill	952,254	843,001
Intangible assets, net	435,873	374,674
Other assets	169,437	169,750
Total assets	$ 12,259,681	$ 12,300,689
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 6,066,228	$ 6,353,511
Accrued expenses	652,992	620,501
Short-term debt and current maturities of long-term debt	223,422	134,103
Total current liabilities	6,942,642	7,108,115
Long-term debt, less current maturities	1,091,437	1,090,702
Other liabilities	161,633	134,086
Total liabilities	8,195,712	8,332,903
Commitments and contingencies (Note 13)		
Stockholders' equity:		
Preferred Stock, $0.01 par value, 25,000 shares authorized; no shares issued and outstanding	—	—
Class A Common Stock, $0.01 par value, 500,000 shares authorized; 196,449 and 195,320 shares issued and 149,660 and 148,362 shares outstanding at July 2, 2016 and January 2, 2016, respectively	1,965	1,954
Class B Common Stock, $0.01 par value, 135,000 shares authorized; no shares issued and outstanding	—	—
Additional paid-in capital	1,508,703	1,503,043
Treasury stock, 46,789 and 46,958 shares at July 2, 2016 and January 2, 2016, respectively	(890,096)	(892,925)
Retained earnings	3,569,652	3,513,101
Accumulated other comprehensive loss	(126,255)	(157,387)
Total stockholders' equity	4,063,969	3,967,786
Total liabilities and stockholders' equity	$ 12,259,681	$ 12,300,689

See accompanying notes to these consolidated financial statements.

INGRAM MICRO INC.

CONSOLIDATED STATEMENT OF INCOME
(In 000s, except per share data)
(Unaudited)

	Thirteen Weeks Ended		Twenty-six Weeks Ended	
	July 2, 2016	July 4, 2015	July 2, 2016	July 4, 2015
Net sales	$ 10,122,606	$ 10,553,278	$ 19,459,207	$ 21,197,704
Cost of sales	9,403,660	9,896,453	18,108,565	19,923,418
Gross profit	718,946	656,825	1,350,642	1,274,286
Operating expenses:				
Selling, general and administrative	573,307	515,575	1,123,009	1,015,350
Amortization of intangible assets	25,621	17,089	52,646	33,020
Reorganization costs	7,690	6,236	24,256	10,276
Impairment of internally developed software	—	115,856	—	115,856
Loss on sale of affiliate	14,878	—	14,878	—
	621,496	654,756	1,214,789	1,174,502
Income from operations	97,450	2,069	135,853	99,784
Other expense (income):				
Interest income	(2,117)	(1,201)	(3,258)	(1,659)
Interest expense	18,152	21,212	38,624	43,370
Net foreign currency exchange loss	587	6,738	9,114	14,276
Other	4,116	3,481	7,198	6,943
	20,738	30,230	51,678	62,930
Income (loss) before income taxes	76,712	(28,161)	84,175	36,854
Provision for income taxes	22,060	6,132	27,624	27,872
Net income (loss)	$ 54,652	$ (34,293)	$ 56,551	$ 8,982
Basic earnings per share	$ 0.37	$ (0.22)	$ 0.38	$ 0.06
Diluted earnings per share	$ 0.36	$ (0.22)	$ 0.37	$ 0.06

See accompanying notes to these consolidated financial statements.

INGRAM MICRO INC.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (LOSS)
(In 000s)
(Unaudited)

	Thirteen Weeks Ended		Twenty-six Weeks Ended	
	July 2, 2016	July 4, 2015	July 2, 2016	July 4, 2015
Net income (loss)	$ 54,652	$ (34,293)	$ 56,551	$ 8,982
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustment	(10,666)	(24,143)	31,132	(65,257)
Other comprehensive income (loss), net of tax	(10,666)	(24,143)	31,132	(65,257)
Comprehensive income (loss)	$ 43,986	$ (58,436)	$ 87,683	$ (56,275)

See accompanying notes to these consolidated financial statements.

INGRAM MICRO INC.

CONSOLIDATED STATEMENT OF CASH FLOWS
(In 000s)
(Unaudited)

	Twenty-six Weeks Ended	
	July 2, 2016	July 4, 2015
Cash flows from operating activities:		
Net income	$ 56,551	$ 8,982
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and amortization	104,318	76,499
Stock-based compensation	19,908	17,529
Excess tax benefit from stock-based compensation	(8,351)	(4,149)
Gain on sale of property and equipment	(1,115)	(146)
Impairment of internally developed software	—	115,856
Loss on sale of affiliate	14,878	—
Noncash charges for interest and bond discount amortization	1,409	1,510
Deferred income taxes	10,494	6,117
Changes in operating assets and liabilities, net of effects of acquisitions:		
Trade accounts receivable	653,914	1,173,852
Inventory	(247,578)	328,530
Other current assets	(87,108)	(129,910)
Accounts payable	(235,962)	(860,437)
Change in book overdrafts	(166,027)	(84,010)
Accrued expenses	(86,032)	(23,299)
Cash provided by operating activities	29,299	626,924
Cash flows from investing activities:		
Capital expenditures	(50,476)	(56,573)
Sale of marketable securities, net	4,700	—
Proceeds from sale of property and equipment	590	359
Proceeds from sale of affiliate	27,847	—
Acquisitions, net of cash acquired	(173,406)	(94,255)
Cash used by investing activities	(190,745)	(150,469)
Cash flows from financing activities:		
Proceeds from exercise of stock options	3,538	6,267
Repurchase of Class A Common Stock	—	(44,208)
Excess tax benefit from stock-based compensation	8,351	4,149
Other consideration for acquisitions	(2,091)	(2,358)
Net proceeds from (repayments of) revolving and other credit facilities	78,969	(353,784)
Cash provided (used) by financing activities	88,767	(389,934)
Effect of exchange rate changes on cash and cash equivalents	16,293	(12,806)
Increase (decrease) in cash and cash equivalents	(56,386)	73,715
Cash and cash equivalents, beginning of period	935,267	692,777
Cash and cash equivalents, end of period	$ 878,881	$ 766,492

See accompanying notes to these consolidated financial statements.

INGRAM MICRO INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(In 000s, except per share data)
(Unaudited)

Note 1 – Organization and Basis of Presentation

Ingram Micro Inc. and its subsidiaries are primarily engaged in the distribution of information technology ("IT") products, commerce and fulfillment services and mobile device lifecycle services worldwide. Ingram Micro Inc. and its subsidiaries operate in North America; Europe; Asia-Pacific (which includes Middle East and Africa); and Latin America.

The consolidated financial statements include the accounts of Ingram Micro Inc. and its subsidiaries. Unless the context otherwise requires, the use of the terms "Ingram Micro," "we," "us" and "our" in these notes to the consolidated financial statements refers to Ingram Micro Inc. and its subsidiaries. These consolidated financial statements have been prepared by us, without audit, pursuant to the rules and regulations of the United States Securities and Exchange Commission (the "SEC"). In the opinion of management, the accompanying unaudited consolidated financial statements contain all material adjustments (consisting of only normal, recurring adjustments) necessary to fairly state our consolidated financial position as of July 2, 2016, our consolidated results of operations and comprehensive income (loss) for the thirteen and twenty-six weeks ended July 2, 2016 and July 4, 2015 and our consolidated cash flows for the twenty-six weeks ended July 2, 2016 and July 4, 2015. All significant intercompany accounts and transactions have been eliminated in consolidation. As permitted under the applicable rules and regulations of the SEC, these consolidated financial statements do not include all disclosures and footnotes normally included with annual consolidated financial statements and, accordingly, should be read in conjunction with the consolidated financial statements and the notes thereto, included in our Annual Report on Form 10-K filed with the SEC for the year ended January 2, 2016. The consolidated results of operations for the thirteen and twenty-six weeks ended July 2, 2016 may not be indicative of the consolidated results of operations that can be expected for the full year.

Book Overdrafts

Book overdrafts of $262,601 and $428,628 as of July 2, 2016 and January 2, 2016, respectively, represent checks issued on disbursement bank accounts but not yet paid by such banks. These amounts are classified as accounts payable in our consolidated balance sheet. We typically fund these overdrafts through normal collections of funds or transfers from other bank balances at other financial institutions. Under the terms of our facilities with the banks, the respective financial institutions are not legally obligated to honor the book overdraft balances as of July 2, 2016 and January 2, 2016, or any balance on any given date.

Trade Accounts Receivable Factoring Programs

We have several uncommitted factoring programs under which trade accounts receivable of several large customers may be sold, without recourse, to financial institutions. Available capacity under these programs is dependent on the amount of trade accounts receivable already sold into these programs and the financial institutions' willingness to purchase such receivables. At July 2, 2016 and January 2, 2016, we had a total of $303,625, and $388,358, respectively, of trade accounts receivable sold to and held by financial institutions under these programs. Factoring fees of $1,584 and $995 incurred for the thirteen weeks ended July 2, 2016 and July 4, 2015, respectively, and $2,913 and $2,315 incurred for the twenty-six weeks ended July 2, 2016 and July 4, 2015, respectively, related to the sale of trade accounts receivable under these facilities are included in "other" in the other expense (income) section of our consolidated statement of income.

Impairment of Internally Developed Software

We began our program to deploy a new global ERP system in 2008. Since that period, the business has significantly diversified and new technologies allow legacy systems and diverse applications to easily be connected in a modular way, which allows these legacy systems to be part of a flexible, powerful and efficient solution. After careful evaluation, we concluded that this combined systems strategy is better aligned with our evolving business model and currently is more flexible and economical than implementation of a single global system. Accordingly, we stopped our global ERP deployment and recorded a non-cash, pre-tax charge related to the impairment of internally developed software of $115,856 during the second quarter of 2015. We recognized a tax benefit on the impairment at the applicable rates, partially offset by an increase in the valuation allowance on foreign tax credits of $14,580 as a result of the decision to stop deployments.

Loss on the Sale of an Affiliate

During the thirteen weeks ended July 2, 2016, we sold our AVAD subsidiary for cash proceeds of $27,847 as the niche operations were not deemed core to our current strategies and we believe that our operational focus and capital resources could be more effectively deployed elsewhere. As a result, we recorded a loss on the sale of affiliate of $14,878, which included the write-off a previously acquired trade name of $12,525. There were no additional impairments to our other intangible assets.

Change in Accounting Principle and Reclassification

During the six months ended July 2, 2016, we adopted the provisions of Accounting Standards Update ("ASU") 2015-03, "Interest-Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs", which requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of the debt liability, consistent with debt discounts. Additionally, we also adopted ASU 2015-15, "Interest-Imputation of Interest (Subtopic 835-30): Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-Of-Credit Arrangements and Amendments to SEC Paragraphs Pursuant to Staff Announcement at June 18, 2015 EITF Meeting". ASU 2015-15 allows debt issuance costs to be presented as an asset and amortized ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. As a result of the adoption of these ASUs, our consolidated balance sheet as of January 2, 2016 reflects a $6,571 reduction of other long-term assets and long-term debt, respectively, to conform to the current year presentation.

Note 2 – Plan of Merger

On February 17, 2016, we announced that we entered into an agreement and plan of merger (the “Merger Agreement”) with Tianjin Tianhai Investment Company, Ltd. (“Tianjin Tianhai”) a joint stock company existing under the laws of the People’s Republic of China (the “PRC”) and listed on the Shanghai Stock Exchange, and GCL Acquisition, Inc., a Delaware corporation and an indirect subsidiary of Tianjin Tianhai (“Merger Subsidiary”), pursuant to which, subject to the terms and conditions set forth in the Merger Agreement, Merger Subsidiary will be merged with and into Ingram Micro Inc. (the “Merger”), with Ingram Micro Inc. surviving as a subsidiary of Tianjin Tianhai. Concurrently with the execution of the Merger Agreement, HNA Group Co., Ltd., a limited company existing under the laws of the PRC (“HNA Group” or the “Guarantor”), an affiliate of Parent and Merger Subsidiary, has executed and delivered a guarantee (the “Guarantee”) in favor of the Company. Pursuant to the Guarantee, the Guarantor has agreed to (i) guarantee Tianjin Tianhai’s obligation to pay the Merger Consideration (as defined below) and any reverse termination fee in accordance with the terms of the Merger Agreement and (ii) assume the rights and obligations under the Merger Agreement in the event that the approval of Tianjin Tianhai’s shareholders is not obtained in accordance with the terms of the Guarantee. The consummation of the Merger is subject to the satisfaction or permitted waiver of closing conditions set forth in the Merger Agreement and is expected to occur in the second half of 2016. Upon closing, we will become a part of HNA Group and will operate as a subsidiary of Tianjin Tianhai. We expect to continue to have our headquarters in Irvine, California and expect that our executive management team will remain in place, with Alain Monié continuing to lead as CEO.

At the effective time of the Merger, each share of Ingram Micro’s Class A common stock issued and outstanding immediately before the closing, other than certain excluded shares, will be converted to the right to receive $38.90 in cash, without interest (the “Merger Consideration”). Shares of Class A common stock held by Ingram Micro (other than shares in an employee stock plan of Ingram Micro) or any of its subsidiaries and shares owned by Tianjin Tianhai or any of its subsidiaries, and shares owned by stockholders who have properly exercised and perfected appraisal rights under Delaware law will not be entitled to receive the Merger Consideration.

The Merger Agreement requires that the Merger be approved by the holders of a majority of the outstanding shares of the Company’s common stock as well as the vote of at least two-thirds of the voting stock held by the shareholders present at a meeting of Tianjin Tianhai’s shareholders, excluding any shares held by HNA Group. If Tianjin Tianhai’s shareholders do not approve the Merger, HNA Group will assume Tianjin Tianhai’s rights and obligations under the Merger Agreement. In connection with the Merger process, the Merger Agreement was presented to and approved by Ingram Micro’s shareholders at a special meeting on June 21, 2016. We are anticipating the Merger to be closed in the second half of 2016.

Consummation of the Merger is subject to other customary closing conditions and contains customary representations, warranties and covenants by each party. During the period between the signing of the Merger Agreement and the effective time of the Merger, Ingram Micro is required to operate its business in the ordinary course and consistent with past practice. Under the Merger Agreement, Ingram Micro shall not declare dividends or repurchase shares of its common stock and shall maintain an average of month-end cash and cash equivalents for the three month period prior to the closing in excess of US $424,000. The Merger Agreement also requires that Ingram Micro abide by customary “no-shop” restrictions on its ability to solicit alternative acquisition proposals from third parties and to provide non-public information to and enter into discussions with third parties regarding alternative acquisition proposals. The Merger Agreement provides that Ingram Micro may not without the consent of Tianjin Tianhai (which consent shall not be unreasonably withheld) incur new debt or make new loans, except for (a) any indebtedness or guarantee incurred in the ordinary course of business consistent with past practice pursuant to Ingram Micro’s existing credit or banking facilities, trade accounts receivable backed financing programs or trade accounts receivable factoring programs, (b) any refinancings, renewals or amendments in the ordinary course of business consistent with past practice of Ingram Micro's existing credit or banking facilities, trade accounts receivable backed financing programs or trade accounts receivable factoring programs, and (c) entering into any long-term committed facilities less than US $100,000.

(In 000s, except per share data)

Note 3 – Stock Repurchase and Dividends

Share Repurchase Program

In July 2015, our Board of Directors authorized a new three-year, $300,000 share repurchase program, which supplemented our previously authorized $400,000 share repurchase program which was completely utilized in 2015. Our new $300,000 share repurchase program expires on July 29, 2018, and had $165,068 remaining for repurchase at July 2, 2016. Pursuant to the Merger Agreement, our share repurchase program has been discontinued effective February 17, 2016.

Under these programs, we may repurchase shares in the open market and through privately negotiated transactions. Our repurchases are funded with available borrowing capacity and cash. The timing and amount of specific repurchase transactions will depend upon market conditions, corporate considerations and applicable legal and regulatory requirements. We account for repurchased shares of common stock as treasury stock. Treasury shares are recorded at cost and are included as a component of stockholders' equity in our consolidated balance sheet. We have issued shares of common stock out of our cumulative balance of treasury shares. Such shares are issued to certain of our associates upon the exercise of their options or vesting of their equity awards under the Ingram Micro Inc. 2011 Incentive Plan, as amended (the "2011 Incentive Plan") (see Note 5, "Stock-Based Compensation").

Our treasury stock issuance activity for the twenty-six weeks ended July 2, 2016 is summarized in the table below:

	Shares	Weighted Average Price Per Share	Amount
Cumulative balance of treasury stock at January 2, 2016	46,958	$ 19.02	$ 892,925
Issuance of Class A Common Stock	(169)	16.74	(2,829)
Cumulative balance of treasury stock at July 2, 2016	46,789	$ 19.02	$ 890,096

Note 4 – Earnings Per Share

We report a dual presentation of Basic Earnings per Share ("Basic EPS") and Diluted Earnings per Share ("Diluted EPS"). Basic EPS excludes dilution and is computed by dividing net income by the weighted average number of common shares outstanding during the reported period. Diluted EPS uses the treasury stock method to compute the potential dilution that could occur if stock-based awards and other commitments to issue common stock were exercised. In periods when we recognize a net loss, we exclude the impact of outstanding stock awards from the diluted loss per share calculation, as their inclusion would have an anti-dilutive effect.

The computation of Basic and Diluted EPS is as follows:

	Thirteen Weeks Ended		Twenty-six Weeks Ended	
	July 2, 2016	July 4, 2015	July 2, 2016	July 4, 2015
Net income (loss)	$ 54,652	$ (34,293)	$ 56,551	$ 8,982
Weighted average shares	148,904	156,329	148,659	156,292
Basic EPS	$ 0.37	$ (0.22)	$ 0.38	$ 0.06
Weighted average shares, including the dilutive effect of stock-based awards (3,056 and 0 for the thirteen weeks ended July 2, 2016 and July 4, 2015, respectively, and 3,074 and 3,257 for the twenty-six weeks ended July 2, 2016, and July 4, 2015, respectively)	151,960	156,329	151,733	159,549
Diluted EPS	$ 0.36	$ (0.22)	$ 0.37	$ 0.06

There were 0 and 2,755 stock-based awards for the thirteen weeks ended July 2, 2016 and July 4, 2015, respectively, and 5 and 2,431 stock based awards for the twenty-six weeks ended July 2, 2016, and July 4, 2015, respectively, that were not included in the computation of Diluted EPS because the exercise price was greater than the average market price of the Class A Common Stock during the respective periods, thereby having an antidilutive effect. During the thirteen weeks ended July 4, 2015, there were 3,181 stock-based awards that were excluded from the computation of Diluted EPS as we recognized a net loss.

(In 000s, except per share data)

Note 5 – Stock-Based Compensation

We currently have a single stock incentive plan, the 2011 Incentive Plan, amended during the second quarter of 2013, and again in the second quarter of 2016, for the granting of equity and cash-settled incentive awards. During the second quarter of 2016, our stockholders approved a second amendment of the 2011 Incentive Plan, which increased the number of shares that we may issue by 10,000. The authorized pool of shares available for grant is a fungible pool. The authorized share limit is reduced by one share for every share subject to a stock option or stock appreciation right granted and 2.37 shares for every share granted after June 8, 2011 (2.29 shares after June 7, 2013) under any award other than an option or stock appreciation right for awards. We grant time- and/or performance-vested restricted stock and/or restricted stock units, in addition to stock options, to key employees and members of our Board of Directors. The performance measures for vesting of restricted stock and restricted stock units for grants to management for the periods presented are based on earnings growth, return on invested capital, total shareholder return, income from operations as a percent of revenue and income before tax. As of July 2, 2016, approximately 20,435 shares were available for grant under the 2011 Incentive Plan, taking into account granted options, time-vested restricted stock units/awards and performance-vested restricted stock units assuming maximum achievement.

Equity Awards

Equity awards granted under the 2011 Incentive Plan were as follows:

	Thirteen Weeks Ended		Twenty-six Weeks Ended	
	July 2, 2016	July 4, 2015	July 2, 2016	July 4, 2015
Stock options granted	—	839	5	839
Restricted stock and restricted stock units granted	405	1,329	493	1,347
Stock-based compensation expense	$ 11,264	$ 11,015	$ 19,297	$ 17,529
Related income tax benefit	$ 3,657	$ 3,632	$ 6,445	$ 5,813
Exercised stock options	18	332	162	370
Vested restricted stock and/or restricted stock units [(a)]	1,779	1,393	1,799	1,408

(a) Includes 412 and 1,015 shares, for the thirteen weeks ended July 2, 2016 and July 4, 2015, respectively, and 412 and 1,015 shares, for the twenty-six weeks ended July 2, 2016 and July 4, 2015, respectively, which were issued based on performance-based grants previously approved by the Human Resources Committee of the Board of Directors. The remainder of the shares are time-based grants.

Cash Awards

On June 1, 2016 we granted 24,569 cash awards of which 12,285 and 12,284 are time-vested and performance-vested, respectively. Our time-vested cash awards vest over a time period of 3 years, and the performance-vested cash awards vest upon the achievement of a certain performance measure over a time period of 3 years. The performance measure for the cash awards for grants to management is based on earnings growth. Cash awards differ from the Company’s other awards in that no shares will be issued and cumulative compensation expense is recognized as a liability rather than equity. For cash awards, total compensation costs is based on the fair value of the award on the date the award is granted and is remeasured at each reporting date until settlement. As of July 2, 2016, the unrecognized compensation costs related to the cash awards was $18,501. We expect this cost to be recognized over a remaining weighted-average period of approximately 2.9 years. Cash awards granted under the 2011 Incentive Plan were as follows:

	Thirteen Weeks Ended		Twenty-six Weeks Ended	
	July 2, 2016	July 4, 2015	July 2, 2016	July 4, 2015
Cash awards granted	24,569	—	24,569	—
Compensation expense-cash awards	$ 611	$ —	$ 611	$ —

(In 000s, except per share data)

Note 6 – Derivative Financial Instruments

We use foreign currency forward contracts that are not designated as hedges primarily to manage currency risk associated with foreign currency-denominated trade accounts receivable, accounts payable and intercompany loans.

The notional amounts and fair values of derivative instruments in our consolidated balance sheet were as follows:

	Notional Amounts (1)		Fair Value	
	July 2, 2016	January 2, 2016	July 2, 2016	January 2, 2016
Derivatives not receiving hedge accounting treatment recorded in:				
Other current assets				
Foreign exchange contracts	$ 988,899	$ 1,669,296	$ 6,508	$ 54,133
Accrued expenses				
Foreign exchange contracts	1,125,976	618,961	(14,468)	(8,217)
Total	$ 2,114,875	$ 2,288,257	$ (7,960)	$ 45,916

(1) Notional amounts represent the gross amount of foreign currency bought or sold at maturity for foreign exchange contracts.

The amount recognized in earnings from our derivative instruments not receiving hedge accounting treatment, including ineffectiveness, is recorded in net foreign exchange gain (loss) as follows and was largely offset by the change in fair value of the underlying hedged assets or liabilities:

	Thirteen Weeks Ended		Twenty-six Weeks Ended	
	July 2, 2016	July 4, 2015	July 2, 2016	July 4, 2015
Net gain (loss) recognized in earnings	$ 30,818	$ (11,829)	$ (26,152)	$ 91,894

Note 7 – Fair Value Measurements

Our assets and liabilities carried at fair value are classified and disclosed in one of the following three categories: Level 1 – quoted market prices in active markets for identical assets and liabilities; Level 2 – observable market-based inputs or unobservable inputs that are corroborated by market data; and Level 3 – unobservable inputs that are not corroborated by market data.

As of July 2, 2016, our assets and liabilities measured at fair value on a recurring basis are categorized in the table below:

	July 2, 2016			
	Total	Level 1	Level 2	Level 3
Assets:				
Cash equivalents, consisting primarily of money market accounts and short-term certificates of deposit	$ 359,901	$ 359,901	$ —	$ —
Marketable trading securities [a]	47,772	47,772	—	—
Derivative assets	6,508	—	6,508	—
Total assets at fair value	$ 414,181	$ 407,673	$ 6,508	$ —
Liabilities:				
Derivative liabilities	$ 14,468	$ —	$ 14,468	$ —
Contingent consideration	27,400	—	—	27,400
Total liabilities at fair value	$ 41,868	$ —	$ 14,468	$ 27,400

(a) Included in other current assets in our consolidated balance sheet.

INGRAM MICRO INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(In 000s, except per share data)

As of January 2, 2016, our assets and liabilities measured at fair value on a recurring basis are categorized in the table below:

	January 2, 2016			
	Total	Level 1	Level 2	Level 3
Assets:				
Cash equivalents, consisting primarily of money market accounts and short-term certificates of deposit	$ 201,051	$ 201,051	$ —	$ —
Marketable trading securities [(a)]	51,720	51,720	—	—
Derivative assets	54,133	—	54,133	—
Total assets at fair value	$ 306,904	$ 252,771	$ 54,133	$ —
Liabilities:				
Derivative liabilities	$ 8,217	$ —	$ 8,217	$ —
Contingent consideration	3,371	—	—	3,371
Total liabilities at fair value	$ 11,588	$ —	$ 8,217	$ 3,371

(a) Included in other current assets in our consolidated balance sheet.

The fair value of the cash equivalents approximated cost and the change in the fair value of the marketable trading securities was recognized in the consolidated statement of income to reflect these investments at fair value.

Our senior unsecured notes due in 2024, 2022 and 2017 are stated at amortized cost, and their respective fair values were determined based on Level 2 criteria. The fair values and carrying values of these notes are shown in the table below:

	July 2, 2016				
	Fair Value				
	Total	Level 1	Level 2	Level 3	Carrying Value
Liabilities:					
Senior unsecured notes, 5.25% due 2017	$ 311,289	$ —	$ 311,289	$ —	$ 299,514
Senior unsecured notes, 5.00% due 2022	307,090	—	307,090	—	297,160
Senior unsecured notes, 4.95% due 2024	500,200	—	500,200	—	494,743
	$ 1,118,579	$ —	$ 1,118,579	$ —	$ 1,091,417

	January 2, 2016				
	Fair Value				
	Total	Level 1	Level 2	Level 3	Carrying Value
Liabilities:					
Senior unsecured notes, 5.25% due 2017	$ 313,039	$ —	$ 313,039	$ —	$ 299,313
Senior unsecured notes, 5.00% due 2022	301,867	—	301,867	—	296,928
Senior unsecured notes, 4.95% due 2024	501,515	—	501,515	—	494,432
	$ 1,116,421	$ —	$ 1,116,421	$ —	$ 1,090,673

Note 8 – Acquisitions, Goodwill and Intangible Assets

On June 14, 2016, we acquired all of the outstanding shares of RRC Poland Spolka Z.o.o ("RRC"), a Polish-based leading value-added distributor in Central and Eastern Europe specializing in IT enterprise solutions, for a payment of $47,445, net of cash acquired. The purchase price is subject to a true-up, if necessary, relating to the final closing balance sheet. The major classes of assets and liabilities to which we preliminarily allocated the excess purchase price were $34,843 to goodwill. The goodwill recognized in connection with this acquisition is primarily attributable to assembled workforce and the enhancement to our IT enterprise solutions business in Central and Eastern Europe.

On May 31, 2016, we acquired all of the outstanding shares of Ensim Corporation ("Ensim"), a leader in enabling the distribution of cloud applications headquartered in San Jose, California, for a payment of $12,092, net of cash acquired, and a hold-back of $3,629. The major classes of assets and liabilities to which we preliminarily allocated the excess purchase price were $14,960 to goodwill and $5,700 to identifiable intangible assets. The identifiable intangible assets primarily consist of customer relationships, developed technology, and trade name with estimated useful lives that range from three to ten years. The goodwill recognized in connection with this acquisition is primarily attributable to assembled workforce and the enhancement to our cloud solutions business primarily in North America.

On May 17, 2016, we acquired all of the outstanding shares of Discan Limited ("Comms-care"), a leading provider of technical services to the information technology channel in the United Kingdom and Ireland, for a payment of $53,316, net of cash acquired of $19,356, and an estimated future earn-out of $10,631. The major classes of assets and liabilities to which we preliminarily allocated the excess purchase price were $77,281 to goodwill. The goodwill recognized in connection with this acquisition is primarily attributable to assembled workforce and the enhancement to our advanced solutions business in the United Kingdom and Ireland.

During the first quarter of 2016, we completed three strategic acquisitions for cash aggregating $66,284, net of cash acquired, and estimated future earn-outs of $14,159. The major classes of assets and liabilities to which we preliminarily allocated the excess purchase price were $36,609 to identifiable intangible assets, and $31,198 to goodwill. The identifiable intangible assets primarily consist of customer relationships, developed technology, backlog, and trade name with estimated useful lives that range from one to twelve years. The goodwill recognized in connection with these acquisitions is primarily attributable to the assembled workforce and the enhancement of our distribution business in North America, Australia, New Zealand and Europe.

During 2015, we acquired the assets of Odin Service Automation from Parallels Holdings Ltd. ("Odin"), for a cash payment of $163,906, net of cash acquired, which will enhance our cloud management platform technologies. The major classes of assets and liabilities to which we preliminarily allocated the excess purchase price were $65,240 to identifiable intangible assets and $109,768 to goodwill. The identifiable intangible assets primarily consist of customer relationships, trade name and developed technology with estimated useful lives that range from three to six years. The goodwill recognized in connection with this acquisition is primarily attributable to the assembled workforce and the enhancement of our cloud strategy. During the twenty-six weeks ended July 2, 2016, we updated our preliminary purchase price allocation and recorded $66,138 to identifiable intangible assets and $107,857 to goodwill.

During 2015, we acquired all the outstanding shares of Grupo Acâo ("Acâo"), a Latin American leading provider of value-add IT solutions, for a cash payment of $68,654, net of cash acquired. The major class of assets and liabilities to which we preliminarily allocated the excess purchase price was $58,043 to goodwill. The goodwill recognized in connection with this acquisition is primarily attributable to the assembled workforce and the enhancement of value-add IT solutions to our distribution business in Latin America. During the twenty-six weeks ended July 2, 2016, we made additional cash payments of $1,336 and updated our preliminary purchase price allocation and recorded $31,800 to intangible assets and $31,252 to goodwill. The identifiable intangible assets primarily consist of customer relationships, a non-compete agreement, and a trade name with estimated useful lives that range from two to eleven years.

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During 2015, we acquired all the outstanding shares of DocData, for a cash payment of $144,752, net of cash acquired. DocData is a European provider of order fulfillment, returns logistics and on-line payment services that also provides commerce solutions to major retailers, brands and promising start-ups. The major class of assets and liabilities to which we preliminarily allocated the excess purchase price was $133,538 to goodwill. The goodwill recognized in connection with this acquisition is primarily attributable to the assembled workforce and the enhancement of our commerce and fulfillment services business. During the twenty-six weeks ended July 2, 2016, we updated our preliminary purchase price allocation and recorded $42,552 to intangible assets and $103,244 to goodwill. The identifiable intangible assets primarily consist of customer relationships and software with estimated useful lives that range from three to ten years.

These entities have been included in our consolidated results of operations since their respective acquisition dates.

Pro forma results of operations have not been presented for the 2016 and 2015 acquisitions because the effects of the business combinations for these acquisitions, individually and in aggregate, were not material to our consolidated financial statements. For our recent acquisitions, asset valuations are still in progress and the amounts preliminarily allocated to goodwill and intangible assets will be finalized in the near future.

Finite-lived identifiable intangible assets are amortized over their remaining estimated lives ranging up to 13 years with the predominant amounts having lives of 2 to 12 years. The gross and net carrying amounts of finite-lived identifiable intangible assets are as follows:

	July 2, 2016	January 2, 2016
Gross carrying amount of finite-lived intangible assets	$ 667,424	$ 537,308
Net carrying amount of finite-lived intangible assets	$ 435,873	$ 374,674

During the first quarter of 2016, we wrote-off a previously acquired customer relationship of $5,832, as the result of the integration of certain operations into our existing facilities.

During the second quarter of 2016, we wrote-off a previously acquired trade name of $12,525 as a result of our sale of AVAD as discussed above in Note 1, "Organization and Basis of Presentation". There were no additional impairments to our other intangible assets.

Note 9 – Reorganization Costs

Reorganization Actions

On February 13, 2014 we announced a plan to proceed with a global organizational effectiveness program that involved aligning and leveraging our infrastructure globally with our evolving businesses, opportunities and resources, and de-layering and simplifying the organization. On May 4, 2015, we announced our intention to take certain global actions to further streamline our cost structure.

In addition, during the second quarter of 2016 we implemented additional actions to further align our cost structure in certain markets in Europe, incurring one-time costs of $7,147. We will continue to monitor our cost profiles on a tactical basis and enact further programs opportunistically.

As a result of these actions, we recognized total net reorganization charges of $7,690 and $6,236, net of adjustments, during the thirteen weeks ended July 2, 2016 and July 4, 2015, respectively, which primarily related to employee termination benefits of $9,076 and $8,390, respectively. During the twenty-six weeks ended July 2, 2016 and July 4, 2015, we recognized net reorganization charges of $24,256 and $10,276, respectively, which primarily related to employee termination benefits of $25,728 and $11,677, respectively.

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A summary of the reorganization and expense-reduction program costs incurred in the thirteen weeks ended July 2, 2016 and July 4, 2015, are as follows:

	Reorganization Costs					
	Headcount Reduction	Employee Termination Benefits	Facility and Other Costs	Total Reorganization Costs	Adjustments to Prior Year Costs	Total Costs
Thirteen weeks ended July 2, 2016						
North America		$ 1,977	$ 480	$ 2,457	$ (1,244)	$ 1,213
Europe		6,506	641	7,147	(1,627)	5,520
Asia-Pacific		90	2	92	—	92
Latin America		503	454	957	(92)	865
Total	113	$ 9,076	$ 1,577	$ 10,653	$ (2,963)	$ 7,690
Thirteen weeks ended July 4, 2015						
North America		$ 3,828	$ 23	$ 3,851	$ (962)	$ 2,889
Europe		4,270	539	4,809	(1,719)	3,090
Asia-Pacific		158	—	158	—	158
Latin America		134	(35)	99	—	99
Total	116	$ 8,390	$ 527	$ 8,917	$ (2,681)	$ 6,236

A summary of the reorganization and expense-reduction program costs incurred in the twenty-six weeks ended July 2, 2016 and July 4, 2015, are as follows:

	Reorganization Costs					
	Headcount Reduction	Employee Termination Benefits	Facility and Other Costs	Total Reorganization Costs	Adjustments to Prior Year Costs	Total Costs
Twenty-six Weeks Ended July 2, 2016						
North America		$ 5,182	$ 679	$ 5,861	$ (1,783)	$ 4,078
Europe		18,328	1,111	19,439	(1,627)	17,812
Asia-Pacific		1,153	215	1,368	(429)	939
Latin America		1,065	454	1,519	(92)	1,427
Total	471	$ 25,728	$ 2,459	$ 28,187	$ (3,931)	$ 24,256
Twenty-six Weeks Ended July 4, 2015						
North America		$ 4,617	$ 56	$ 4,673	$ (962)	$ 3,711
Europe		6,228	760	6,988	(1,719)	5,269
Asia-Pacific		669	—	669	—	669
Latin America		163	464	627	—	627
Total	187	$ 11,677	$ 1,280	$ 12,957	$ (2,681)	$ 10,276

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The remaining liabilities and 2016 activities associated with the aforementioned actions are summarized in the table below:

	Reorganization Liability				
Reorganization actions	Remaining Liability at January 2, 2016	Expenses (Income), Net	Amounts Paid and Charged Against the Liability	Foreign Currency Translation	Remaining Liability at July 2, 2016 (a)
Employee termination benefits	$ 15,429	$ 23,853 (b)	$ (17,969)	$ (93)	$ 21,220
Facility and other costs	804	403 (c)	(1,207)	—	—
	$ 16,233	$ 24,256	$ (19,176)	$ (93)	$ 21,220

(a) We expect the remaining liabilities to be substantially utilized by the end of 2016.
(b) Adjustments reflected in the table above include reductions of $1,783 and $92 to 2015 and 2014 reorganization plan liabilities recorded in the prior year in North America and Latin America for lower than expected employee termination benefits, respectively.
(c) Adjustments reflected in the table above include a reduction of $429 and $1,627 to reorganization liabilities recorded in the prior year in Asia-Pacific and Europe for lower than expected facility and other costs, respectively.

Note 10 – Debt

The carrying value of our outstanding debt consists of the following:

	July 2, 2016	January 2, 2016
Senior unsecured notes, 4.95% due 2024, net of unamortized discount of $1,482 and $1,569, respectively, and net of unamortized deferred financing costs of $3,775 and $3,999, respectively.	$ 494,743	$ 494,432
Senior unsecured notes, 5.00% due 2022, net of unamortized discount of $1,097 and $1,187, respectively, and net of unamortized deferred financing costs of $1,743 and $1,885, respectively.	297,160	296,928
Senior unsecured notes, 5.25% due 2017, net of unamortized deferred financing costs of $486 and $687, respectively.	299,514	299,313
Lines of credit and other debt	223,442	134,132
	1,314,859	1,224,805
Short-term debt and current maturities of long-term debt	(223,422)	(134,103)
	$ 1,091,437	$ 1,090,702

Note 11 – Income Taxes

Our effective tax rate for the thirteen weeks ended July 2, 2016 was 28.8% compared to (21.8)% for the thirteen weeks ended July 4, 2015. For the twenty-six weeks ended July 2, 2016 and July 4, 2015, our effective tax rate was 32.8% and 75.6%, respectively. Under U.S. accounting rules for income taxes, quarterly effective tax rates may vary significantly depending on the actual operating results in the various tax jurisdictions, as well as changes in the valuation allowance related to the expected recovery of deferred tax assets.

The thirteen weeks ended July 2, 2016 included net discrete benefits of approximately $2,294, or 3.0 percentage points of the effective tax rate, primarily driven by a net change in valuation allowances against the deferred tax assets of two of our foreign operating units as well as the release of unrealized tax benefits due to the expiration of statute of limitations in various jurisdictions. The thirteen weeks ended July 4, 2015 included net discrete expenses of approximately $12,134, or (43.1) percentage points of the effective tax rate, which primarily related to a $14,580 increase to the valuation allowance on foreign tax credits. The additional valuation allowance recognized in 2015 was a result of a decrease in projected foreign source income, primarily lower royalties from foreign affiliates, due to the decision to cancel future deployments of SAP, partially offset by net discrete benefit of $2,446 primarily driven by the release of unrealized tax benefits due to the expiration of the statute of limitations in various tax jurisdictions. See Note 1 - "Impairment of Internally Developed Software" for additional information on the cancellation of the global SAP deployment.

The twenty-six weeks ended July 2, 2016 included net discrete benefits of approximately $2,388, or 2.8 percentage points of the effective tax rate. The twenty-six weeks ended July 4, 2015 included net discrete expenses of approximately $11,525, or(31.3) percentage points of the effective tax rate.

Our effective tax rate differed from the U.S. federal statutory rate of 35% during these periods primarily due to the items noted above, as well as the relative mix of earnings or losses within the tax jurisdictions in which we operate, such as: (a) earnings in lower-tax jurisdictions for which no U.S. taxes have been provided because such earnings are planned to be reinvested indefinitely outside the United States; (b) losses in certain jurisdictions in which we are not able to record a tax benefit; and (c) changes in the valuation allowance on deferred tax assets.

At July 2, 2016, we had gross unrecognized tax benefits of $23,415 compared to $23,445 at January 2, 2016, representing a net decrease of $30 during the twenty-six weeks ended July 2, 2016. Substantially all of the gross unrecognized tax benefits, if recognized, would impact our effective tax rate in the period of recognition.

We recognize interest and penalties related to unrecognized tax benefits in income tax expense. In addition to the gross unrecognized tax benefits identified above, the interest and penalties recorded to date by us totaled $6,296 and $6,652 at July 2, 2016 and January 2, 2016, respectively.

Our future effective tax rate will continue to be affected by changes in the relative mix of taxable income and losses in the tax jurisdictions in which we operate, changes in the valuation of deferred tax assets, or changes in tax laws or interpretations thereof. In addition, our income tax returns are subject to continuous examination by the IRS and other tax authorities. The IRS has concluded its examinations of tax years prior to 2012. It is possible that within the next twelve months, ongoing tax examinations in the United States and several of our foreign jurisdictions may be resolved, that new tax exams may commence and that other issues may be effectively settled. However, we do not expect our assessment of unrecognized tax benefits to change significantly over that time.

Note 12 – Segment Information

Our reporting units coincide with the geographic operating segments which include North America, Europe, Asia-Pacific, and Latin America. The measure of segment profit is income from operations.

Geographic areas in which we operated our reporting segments during 2016 include North America (the United States and Canada), Europe (Albania, Austria, Belgium, Croatia, Czech Republic, Denmark, France, Finland, Germany, Hungary, Italy, Macedonia, the Netherlands, Norway, Poland, Portugal, Romania, Serbia, Slovenia, Slovakia, Spain, Sweden, Switzerland and the United Kingdom), Asia-Pacific (Australia, the People's Republic of China including Hong Kong, Egypt, India, Indonesia, Israel, Lebanon, Malaysia, Morocco, New Zealand, Pakistan, Saudi Arabia, Singapore, South Africa, Thailand, Turkey, and United Arab Emirates), and Latin America (Argentina, Brazil, Chile, Colombia, Ecuador, Mexico, Peru, Uruguay and our Latin American export operations in Miami).

We do not allocate stock-based compensation recognized to our operating segments; therefore, we are reporting this as a separate amount (See Note 5, "Stock-Based Compensation").

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Financial information by reporting segment is as follows:

	Thirteen Weeks Ended		Twenty-six Weeks Ended	
	July 2, 2016	July 4, 2015	July 2, 2016	July 4, 2015
Net sales				
North America	$ 4,433,252	$ 4,618,535	$ 8,315,634	$ 9,060,141
Europe	2,779,974	2,854,948	5,441,416	5,929,245
Asia-Pacific	2,258,480	2,481,539	4,451,486	5,025,749
Latin America	650,900	598,256	1,250,671	1,182,569
Total	$ 10,122,606	$ 10,553,278	$ 19,459,207	$ 21,197,704
Income (loss) from operations				
North America	$ 91,174	$ 80,554	$ 127,372	$ 134,854
Europe	(5,268)	11,416	(23,695)	18,336
Asia-Pacific	31,662	30,915	53,928	62,542
Latin America	6,635	6,055	13,034	17,437
Stock-based compensation expense	(11,875)	(11,015)	(19,908)	(17,529)
Impairment of internally developed software	—	(115,856)	—	(115,856)
Loss on sale of affiliate	(14,878)	—	(14,878)	—
Total	$ 97,450	$ 2,069	$ 135,853	$ 99,784
Capital expenditures				
North America	$ 15,073	$ 26,008	$ 30,486	$ 42,194
Europe	2,484	4,966	5,253	7,652
Asia-Pacific	3,687	3,112	7,801	5,451
Latin America	5,512	720	6,936	1,276
Total	$ 26,756	$ 34,806	$ 50,476	$ 56,573
Depreciation				
North America	$ 17,560	$ 16,019	$ 34,684	$ 31,514
Europe	5,398	2,789	9,975	5,548
Asia-Pacific	2,887	2,722	5,609	5,438
Latin America	946	554	1,404	979
Total	$ 26,791	$ 22,084	$ 51,672	$ 43,479
Amortization of intangible assets				
North America	$ 11,715	$ 10,260	$ 25,664	$ 20,732
Europe	9,992	4,840	19,362	8,139
Asia-Pacific	1,997	1,788	3,926	3,746
Latin America	1,917	201	3,694	403
Total	$ 25,621	$ 17,089	$ 52,646	$ 33,020

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The integration, transition and other costs included in income from operations by reporting segment are as follows:

	Thirteen Weeks Ended		Twenty-six Weeks Ended	
	July 2, 2016	July 4, 2015	July 2, 2016	July 4, 2015
Integration, transition and other costs [(a)]				
North America	$ 8,316	$ 5,810	$ 26,109	$ 10,644
Europe	1,786	1,566	3,264	2,852
Asia-Pacific	238	268	243	1,637
Latin America	1,205	1,627	1,257	1,627
Total	$ 11,545	$ 9,271	$ 30,873	$ 16,760

(a) Costs are primarily related to (i) professional, consulting and integration costs associated with our acquisitions and impending merger, (ii) consulting, retention and transition costs associated with our reorganization programs charged to selling, general and administrative, or SG&A, expenses and (iii) a gain of $3,790 related to the final settlement of a class action lawsuit, which was recorded as a reduction of SG&A expenses in North America in the second quarter of 2016.

Our reorganization costs by reportable segment are disclosed within Note 9, "Reorganization Costs".

	As of	
	July 2, 2016	January 2, 2016
Identifiable assets		
North America	$ 5,488,742	$ 5,243,878
Europe	3,405,206	3,547,495
Asia-Pacific	2,475,518	2,476,243
Latin America	890,215	1,033,073
Total	$ 12,259,681	$ 12,300,689
Long-lived assets		
North America	$ 417,259	$ 427,180
Europe	271,392	234,672
Asia-Pacific	74,151	71,602
Latin America	54,955	22,634
Total	$ 817,757	$ 756,088

Net sales and long-lived assets for the United States, which is our country of domicile, are as follows:

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	Thirteen Weeks Ended			
	July 2, 2016		July 4, 2015	
Net sales:				
United States	$ 4,192,920	41%	$ 4,315,698	41%
Outside of the United States	5,929,686	59	6,237,580	59
Total	$ 10,122,606	100%	$ 10,553,278	100%

	Twenty-six Weeks Ended			
	July 2, 2016		July 4, 2015	
Net sales:				
United States	$ 7,780,166	40%	$ 8,427,826	40%
Outside of the United States	11,679,041	60	12,769,878	60
Total	$ 19,459,207	100%	$ 21,197,704	100%

	As of	
	July 2, 2016	January 2, 2016
Long-lived assets:		
United States	$ 398,333	$ 406,195
Outside of the United States	419,424	349,893
Total	$ 817,757	$ 756,088

Note 13 – Commitments and Contingencies

Our Brazilian subsidiary received a 2005 Federal import tax assessment claiming certain commercial taxes totaling Brazilian Reais 12,714 ($3,937 at July 2, 2016 exchange rates) were due on the import of software acquired from international vendors for the period January through September of 2002. While we will continue to vigorously pursue administrative and, if applicable, judicial action in defending against this matter, we continue to maintain a reserve for the full tax amount assessed at July 2, 2016.

Our Brazilian subsidiary has also received a number of additional tax assessments, including the following that have a reasonable possibility of a loss: (1) a 2007 Sao Paulo Municipal tax assessment claiming service taxes were due on the resale of acquired software covering years 2002 through 2006, for a total amount of Brazilian Reais 55,083 ($17,055 at July 2, 2016 exchange rates) in principal and associated penalties; (2) a 2011 Federal income tax assessment, a portion of which claims statutory penalties totaling Brazilian Reais 15,947 ($4,938 at July 2, 2016 exchange rates) for delays in providing certain electronic files during the audit of tax years 2008 and 2009; (3) a 2012 Sao Paulo municipal tax assessment claiming service taxes due on the importation of software covering the year 2007 for a total amount of Brazilian Reais 2,263 ($701 at July 2, 2016 exchange rates) in principal and associated penalties; and (4) a 2013 Sao Paulo municipal tax assessment claiming service taxes due on the importation of software covering the years 2008, 2009, 2010 and January through May 2011 for a total amount of Brazilian Reais 8,100 ($2,508 at July 2, 2016 exchange rates) in principal and associated penalties. After working with our advisors, we believe the other matters noted above do not represent a probable loss.

In addition to the amounts described above, it is reasonably possible that incremental charges for penalties, interest and inflationary adjustments could be imposed in an amount up to Brazilian Reais 290,081 ($89,815 at July 2, 2016 exchange rates) for these matters. We believe we have good defenses against each matter and do not believe it is probable that we will suffer a material loss for these matters.

In connection with the due diligence performed during the acquisition of Acâo, we also identified a Sao Paulo Municipal Tax assessment claiming service taxes on the resale of acquired software and professional services covering years 2003 through 2008, for a total amount of Brazilian Reais 67,200 ($20,806 at July 2, 2016 exchange rates) in principal and associated interest and penalties. In working with our advisers, we concluded that the portion of the assessment associated with the resale of professional services has a probable risk of loss under existing Brazilian law, while also concluding, consistent with the assessment noted in (1) above that the risk of loss associated with the resale of software is not probable. In structuring our acquisition, Brazilian Reais 76,204 ($23,594 at July 2, 2016 exchange rates) of the purchase price was placed into an escrow account pending conclusion of litigation on this matter. Based on the terms of the escrow, we have accrued Brazilian Reais 7,500 ($2,322 at July 2, 2016 exchange rates), which is the negotiated amount of liability we agreed to cover should the Brazilian courts ultimately conclude Acâo was required to pay this service tax.

There are various other claims, lawsuits and pending actions against us incidental to our operations. It is the opinion of management that the ultimate resolution of these matters will not have a material adverse effect on our consolidated financial position, results of operations or cash flows. However, we can make no assurances that we will ultimately be successful in our defense of any of these matters.

As is customary in the IT distribution industry, we have arrangements with certain finance companies that provide inventory-financing facilities for their customers. In conjunction with certain of these arrangements, we have agreements with the finance companies that would require us to repurchase certain inventory, which might be repossessed from the customers by the finance companies. Due to various reasons, including among other factors, the lack of information regarding the amount of saleable inventory purchased from us still on hand with the customer at any point in time, repurchase obligations relating to inventory cannot be reasonably estimated. Repurchases of inventory by us under these arrangements have been insignificant to date.

We have guarantees to third parties that provide financing to a limited number of our customers. Net sales under these arrangements accounted for less than one percent of our consolidated net sales for each of the periods presented. The guarantees require us to reimburse the third party for defaults by these customers up to an aggregate of $7,611. The fair value of these guarantees has been recognized as cost of sales to these customers and is included in accrued expenses.

Note 14 - New Accounting Standards

In June 2016, the Financial Accounting Standards Board ("FASB") issued ASU 2016-13, "Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments". The amendments in this update require a financial asset (or a group of financial assets) measured at amortized cost basis to be presented at the net amount expected to be collected. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial asset(s) to present the net carrying value at the amount expected to be collected on the financial asset. The amendments in this update are effective for annual periods beginning after December 15, 2019, and interim periods within those fiscal years. We are currently in the process of assessing what impact this new standard may have on our consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09, "Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting". Several aspects of the accounting for share-based payment award transactions are simplified, including: (a) income tax consequences; (b) classification of awards as either equity or liabilities; and (c) classification on the statement of cash flows. The amendments in this update are effective for annual periods beginning after December 16, 2016, and interim periods within those fiscal years. We are currently in the process of assessing what impact this new standard may have on our consolidated financial statements.

In March 2016, the FASB issued ASU 2016-08, "Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net)". The amendments in this update relate to when another party, along with the company, are involved in providing a good or service to a customer and are intended to improve the operability and understandability of the implementation guidance on principal versus agent. Revenue recognition guidance requires companies to determine whether the nature of its promise is to provide that good or service to the customer (i.e., the company is a principal) or to arrange for the good or service to be provided to the customer by the other party (i.e., the company is an agent). The amendments in this update are effective for annual reporting periods beginning after December 15, 2017, including the interim periods within those fiscal years. We are currently in the process of assessing what impact this new update may have on our consolidated financial statements.

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(In 000s, except per share data)

In February 2016, the FASB issued ASU 2016-2, "Leases (Topic 842)". This update will increase transparency and comparability by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. Under the new guidance, lessees will be required to recognize the following for all leases (with the exception of short-term leases) at the commencement date (i) a lease liability, which is a lessee‘s obligation to make lease payments arising from a lease, measured on a discounted basis; and (ii) a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. Under the new guidance, lessor accounting is largely unchanged, and it simplified the accounting for sale and leaseback transactions. Lessees will no longer be provided with a source of off-balance sheet financing. Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. Lessees and lessors may not apply a full retrospective transition approach. The standard is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. We are currently in the process of assessing what impact this new standard may have on our consolidated financial statements.

In May 2014, the FASB issued an accounting standard that will supersede existing revenue recognition guidance under current U.S. GAAP. The new standard is a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods and services. During the second quarter of 2016, the FASB issued updates to the new revenue standard that are intended to address and simplify implementation issues for the following topics: (i) collectability, (ii) noncash consideration, (iii) presentation of sales taxes, (iv) completed contracts, and (v) identifying performance obligations, (vi) licensing, and (vii) transition for contracts modified prior to adopting the new standard. The accounting standard and related updates are effective for us in the first quarter of fiscal year 2018. Companies may use either a full retrospective or a modified retrospective approach to adopt this standard, and management is currently evaluating which transition approach to use. Early adoption is permitted in the first quarter of fiscal year 2017. We are currently in the process of assessing what impact this new standard may have on our consolidated financial statements and evaluating our potential adoption method.

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

Unless otherwise stated, all currency amounts, other than per share information, contained in this Management's Discussion and Analysis of Financial Condition and Results of Operations are stated in thousands.

This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1993, as amended, and Section 21E of the Exchange Act, as amended. Statements contained in this Quarterly Report on Form 10-Q that are not purely historical are forward-looking statements, and may include, but are not limited to, management's expectations of our pending acquisition by Tianjin Tianhai, competition; market share; revenues, margin, expenses and other operating results or ratios; economic conditions; vendor terms and conditions; pricing strategies and customer terms and conditions; reorganization programs and related restructuring, integration and other reorganization costs; additional cost reduction measures and related restructuring costs; process and efficiency enhancements; cost savings; cash flows; working capital levels and days; capital expenditures; liquidity; capital requirements; effective tax rates; acquisitions and integration costs and benefits to our business; operating models; exchange rate fluctuations and related currency gains and losses; resolution of contingencies; seasonality; interest rates and expenses; and rates of return. In evaluating our business, readers should carefully consider the important factors discussed under "Risk Factors" in our Annual Report on Form 10-K for the year ended January 2, 2016, as filed with the Securities and Exchange Commission. These factors could cause our actual results and conditions to differ materially from our historical performance or those projected in our forward-looking statements. We disclaim any duty to update any forward-looking statements.

Pending Acquisition by Tianjin Tianhai

On February 17, 2016, we announced that we entered into the Merger Agreement with Tianjin Tianhai and Merger Subsidiary, pursuant to which, subject to the terms and conditions set forth in the Merger Agreement, Merger Subsidiary will be merged with and into Ingram Micro Inc., with Ingram Micro Inc. surviving as a subsidiary of Tianjin Tianhai. The consummation of the Merger is subject to the satisfaction or permitted waiver of closing conditions set forth in the Merger Agreement and is expected to occur in the second half of 2016.

Subject to the terms and conditions set forth in the Merger Agreement, at the effective time of the Merger, each outstanding share of our Class A common stock (other than shares held by us (other than shares in our employee plans) or owned by Tianjin Tianhai or any of its subsidiaries, or held by any of our subsidiaries, and shares owned by stockholders who have properly exercised and perfected appraisal rights under Delaware law) will be converted into the right to receive $38.90 in cash, without interest. For additional information regarding the pending acquisition, see (i) Part I, Item 1, "Note 2-Plan of Merger", (ii) the Merger Agreement filed as Exhibit 2.1 to our current report on Form 8-K filed on February 17, 2016, (iii) the Guarantee filed as Exhibit 10.1 to our current report on Form 8-K filed on February 17, 2016 and (iv) Part II, Item 1, "Legal Proceedings".

Overview of Our Business

Ingram Micro helps businesses realize the promise of technology by delivering a full spectrum of global technology and commerce and fulfillment services to businesses around the world. Ingram Micro's global infrastructure and deep expertise in technology solutions, mobility lifecycle services, commerce and fulfillment solutions and cloud services help to enable its business partners to operate efficiently and successfully in the markets they serve. We are the largest wholesale technology distributor based on revenues and a global leader in supply chain management/commerce and fulfillment and device lifecycle services. Our results of operations have been, and will continue to be, directly affected by the conditions in the economy in general. Historically, our margins have been impacted by pressures from price competition and declining average selling prices, as well as changes in vendor terms and conditions, including, but not limited to, variations in vendor rebates and incentives, our ability to return inventory to vendors, and time periods qualifying for price protection. We expect competitive pricing pressures and restrictive vendor terms and conditions to continue in the foreseeable future. In addition, our margins have and may continue to be impacted by our inventory levels, which are based on projections of future demand, product availability, product acceptance and marketability, and market conditions. Any sudden decline in demand and/or rapid technological changes in products could cause us to have a charge for excess and/or obsolete inventory. We continue to monitor and refine our pricing strategies, inventory management processes and vendor program processes to respond to and mitigate the impact of these factors. In addition, we continuously monitor and work to change, as appropriate, certain terms, conditions and credit offered to our customers to reflect those being imposed by our vendors, to recover costs and/or to facilitate sales opportunities. Our business also requires significant levels of working capital primarily to finance trade accounts receivable and inventory. We have historically relied on, and continue to rely heavily on, trade credit from vendors, available cash, debt and factoring of trade accounts receivable for our working capital needs.

Management's Discussion and Analysis Continued

While the primary industry in which we operate is characterized by narrow gross profit as a percentage of net sales, or gross margin, and narrow income from operations as a percentage of net sales, or operating margin, we strive to improve our profitability through diversification of product offerings, including our presence in adjacent product categories, such as automatic identification/data capture and point-of-sale, or AIDC/POS, enterprise computing and data center. Additionally, we are expanding our capabilities in what we believe are faster growing and higher margin service oriented businesses such as mobility device life cycle services, commerce and fulfillment services and cloud. Over the past few years, we have complemented our internal growth initiatives with strategic business acquisitions. Although we expect that these acquisitions and our organic investments will expand our capabilities in these areas, service revenues currently represent less than 10% of total net sales for all periods presented.

We sell finished products purchased from many vendors but generated approximately 14%, 11% and 11% of our consolidated net sales for the thirteen weeks ended July 2, 2016 from products purchased from HP Inc. and Hewlett-Packard Enterprise combined, Apple Inc. and Cisco Systems, Inc., respectively. We generated approximately 15%, and 11% of our consolidated net sales for the thirteen weeks ended July 4, 2015 from products purchased from HP Inc. and Hewlett-Packard Enterprise combined, and Apple Inc., respectively.

For the twenty-six weeks ended July 2, 2016, we generated approximately 14%, 11% and 11% of our consolidated net sales from products purchased from HP Inc. and Hewlett-Packard Enterprise combined, Apple Inc. and Cisco Systems, Inc., respectively. We generated approximately 15%, and 11% of our consolidated net sales for the twenty-six weeks ended July 4, 2015 from products purchased from HP Inc. and Hewlett-Packard Enterprise combined, and Apple Inc., respectively.

We manage our business through continuous cost controls and process and efficiency enhancements. This may also include, from time to time, reorganization actions to further enhance productivity and profitability and could result in the recognition of reorganization costs or impairment of assets.

Reorganization Programs

To further enhance our ability to innovate and respond to market needs with greater speed and efficiency, on February 13, 2014 we announced a plan to proceed with a global organizational effectiveness program (the "2014 Program") that involved aligning and leveraging our infrastructure globally with our evolving businesses, opportunities and resources, and de-layering and simplifying the organization.

The 2014 Program is complete and has generated in excess of $80,000 in annual cost savings compared to the 2013 fiscal year. We incurred reorganization as well as transition and other related costs aggregating $10,069 for the twenty-six weeks ended July 4, 2015, which includes $6,130 related to employee termination benefits associated with this program and $3,939 of transition and integration costs.

In May 2015, we announced our intention to take additional actions globally to further streamline our cost structure. These actions are expected to result in annualized savings of approximately $100,000 while one-time costs associated with these actions were expected to be between $50,000 to $60,000. During the thirteen weeks ended July 2, 2016, we realized savings of approximately $23,000 and achieved the full annualized run rate of approximately $100,000 during the second quarter of 2016. During the twenty-six weeks ended July 2, 2016, we recognized $18,240 of reorganization as well as transition and other related costs, which includes $16,707 related to employee termination benefits, $1,130 of transition and integration costs and $403 of facility costs. We have recognized approximately $54,000 of life-to-date reorganization as well as transition and other related costs with respect to this program.

In addition, during the second quarter of 2016 we implemented additional actions to further align our cost structure in certain markets in Europe, incurring one-time costs of $7,147 and $925 of transition and integration costs. We will continue to monitor our cost profiles on a tactical basis and enact further programs opportunistically.

Share Repurchase Program

In July 2015, our Board of Directors authorized a new three-year, $300,000 share repurchase program, which supplemented our previously authorized $400,000 share repurchase program which was completely utilized in 2015. Our new $300,000 share repurchase program expires on July 29, 2018, and had $165,068 remaining for repurchase at July 2, 2016. We have discontinued this program due to the Merger Agreement with Tianjin Tianhai. In the event that the merger is not consummated for any reason, resumption of the share repurchase program will be at the discretion of the Board of Directors.

Management's Discussion and Analysis Continued

Results of Operations for the Thirteen Weeks Ended July 2, 2016 Compared to the Thirteen Weeks Ended July 4, 2015

	Thirteen Weeks Ended				Change - Increase (Decrease)	
	July 2, 2016		July 4, 2015		Amount	Percentage
Net sales by reporting segment						
North America	$ 4,433,252	44 %	$ 4,618,535	44%	$ (185,283)	(4.0)%
Europe	2,779,974	28	2,854,948	27	(74,974)	(2.6)
Asia-Pacific	2,258,480	22	2,481,539	24	(223,059)	(9.0)
Latin America	650,900	6	598,256	6	52,644	8.8
Total	$ 10,122,606	100 %	$ 10,553,278	100%	$ (430,672)	(4.1)%

	Thirteen Weeks Ended				Change - Increase (Decrease)	
	July 2, 2016		July 4, 2015		Amount	Percentage
Operating income and operating margin by reporting segment						
North America	$ 91,174	2.06 %	$ 80,554	1.74%	$ 10,620	0.32 %
Europe	(5,268)	(0.19)	11,416	0.40	(16,684)	(0.59)
Asia-Pacific	31,662	1.40	30,915	1.25	747	0.15
Latin America	6,635	1.02	6,055	1.01	580	0.01
Stock-based compensation expense	(11,875)	—	(11,015)	—	(860)	—
Impairment of internally developed software	—	—	(115,856)	—	115,856	—
Loss on sale of affiliate	(14,878)	—	—	—	(14,878)	—
Total	$ 97,450	0.96 %	$ 2,069	0.02%	$ 95,381	0.94 %

	Thirteen Weeks Ended	
	July 2, 2016	July 4, 2015
Net sales	100.00%	100.00 %
Cost of sales	92.90	93.78
Gross profit	7.10	6.22
Operating expenses:		
Selling, general and administrative	5.66	4.89
Amortization of intangible assets	0.25	0.16
Reorganization costs	0.08	0.06
Impairment of internally developed software	—	1.10
Loss on sale of affiliate	0.15	—
Income from operations	0.96	0.02
Other expense, net	0.20	0.29
Income (loss) before income taxes	0.76	(0.27)
Provision for income taxes	0.22	0.06
Net income (loss)	0.54%	(0.32)%

Management's Discussion and Analysis Continued

The 4.1% decrease in our consolidated net sales for the thirteen weeks ended July 2, 2016, or second quarter of 2016, compared to the thirteen weeks ended July 4, 2015, or second quarter of 2015, partially reflected the translation of foreign currencies relative to the U.S. dollar which had a negative impact on our consolidated net sales of approximately two percentage points. Our revenue decline in local currencies reflects declines in North America, Europe and Asia-Pacific, partially offset by growth in Latin America. The decline in North America was driven in part by our decision to exit portions of our mobility distribution business in the region that did not meet our profitability requirements. Our decline in Europe was driven by changes in contract terms for some of our high volume European distribution business, which led to recognizing the revenue on a net basis versus a gross basis resulting in a reduction of net sales but with no impact on gross profit. We also experienced softness in smartphone demand in most regions. Our acquisitions partially offset the decline and contributed approximately two percentage points of growth.

The 4.0% decrease in North American net sales in the second quarter of 2016 compared to the second quarter of 2015 includes the translation impact of a weaker Canadian dollar relative to the U.S. dollar which had a negative impact on net sales of less than one percentage point. Revenue growth was impacted by approximately three percentage points from a decline in mobility, as we exited portions of the North American mobility distribution business that did not meet our profitability requirements. The decrease in net sales was slightly offset by growth in advanced and specialty solutions and modest growth in PCs. We continue to gain traction in cloud and commerce and fulfillment solutions, although from a small base currently.

The 2.6% decrease in European net sales includes negotiated favorable changes in contract terms for some of our high volume European distribution business, which led to recognizing the associated revenue on a net basis versus a gross basis resulting in a reduction of approximately seven percentage points on our European net sales in the second quarter of 2016, but no impact on gross profit. Our acquisitions in Europe contributed approximately three percentage points of growth. The translation impact of stronger foreign currencies relative to the U.S. dollar had a positive impact on net sales of approximately one percentage point. Overall the region benefited from stronger sales from advanced and specialty solutions as revenue growth in Netherlands, the United Kingdom, Denmark and Italy, which more than offset declines in France and Norway driven primarily by tepid demand for smartphones.

The 9.0% decrease in our Asia-Pacific net sales includes the translation impact of weaker foreign currencies relative to the U.S. dollar which had a negative impact on net sales of approximately four percentage points. China revenues declined as consumer demand remained slow, led by weakness in smartphones, tablets and networking solutions, which offset growth in PCs, servers and storage solutions. In Singapore, revenues declined driven by a significant decrease in mobility sales, as well as reduced demand for networking and storage products. The decreases were slightly offset by growth in India driven by increased demand in PCs and smartphones.

The 8.8% increase in Latin American net sales includes the translation impact of weaker foreign currencies relative to the U.S. dollar which had a negative impact on net sales of approximately nine percentage points. Our acquisition of Grupo Acâo contributed a total of approximately 12 percentage points of growth. Mexico had double digit growth, with strength broadly, including advanced and specialty solutions, as well as sales into the consumer market. Miami export experienced solid growth primarily driven by PC sales.

Gross profit increased by $62,121 or 9.5% in the second quarter of 2016 compared to the second quarter of 2015 and gross margin improved 88 basis points, driven by the benefit of our acquisition of higher margin businesses, including DocData and Acao which added 30 basis points. Additionally, the benefit of the net revenue recognition treatment as a result of the negotiated favorable contract terms for some of our high volume European distribution business noted above increased margin by approximately 13 basis points. Gross margin also benefited from a greater mix of higher margin advanced and specialty solutions sales and lower, low margin smartphone sales.

Total selling, general and administrative expenses, or SG&A expenses, increased $57,732, or 11.2%, in the second quarter of 2016 compared to the second quarter of 2015. The increase in SG&A expenses primarily reflects our acquisitions, which added approximately $38,000, costs associated with growth in our cloud and commerce and fulfillment businesses, and further organic investment in higher value businesses. These costs were partially offset by the translation impact of foreign currencies relative to the U.S. dollar which reduced SG&A expenses by approximately $6,000 and savings from the implementation of our organizational effectiveness program.

Amortization of intangible assets increased $8,532, or 49.9%, in the second quarter of 2016 compared to the second quarter of 2015 primarily due to our recent acquisitions.

Management's Discussion and Analysis Continued

During the second quarter of 2016 and 2015, we incurred net reorganization costs of $7,690 and $6,236, respectively. 2016 costs primarily related to employee termination benefits incurred as we implemented additional actions to further align our cost structure in certain markets in Europe, incurring one-time costs of $7,147, and finalized the global actions announced in 2015. The costs incurred during the second quarter of 2015 were primarily related to employee termination benefits incurred in connection with our 2014 Program (See also Note 9, "Reorganization Costs," to our consolidated financial statements). We will continue to monitor our cost profiles on a tactical basis and enact further programs opportunistically.

During the second quarter of 2015, we recognized a non-cash, pre-tax charge related to the impairment of internally developed software of $115,856 as discussed above.

During the second quarter of 2016, we recognized a non-cash, pre-tax charge related to the loss on the sale of an affiliate of $14,878 as discussed above.

Operating margin in the second quarter of 2016 increased 94 basis points compared to the second quarter of 2015, primarily driven by the non-recurring impairment of internally developed software of $115,856 recognized during the second quarter of 2015. Excluding this impairment charge, and the loss on the sale of affiliate recognized during the second quarter of 2016, consolidated operating margins remained relatively flat compared to the prior year.

The increase in our North American operating margin of 32 basis points in the second quarter of 2016 compared to the second quarter of 2015 primarily reflects the result of higher value advanced and specialty solution sales, stronger mobility services revenue and decreased lower margin mobility distribution sales. This better mix of higher value business, more than offset continued strategic investments to capitalize on the momentum we are gaining in our rapidly growing cloud and commerce and fulfillment businesses. Additionally, our operating margin in the second quarter of 2016 benefited from a gain of $3,790, or 9 basis points of net sales, related to a legal settlement.

The decrease in our European operating margin of 59 basis points in the second quarter of 2016 compared to the second quarter of 2015 reflects higher charges of $2,650, or 10 basis points of European net sales, for reorganization, integration, transition and acquisition-related costs incurred in connection with our recent acquisitions and our ongoing reorganization programs compared to the prior year. In addition, the decrease reflects negative leverage experienced as a result of lower revenues and continued strategic investments and costs associated with growing our European cloud and commerce and fulfillment solutions capabilities in the region.

Our Asia-Pacific operating margin increased 15 basis points in the second quarter of 2016 compared to the second quarter of 2015 reflecting a better mix of higher margin business, as well as good operating expense control by most countries within the region.

Our Latin American operating margin remained relatively flat in the second quarter of 2016 compared to the second quarter of 2015 reflecting a better mix of higher margin business that was offset by higher reorganization, integration and acquisition-related charges, as well as an increase in our level of investment to continue to grow our newly established mobility business in the region.

Other expense, net, consisted primarily of interest expense and income, foreign currency exchange losses and gains, and other non-operating gains and losses. We incurred other expenses of $20,738 in the second quarter of 2016 compared to $30,230 in the second quarter of 2015. The decrease was primarily driven by decreases in net interest expense which were driven by reduced borrowings resulting from our working capital improvements compared to the prior year. The year-over-year decrease also reflects a foreign currency exchange gain of $4,918 recorded in our Pan European purchasing entity in the current year compared to a loss of $1,104 in this entity in the prior year.

We recorded an income tax provision of $22,060, for an effective tax rate of 28.8%, in the second quarter of 2016 compared to $6,132, or an effective tax rate of (21.8)%, in the second quarter of 2015. The current quarter income tax provision includes a net benefit of three percentage points primarily driven by a net change in valuation allowances against the deferred tax assets of two of our foreign operating units as well as the release of unrealized tax benefits due to the expiration of statute of limitations in various jurisdictions. The prior year quarter income tax provision includes the net negative impact of 52 percentage points due to a $14,580 increase to the valuation allowance on foreign tax credits. The additional valuation allowance recognized in 2015 was a result of a decrease in projected foreign source income, primarily lower royalties from foreign affiliates, due to the decision to cancel future deployments of SAP. We currently expect our full year 2016 effective tax rate to be approximately 30%. However, effective tax rates may vary significantly depending on the actual operating results in the various tax jurisdictions, as well as changes in the valuation allowance related to the expected recovery of our deferred tax assets.

Management's Discussion and Analysis Continued

Results of Operations for the Twenty-six Weeks Ended July 2, 2016 Compared to the Twenty-six Weeks Ended July 4, 2015

	Twenty-six Weeks Ended				Change - Increase (Decrease)	
	July 2, 2016		July 4, 2015		Amount	Percentage
Net sales by reporting segment						
North America	$ 8,315,634	43 %	$ 9,060,141	43%	$ (744,507)	(8.2)%
Europe	5,441,416	28	5,929,245	28	(487,829)	(8.2)
Asia-Pacific	4,451,486	23	5,025,749	24	(574,263)	(11.4)
Latin America	1,250,671	6	1,182,569	6	68,102	5.8
Total	$ 19,459,207	100 %	$ 21,197,704	100%	$ (1,738,497)	(8.2)%

	Twenty-six Weeks Ended				Change - Increase (Decrease)	
	July 2, 2016		July 4, 2015		Amount	Percentage
Operating income and operating margin by reporting segment						
North America	$ 127,372	1.53 %	$ 134,854	1.49%	$ (7,482)	0.04 %
Europe	(23,695)	(0.44)	18,336	0.31	(42,031)	(0.75)
Asia-Pacific	53,928	1.21	62,542	1.24	(8,614)	(0.03)
Latin America	13,034	1.04	17,437	1.47	(4,403)	(0.43)
Stock-based compensation expense	(19,908)	—	(17,529)	—	(2,379)	—
Impairment of internally developed software		—	(115,856)	—	115,856	—
Loss on sale of affiliate	(14,878)	—	—	—	(14,878)	
Total	$ 135,853	0.70 %	$ 99,784	0.47%	$ 36,069	0.23 %

	Twenty-six Weeks Ended	
	July 2, 2016	July 4, 2015
Net sales	100.00%	100.00%
Cost of sales	93.06	93.99
Gross profit	6.94	6.01
Operating expenses:		
Selling, general and administrative	5.77	4.79
Amortization of intangible assets	0.27	0.16
Reorganization costs	0.12	0.05
Impairment of internally developed software	—	0.55
Loss on sale of affiliate	0.08	—
Income from operations	0.70	0.47
Other expense, net	0.27	0.30
Income before income taxes	0.43	0.17
Provision for income taxes	0.14	0.13
Net income	0.29%	0.04%

Management's Discussion and Analysis Continued

The 8.2% decrease in our consolidated net sales for the twenty-six weeks ended July 2, 2016, or first six months of 2016, compared to the twenty-six weeks ended July 4, 2015, or first six months of 2015, partially reflected the translation of foreign currencies relative to the U.S. dollar which had a negative impact on our consolidated net sales of approximately two percentage points. Our revenue decline in local currencies reflects declines in North America, Europe and Asia-Pacific, partially offset by growth in Latin America. The decline in North America was driven in part by our decision to exit portions of our mobility distribution business in the region that did not meet our profitability requirements. Our decline in Europe was driven by changes in contract terms for some of our high volume European distribution business, which led to recognizing the revenue on a net basis versus a gross basis resulting in a reduction of net sales but had no impact on gross profit. We also experienced softness in smartphone demand in most regions, as well as lower PC demand in the 2016 first quarter. Our acquisitions partially offset the decline and contributed approximately two percentage points of growth.

The 8.2% decrease in North American net sales in the first six months of 2016 compared to the first six months of 2015 includes the translation impact of a weaker Canadian dollar relative to the U.S. dollar which had a negative impact on net sales of approximately one percentage point. Revenue growth was impacted by approximately two percentage points from a decline in mobility, as we exited portions of the North American mobility distribution business that did not meet our profitability requirements. Revenues were also negatively impacted versus last year by lower sales of data center and networking infrastructure solutions as well as a decline in PC sales. The decrease in net sales was slightly offset by growth in specialty and other advanced solutions. We continue to gain traction in cloud and commerce and fulfillment solutions, although from a small base.

The 8.2% decrease in European net sales includes the translation impact of weaker foreign currencies relative to the U.S. dollar which had a negative impact on net sales of approximately one percentage point. In addition, during the prior year we negotiated favorable changes in contract terms for some of our high volume European distribution business, which led to recognizing the associated revenue on a net basis versus a gross basis resulting in a reduction of approximately seven percentage points on our European net sales in the first six months of 2016 but had no impact on gross profit. Our acquisitions in Europe contributed approximately two percentage points of growth. Overall the region benefited from stronger sales from advanced and specialty solutions with strong revenue growth in countries such as Netherlands, Denmark and Italy, offsetting declines in France, Germany and the United Kingdom. In Germany, revenues declined due to soft consumer demand for smartphones and PCs, as well as our decision to exit certain high volume, low margin business in the 2016 first quarter. France experienced a decline in revenues driven by reduced demand for PCs and smartphones, which was partially offset by growth in advanced solutions. The United Kingdom revenues declined primarily due to continued consumer weakness and the loss of a large retail customer, which was partially offset by growth in smartphone, tablet and networking sales.

The 11.4% decrease in our Asia-Pacific net sales includes the translation impact of weaker foreign currencies relative to the U.S. dollar which had a negative impact on net sales of approximately five percentage points. China revenues declined as consumer demand remained slow, led by the continued weakness in smartphones, tablets and networking solutions which offset growth in servers and storage solutions. In Singapore, revenues declined driven by a decrease in mobility sales as well as reduced demand for in PCs, networking and storage products.

The 5.8% increase in Latin American net sales includes the translation impact of weaker foreign currencies relative to the U.S. dollar which had a negative impact on net sales of approximately 11 percentage points. Our acquisition of Grupo Acâo, contributed a total of approximately 10 percentage points of growth. Mexico and Chile had solid growth, with strength broadly, including advanced and specialty solutions, as well as sales into the consumer market.

Gross profit increased by $76,356 or 6.0% in the first six months of 2016 compared to the first six months of 2015 and gross margin improved 93 basis points, driven by the benefit of our acquisition of higher margin businesses, including DocData and Acao which added 25 basis points. Additionally, the benefit of the net revenue recognition treatment as a result of the negotiated favorable contract terms for some of our high volume European distribution business noted above, increased margin by approximately 14 basis points. Gross margin also benefited from a greater mix of higher margin specialty and other advanced solutions sales and lower, low margin smartphone sales.

Total selling, general and administrative expenses, or SG&A expenses, increased $107,659, or 10.6%, in the first six months of 2016 compared to the first six months of 2015. The increase in SG&A expenses primarily reflects our acquisitions, which added approximately $86,000, costs associated with growth in our cloud and commerce and fulfillment businesses, further organic investment in higher value businesses, and $14,113 higher integration, transition and other costs primarily related to costs associated with our acquisitions and impending merger. These costs were partially offset by the translation impact of foreign currencies relative to the U.S. dollar which reduced SG&A expenses by approximately $19,000 and savings from the implementation of our organizational effectiveness program.

Management's Discussion and Analysis Continued

Amortization of intangible assets increased $19,626, or 59.4%, in the first six months of 2016 compared to the first six months of 2015 due to our recent acquisitions and the write-off of previously acquired customer relationships of $5,832 as a result of the integration of certain operations into our existing facilities in the first quarter of 2016.

During the first six months of 2016 and 2015, we incurred net reorganization costs of $24,256 and $10,276, respectively. 2016 costs primarily related to employee termination benefits incurred in conjunction with the global actions announced in 2015, and one-time costs of $7,147 as we implemented additional actions to further align our cost structure in certain markets in Europe in the second quarter of 2016. The costs incurred during 2015 primarily related to employee termination benefits incurred in connection with our global organizational effectiveness program announced in 2014 (See Note 9, "Reorganization Costs," to our consolidated financial statements). We will continue to monitor our cost profiles on a tactical basis and enact further programs opportunistically.

The charge for the impairment of internally developed software recognized in the second quarter of 2015 is discussed above in our results of operations for the quarter.

The loss on sale of an affiliate recognized in the second quarter of 2016 is discussed above in our results of operations for the quarter.

Operating margin in the first six months of 2016 increased 23 basis points compared to the first six months of 2015, primarily driven by the impairment of internally developed software of $115,856 recognized during the second quarter of 2015. Excluding the impairment charge recognized during the second quarter of 2015, and the loss on the sale of affiliate recognized during the second quarter of 2016, consolidated operating margins decreased 25 basis points compared to the prior year primarily reflecting higher reorganization, integration, transition and acquisition-related charges of $24,300, or 14 basis points of net sales compared to the prior year which includes charges related to the Merger Agreement with Tianjin Tianhai and negative leverage experienced as a result of lower revenues in Europe.

The increase in our North American operating margin of 4 basis points in the first six months of 2016 compared to the first six months of 2015 primarily reflects good operating leverage experienced as a result of higher value sales, stronger mobility services revenue and lower mobility distribution sales. These gains more than offset continued strategic investments to capitalize on the momentum we are gaining in our rapidly growing cloud and commerce and fulfillment businesses, as well as an increase in reorganization, integration, transition and acquisition-related charges of $12,039, or 16 basis points of net sales compared to the prior year primarily related to the Merger Agreement with Tianjin Tianhai and reorganization costs related to our cost reduction actions. Additionally, our operating margin in the second quarter of 2016 benefited from a gain of $3,790, or 5 basis points of net sales, related to a legal settlement.

The decrease in our European operating margin of 75 basis points in the first six months of 2016 compared to the first six months of 2015 reflects higher charges of $12,955, or 25 basis points of European net sales, for reorganization, integration, transition and acquisition-related costs incurred in connection with our recent acquisitions and our ongoing reorganization programs compared to the prior year. In addition, the decrease reflects negative leverage experienced as a result of lower revenues and continued strategic investments and costs associated with growing our European mobility, cloud and commerce and fulfillment solutions capabilities in the region.

Our Asia-Pacific operating margin was relatively flat in the first six months of 2016 compared to the first six months of 2015 reflecting a better mix of higher margin business offset by our continued strategic investment in our cloud business in this region.

The decrease in our Latin American operating margin of 43 basis points in the first six months of 2016 compared to the first six months of 2015 reflects higher costs ahead of synergies expected to be recognized from the previously described Latin American acquisitions. The region was also impacted by negative leverage during the first quarter of 2016 in some of the larger countries. Additionally, we increased our level of investment to continue to grow our newly established mobility business in the region.

Other expense, net, consisted primarily of interest expense and income, foreign currency exchange losses and gains, and other non-operating gains and losses. We incurred other expenses of $51,678 in the first six months of 2016 compared to $62,930 in the first six months of 2015. The decrease was primarily driven by decreases in net interest expense which were driven by reduced borrowings resulting from our working capital improvements compared to the prior year. The year-over-year decrease also reflects a foreign currency exchange gain of $154 recorded in our Pan European purchasing entity in the current year compared to a loss of $4,762 in this entity in the prior year.

Management's Discussion and Analysis Continued

We recorded an income tax provision of $27,624, for an effective tax rate of 32.8%, in the first six months of 2016 compared to $27,872, or an effective tax rate of 75.6%, in the first six months of 2015. The current year provision has a net positive impact of three percentage points driven by a net change in valuation allowances against the deferred tax assets of two of our foreign operating units as well as the release of unrealized tax benefits due to the expiration of statute of limitations in various jurisdictions. The prior year income tax provision includes the net negative impact of 40 percentage points due to a $14,580 increase to the valuation allowance on foreign tax credits, as well as the negative impact related to the intercompany sale of an intangible asset. The additional valuation allowance recognized in 2015 was a result of a decrease in projected foreign source income, primarily lower royalties from foreign affiliates, due to the decision to cancel future deployments of SAP. We currently expect our full year 2016 effective tax rate to be approximately 30%. However, effective tax rates may vary significantly depending on the actual operating results in the various tax jurisdictions, as well as changes in the valuation allowance related to the expected recovery of our deferred tax assets.

Quarterly Data; Seasonality

Our quarterly operating results have fluctuated significantly in the past and will likely continue to do so in the future as a result of:

- the impact of and possible disruption caused by integration and reorganization of our businesses and efforts to improve our IT capabilities, as well as the related expenses and/or charges;
- currency fluctuations in countries in which we operate;
- competitive conditions in our industry, which may affect the prices charged and terms and conditions imposed by our suppliers and/or competitors and the prices we charge our customers, which in turn may negatively affect our revenues and/or gross margins;
- general changes in economic or geopolitical conditions, including changes in legislative or regulatory environments in which we operate;
- seasonal variations in the demand for our products and services, which historically have included lower demand in Europe during the summer months, worldwide pre-holiday stocking in the retail channel during the September-to-December period and the seasonal increase in demand for our North American fee-based commerce and fulfillment services in the fourth quarter, which affect our operating expenses and gross margins;
- changes in product mix, including entry or expansion into new markets, as well as the exit or retraction of certain business;
- variations in our levels of excess inventory and doubtful accounts, and changes in the terms of vendor-sponsored programs such as price protection and return rights;
- changes in the level of our operating expenses;
- variations in the mix of profits between multiple jurisdictions including losses in certain tax jurisdictions in which we are not able to record a tax benefit, and changes in assessments of uncertain tax positions or changes in the valuation allowances on our deferred tax assets, which could affect our provision for taxes and effective tax rate;
- the impact of acquisitions and divestitures;
- unexpected events or the resolution of existing uncertainties, including, but not limited to, litigation, or regulatory matters;
- the loss or consolidation of one or more of our major suppliers or customers;
- product supply constraints; and
- interest rate fluctuations and/or credit market volatility, which may increase our borrowing costs and may influence the willingness or ability of customers and end-users to purchase products and services.

Historical variations in our business may not be indicative of future trends. In addition, our narrow operating margins may magnify the impact of the foregoing factors on our operating results. We believe that you should not rely on period-to-period comparisons of our operating results as an indication of future performance. In addition, the results of any quarterly period are not indicative of results to be expected for a full fiscal year.

Management's Discussion and Analysis Continued

Liquidity and Capital Resources

Cash Flows

We finance our working capital needs and investments in the business largely through net income before noncash items, available cash, trade and supplier credit and various financing facilities. As a distributor, our business requires significant investment in working capital, particularly trade accounts receivable and inventory, which is partially financed by vendor trade accounts payable. As a general rule, when sales volumes are increasing, our net investment in working capital dollars typically increases, which generally results in decreased cash flow generated from operating activities. Conversely, when sales volume decreases, our net investment in working capital decreases, which generally results in increases in cash flows generated from operating activities. Our working capital days at the end of the second quarter of 2016 was 23 days compared to 21 days at the end of the 2015 fiscal year, 27 days at the end of the second quarter of 2015, and 25 days at the end of the 2014 fiscal year.

The following is a detailed discussion of our cash flows for the first six months of 2016 and 2015.

Operating activities provided net cash of $29,299 in the first six months of 2016 compared to net cash provided of $626,924 in the first six months of 2015. The significantly higher net cash provided from operations in the first six months of 2015 largely reflected the exit of portions of our mobility business in 2015 which accelerated our working capital reductions from the elevated 2014 year-end levels. Our 2016 balances represent a more normalized trend of working capital and typical working capital day increases from year-end, primarily attributed to seasonally slower movement of inventories in the first six months of 2016.

Investing activities used net cash of $190,745 in the first six months of 2016 compared to $150,469 in the first six months of 2015. The cash used by investing activities in the first six months of 2016 was primarily driven by our acquisitions of $173,406 and capital expenditures of $50,476. The use of cash was partially offset by proceeds from the sale of affiliate of $27,847 in the first six months of 2016. The cash used in investing activities in the first six months of 2015 was primarily related to acquisitions of $94,255, and capital expenditures of $56,573.

Financing activities provided net cash of $88,767 in the first six months of 2016 compared to cash used of $389,934 in the first six months of 2015. The net cash provided by financing activities in the first six months of 2016 primarily reflects the net proceeds of our revolving credit and other facilities of $78,969, and the excess tax benefit from stock-based compensation of $8,351. The net cash used by financing activities in the first six months of 2015 primarily reflect net repayments of our revolving credit facilities of $353,784, and the repurchase of common stock for $44,208.

Our levels of debt and cash and cash equivalents are highly influenced by our working capital needs. As such, our cash and cash equivalents balances and borrowings fluctuate at each quarter end and may also fluctuate significantly within a quarter. The fluctuation is the result of the concentration of payments received from customers toward the end of each month, as well as the timing of payments made to our vendors. Accordingly, our period-end debt and cash balances may not be reflective of our average levels or maximum debt and/or minimum cash levels during the periods presented or at any other point in time.

Capital Resources

We have a range of financing facilities which are diversified by type, maturity and geographic region with various financial institutions worldwide with a total capacity of approximately $4,498,753, of which $1,314,859 was outstanding, at July 2, 2016. These facilities have staggered maturities through 2024. Our cash and cash equivalents totaled $878,881 and $935,267 at July 2, 2016 and January 2, 2016, respectively, of which $372,945 and $572,296, respectively, resided in operations outside of the U.S. We currently intend to use these funds to finance our foreign operations. Additionally, our ability to repatriate these funds to the U.S. in an economical manner may be limited. Our cash balances are deposited and/or invested with various financial institutions globally that we endeavor to monitor regularly for credit quality. However, we are exposed to risk of loss on funds deposited with the various financial institutions and money market mutual funds and we may experience significant disruptions in our liquidity needs if one or more of these financial institutions were to suffer bankruptcy or similar restructuring. As of July 2, 2016 and January 2, 2016, we had book overdrafts of $262,601 and $428,628 respectively, representing checks issued on disbursement bank accounts but not yet paid by such banks. These amounts are classified as accounts payable in our consolidated balance sheet and are typically paid by the banks in a relatively short period of time.

Management's Discussion and Analysis Continued

We believe that our existing sources of liquidity provide sufficient resources to meet our capital requirements, including the potential need to post cash collateral for identified contingencies (see Note 13, "Commitments and Contingencies" to our consolidated financial statements and Item 1. “Legal Proceedings” under Part II. “Other Information” for further discussion of identified contingencies), for at least the next twelve months. We currently anticipate that the cash used for debt repayments will come from our current domestic cash, cash generated from on-going U.S. operating activities and from borrowings. Nevertheless, depending on capital and credit market conditions, we may from time to time seek to increase or decrease our available capital resources through changes in our debt or other financing facilities. Finally, since the capital and credit markets can be volatile, we may be limited in our ability to replace in a timely manner maturing credit facilities and other indebtedness on terms acceptable to us, or at all, or to access committed capacities due to the inability of our finance partners to meet their commitments to us. The following is a detailed discussion of our various financing facilities.

In December 2014, we issued through a public offering $500,000 of 4.95% senior unsecured notes due 2024, resulting in cash proceeds of $494,995, net of discount and issuance costs of $1,755 and $3,250, respectively. Interest on the notes is payable semiannually in arrears on June 15 and December 15. At July 2, 2016 and January 2, 2016, our senior secured notes due 2024 had a carrying value of $494,743 and $494,432, respectively, net of unamortized discount of $1,482 and $1,569, respectively, and net of unamortized deferred financing costs of $3,775 and $3,999, respectively.

In August 2012, we issued through a public offering $300,000 of 5.00% senior unsecured notes due 2022, resulting in cash proceeds of $296,256, net of discount and issuance costs of $1,794 and $1,950, respectively. Interest on the notes is payable semiannually in arrears on February 10 and August 10. At July 2, 2016 and January 2, 2016, our senior unsecured notes due 2022 had a carrying value of $297,160 and $296,928, respectively, net of unamortized discount of $1,097 and $1,187, respectively, and net of unamortized deferred financing costs of $1,743 and $1,885, respectively.

At July 2, 2016 and January 2, 2016, our senior unsecured notes due 2017 had a carrying value $299,514 and $299,313, respectively, net of unamortized deferred financing costs of $486 and $687, respectively. Interest on these notes is payable semiannually in arrears on March 1 and September 1 of each year. These notes may be redeemed by us in whole at any time or in part from time to time, at our option, at redemption prices that are designated in the terms and conditions of the respective notes.

We have a revolving trade accounts receivable-backed financing program in North America which provides for up to $675,000 in borrowing capacity. On April 15, 2015, we extended the maturity of this program from November 2015 to April 2018. Subject to the financial institutions’ approval and availability of eligible receivables, this program may be increased by $250,000 in accordance with the extended terms of the program. The interest rate of this program is dependent on designated commercial paper rates (or, in certain circumstances, an alternate rate) plus a predetermined margin. We had no borrowings at July 2, 2016 and January 2, 2016 under this North American financing program.

We also have two revolving trade accounts receivable-backed financing programs in Europe and in Asia-Pacific as follows:

a) A program which provides for a maximum borrowing capacity of up to €105,000, or approximately $116,939 at July 2, 2016 exchange rates, maturing in January 2017.

b) A program which provides for a maximum borrowing capacity of up to 160,000 Australian dollars, or approximately $119,744 at July 2, 2016 exchange rates, maturing in June 2017.

The current programs require certain commitment fees, and borrowings under these programs incur financing costs based on the local short-term bank indicator rate for the currency in which the drawing is made plus a predetermined margin. We had no borrowings at July 2, 2016 or January 2, 2016 under any of these three financing programs.

Our ability to access financing under all of our trade accounts receivable-backed financing programs in North America, Europe and Asia-Pacific, as discussed above, is dependent upon the level of eligible trade accounts receivable as well as continued covenant compliance. We may lose access to all or part of our financing under these programs under certain circumstances, including: (a) a reduction in sales volumes leading to related lower levels of eligible trade accounts receivable; (b) failure to meet certain defined eligibility criteria for the trade accounts receivable, such as receivables remaining assignable and free of liens and dispute or set-off rights; (c) performance of our trade accounts receivable; and/or (d) loss of credit insurance coverage for our European and Asia-Pacific facilities.

At July 2, 2016, our actual aggregate capacity under these programs was approximately $905,874 based on eligible trade accounts receivable available, of which none of such capacity was used. Even if we do not borrow, or choose not to borrow to the full available capacity of certain programs, most of our trade accounts receivable-backed financing programs prohibit us from assigning, transferring or pledging the underlying eligible receivables as collateral for other financing programs. At July 2, 2016, the amount of trade accounts receivable which would be restricted in this regard totaled approximately $1,580,650.

Management's Discussion and Analysis Continued

We have a $1,500,000 revolving senior unsecured credit facility from a syndicate of multinational banks with a maturity date of January 2020. The total commitment of this facility can be further increased by $350,000, subject to certain conditions. The interest rate on this facility is based on LIBOR plus a predetermined margin based on our debt ratings and leverage ratio. We had no borrowings at July 2, 2016 or January 2, 2016 under this revolving senior unsecured credit facility. This credit facility may also be used to issue letters of credit. At July 2, 2016 and January 2, 2016, letters of credit of $0 and $8,499, respectively, were issued to certain vendors and financial institutions to support purchases by our subsidiaries, payment of insurance premiums and flooring arrangements. Our available capacity under the agreement is reduced by the amount of any outstanding letters of credit.

We also have additional lines of credit, short-term overdraft facilities and other credit facilities with various financial institutions worldwide, which provide for borrowing capacity aggregating approximately $995,654 at July 2, 2016. Most are on an uncommitted basis and are reviewed periodically for renewal. At July 2, 2016 and January 2, 2016, respectively, we had $223,442 and $134,132 outstanding under these facilities. The weighted average interest rate on the outstanding borrowings under these facilities, which may fluctuate depending on geographic mix, was 7.3% and 6.8% per annum at July 2, 2016 and January 2, 2016, respectively. At July 2, 2016 and January 2, 2016, letters of credit totaling $77,108 and $54,879, respectively, were issued to various customs agencies and landlords to support our subsidiaries. Issuing these letters of credit reduces our available capacity under these agreements by the same amount.

Covenant Compliance

We are required to comply with certain financial covenants under the terms of certain of our financing facilities, including restrictions on funded debt and liens and covenants related to tangible net worth, leverage and interest coverage ratios and trade accounts receivable portfolio performance including metrics related to receivables and payables. We are also restricted by other covenants, including, but not limited to, restrictions on the amount of additional indebtedness we can incur, dividends we can pay, and the amount of common stock that we can repurchase annually. At July 2, 2016, we were in compliance with all material covenants or other material requirements in all of our financing facilities.

Trade Accounts Receivable Factoring Programs

We have several uncommitted factoring programs under which trade accounts receivable of several large customers may be sold, without recourse, to financial institutions. Available capacity under these programs is dependent on the amount of trade accounts receivable already sold to and held by financial institutions, the level of our trade accounts receivable eligible to be sold into these programs and the financial institutions' willingness to purchase such receivables. At July 2, 2016 and January 2, 2016, we had a total of $303,625 and $388,358, respectively, of trade accounts receivable sold to and held by the financial institutions under these programs.

Contractual Obligations and Off-Balance Sheet Arrangements

There have been no significant changes in our contractual obligations from those disclosed in our Annual Report on Form 10-K for the year ended January 2, 2016 other than those noted in this “Capital Resources” section.

Share Repurchase Program

In July 2015, our Board of Directors authorized a new three-year, $300,000 share repurchase program, which supplements our previously authorized $400,000 share repurchase program which was completely utilized in 2015. Our new $300,000 share repurchase program expires on July 29, 2018, and had $165,068 remaining for repurchase at July 2, 2016. Pursuant to the Merger Agreement, our share repurchase program has been discontinued effective February 17, 2016.

Other Matters

See Note 13, "Commitments and Contingencies", to our consolidated financial statements and Item 1. “Legal Proceedings” under Part II “Other Information” for discussion of other matters.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There were no material changes in our quantitative and qualitative disclosures about market risk for the twenty-six weeks ended July 2, 2016 from those disclosed in our Annual Report on Form 10-K for the year ended January 2, 2016. For further discussion of quantitative and qualitative disclosures about market risk, reference is made to our Annual Report on Form 10-K for the year ended January 2, 2016.

Item 4. Controls and Procedures

Our management evaluated, with the participation of the Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

There have been no changes in our internal control over financial reporting that occurred during the last fiscal quarter covered by this report that materially affected, or are reasonably likely to affect, our internal control over financial reporting.

Part II. Other Information

Unless otherwise indicated, currency amounts in Part II are stated in thousands.

Item 1. Legal Proceedings

Our Brazilian subsidiary received a 2005 Federal import tax assessment claiming certain commercial taxes totaling Brazilian Reais 12,714 ($3,937 at July 2, 2016 exchange rates) were due on the import of software acquired from international vendors for the period January through September of 2002. While we will continue to vigorously pursue administrative and, if applicable, judicial action in defending against this matter, we continue to maintain a reserve for the full tax amount assessed at July 2, 2016.

Our Brazilian subsidiary has also received a number of additional tax assessments, including the following that have a reasonable possibility of a loss: (1) a 2007 Sao Paulo Municipal tax assessment claiming service taxes were due on the resale of acquired software covering years 2002 through 2006, for a total amount of Brazilian Reais 55,083 ($17,055 at July 2, 2016 exchange rates) in principal and associated penalties; (2) a 2011 Federal income tax assessment, a portion of which claims statutory penalties totaling Brazilian Reais 15,947 ($4,938 at July 2, 2016 exchange rates) for delays in providing certain electronic files during the audit of tax years 2008 and 2009, which was conducted through the course of 2011; (3) a 2012 Sao Paulo municipal tax assessment claiming service taxes due on the importation of software covering the year 2007 for a total amount of Brazilian Reais 2,263 ($701 at July 2, 2016 exchange rates) in principal and associated penalties; and (4) a 2013 Sao Paulo municipal tax assessment claiming service taxes due on the importation of software covering the years 2008, 2009, 2010 and January through May 2011 for a total amount of Brazilian Reais 8,100 ($2,508 at July 2, 2016 exchange rates) in principal and associated penalties. After working with our advisors, we believe the other matters noted above do not represent a probable loss.

In addition to the amounts described above, it is reasonably possible that incremental charges for penalties, interest and inflationary adjustments could be imposed in an amount up to Brazilian Reais 290,081 ($89,815 at July 2, 2016 exchange rates) for these matters. We believe we have good defenses against each matter and do not believe it is probable that we will suffer a material loss for these matters.

In connection with the due diligence performed during the acquisition of Acâo, we also identified a Sao Paulo Municipal Tax assessment claiming service taxes on the resale of acquired software and professional services covering years 2003 through 2008, for a total amount of Brazilian Reais 67,200 ($20,806 at July 2, 2016 exchange rates) in principal and associated interest and penalties. In working with our advisers, we concluded that the portion of the assessment associated with the resale of professional services has a probable risk of loss under existing Brazilian law, while also concluding, consistent with the assessment noted in (1) above that the risk of loss associated with the resale of software is not probable. In structuring our acquisition, Brazilian Reais 76,204 ($23,594 at July 2, 2016 exchange rates) of the purchase price was placed into an escrow account pending conclusion of litigation on this matter. Based on the terms of the escrow, we have accrued Brazilian Reais 7,500 ($2,322 at July 2, 2016 exchange rates), which is the negotiated amount of liability we agreed to cover should the Brazilian courts ultimately conclude Acâo was required to pay this service tax.

On March 8, 2016, a putative stockholder class action suit captioned Scheiner v. Ingram Micro Inc. et al., 30-2016-00839447-CU-SL-CXC CXC, was filed in the Superior Court in Orange County, California. The complaint names as defendants Ingram Micro, its directors, Tianjin Tianhai and Merger Subsidiary. The complaint asserts that Ingram Micro’s directors breached their fiduciary duties by failing to maximize stockholder value in negotiating and approving the merger agreement, by agreeing to supposedly unfair deal protection devices and by allegedly acting in a self-interested manner. The complaint also generally alleges that Tianjin Tianhai, Ingram Micro and Merger Subsidiary aided and abetted such purported breaches of fiduciary duty. The complaint seeks, among other relief, class certification and injunctive relief blocking consummation of the merger. Ingram Micro and the other defendants have not yet responded to the complaint. On May 17, 2016, the plaintiff requested that his California lawsuit be dismissed without prejudice. On May 25, 2016, plaintiff Scheiner refiled essentially the same complaint in Delaware Chancery Court, *Scheiner v. Ingram Micro Inc., et al.*, C.A. No. 12380. Ingram Micro believes this action is without merit.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A. “Risk Factors” in our Annual Report on Form 10-K for the year ended January 2, 2016, which could materially affect our business, financial condition or future results. There have been no material changes to the risk factors disclosed in our Annual Report on Form 10-K for the year ended January 2, 2016. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business financial condition and/or operating results.

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

(a) Not applicable

(b) Not applicable

(c) Not applicable

Item 5. Other Information

None.

Item 6. Exhibits

No.	Description
10.1	Second Amendment to the Ingram Micro Inc. 2011 Incentive Plan
31.1	Certification by Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (“SOX”)
31.2	Certification by Principal Financial Officer pursuant to Section 302 of SOX
32.1	Certification pursuant to Section 906 of SOX
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* Pursuant to applicable securities laws and regulations, we are deemed to have complied with the reporting obligation relating to the submission of interactive data files in such exhibits and are not subject to liability under any anti-fraud provisions of the federal securities laws as long as we have made a good faith attempt to comply with the submission requirements and promptly amend the interactive data files after becoming aware that the interactive data files fail to comply with the submission requirements. Users of this data are advised that, pursuant to Rule 406T, these interactive data files are deemed not filed and otherwise are not subject to liability.

Signatures

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

INGRAM MICRO INC.

By:	/s/ William D. Humes
Name:	William D. Humes
Title:	Chief Financial Officer
	(Principal Financial Officer)

July 28, 2016

EXHIBIT INDEX

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101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* Pursuant to applicable securities laws and regulations, we are deemed to have complied with the reporting obligation relating to the submission of interactive data files in such exhibits and are not subject to liability under any anti-fraud provisions of the federal securities laws as long as we have made a good faith attempt to comply with the submission requirements and promptly amend the interactive data files after becoming aware that the interactive data files fail to comply with the submission requirements. Users of this data are advised that, pursuant to Rule 406T, these interactive data files are deemed not filed and otherwise are not subject to liability.

Exhibit 10.1

SECOND AMENDMENT TO
INGRAM MICRO INC. 2011 INCENTIVE PLAN

THIS SECOND AMENDMENT TO INGRAM MICRO INC. 2011 INCENTIVE PLAN (this "Second Amendment") is made and adopted by Ingram Micro Inc., a Delaware corporation (the " Company "). Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Plan (as defined below), as amended by the First Amendment.

WHEREAS, the Company maintains the Ingram Micro Inc. 2011 Incentive Plan (the "Plan");

WHEREAS, pursuant to Section 13(a) of the Plan, the Plan may be amended from time to time by the Company's Board of Directors (the " Board ");

WHEREAS, on June 5, 2013 the shareholders of the Company approved the First Amendment to the Plan, increasing the maximum aggregate number of Shares available for issuance and delivery pursuant to Awards granted under the Plan to 37,234,000;

WHEREAS, the Board desires to amend the Plan to (i) increase the maximum aggregate number of Shares available for issuance and delivery pursuant to Awards granted under the Plan as set forth herein; (ii) to limit the annual equity compensation of our Non-Employee Directors to not more than $600,000; (iii) to provide for a standard vesting period of not less than one (1) year on Awards granted under the Plan, subject to an exception for the Plan Administrator to grant Awards without respect to the minimum one (1) year vesting standard with respect to Awards covering, in total, not more than five percent (5%) of the total number of Shares authorized for all Awards under the Plan; and (iv) to enhance the Plan's prohibitions against liberal recycling of options, subject to approval of this Second Amendment by the Company's shareholders; and

WHEREAS, this Second Amendment shall become effective upon the approval by the Company's shareholders (the date of such approval of the Second Amendment, the " Amendment Effective Date ").

NOW, THEREFORE, BE IT RESOLVED, that the Plan be amended as follows, effective as of the Amendment Effective Date:

1. Section 4 of the Plan is hereby amended and restated in its entirety as follows:

"(a) *Number of Shares*. Subject to adjustment as provided in Section 4(c) and 4(d), a total of 47,234,000 Shares may be issued or delivered pursuant to Awards under the Plan, less one (1) Share for every one (1) Share issued in respect of an Option or Stock Appreciation Right granted after the Amendment Effective Date, and 2.29 Shares for every one (1) Share issued in respect of a Full Value Award granted after the Amendment Effective Date. Shares issued in respect of any Full Value Award granted under the Plan or any award other than an option or stock appreciation right granted under any of the Prior Plans, in each case, on or before June 8, 2011 shall be counted against the Share limit set forth in the preceding sentence at the ratio of 1.9 Shares for every one (1) Share issued in respect of such award, Shares issued in respect of any Full Value Award granted under the Plan, in each case, during the period beginning on June 9, 2011 and ending on June 4, 2013 shall be counted against the Share limit set forth in the preceding sentence at the ratio of 2.37 Shares for every one (1) Share issued in respect of such award, and Shares issued in respect of any Full Value Award granted under the Plan, in each case, during the period beginning on June 5, 2013 and ending on the day immediately prior to the Amendment Effective Date shall be counted against the Share limit set forth in the preceding sentence at the ratio of 2.29 Shares for every one (1) Share issued in respect of such award. In addition, subject to adjustment under Section 4(c), no more than 47,234,000 Shares may be subject to Incentive Stock Options granted under the Plan and no Eligible Individual may receive Awards under the Plan in any calendar year that relate to more than 2,000,000 Shares.

(b) *Forfeited or Expired Shares; Settled Awards*. If (i) any Shares subject to an Award are forfeited or expire or an Award is settled for cash (in whole or in part), or (ii) after the Effective Date, any Shares subject to an award under the Prior Plans are forfeited or expire or an award under the Prior Plans is settled for cash (in whole or in part), the Shares subject to such Award or award under the Prior Plans shall, to the extent of such forfeiture, expiration or cash settlement, again be available for Awards under the Plan, in accordance with Section 4(e) below. Notwithstanding anything to the contrary contained herein, the following Shares shall not be added to the Shares reserved for issuance and delivery of Awards under paragraph (a) of this Section: (i) Shares tendered by a Participant or withheld by Ingram Micro in payment of the exercise price of an Option, (ii) Shares tendered by a Participant or withheld by Ingram Micro to satisfy any tax withholding obligation with respect to an Award , (iii) the gross number of Shares used to determine the settlement value of a Stock Appreciation Right awarded under the Plan; and (iv) Shares that are reacquired with cash tendered in payment of the Exercise Price of an Award.

(c) *Adjustments*. In the event that the Committee determines that any dividend or other distribution (whether in the form of cash, Shares, other securities or other property), recapitalization, stock split, reverse stock split, reorganization, reclassification, merger, consolidation, split-up, spin-off, combination, repurchase, or exchange of Shares or other securities of Ingram Micro, issuance of warrants or other rights to purchase Shares or other securities of Ingram Micro, or other similar corporate transaction or event affects the Shares such that an adjustment is determined by the Committee to be appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Plan, then the Committee shall, in such manner as it may deem equitable, adjust any or all of the number of Shares of Ingram Micro (or number and kind of other securities or property) with respect to which Awards may thereafter be granted, the number of Shares or other securities of Ingram Micro (or number and kind of other securities or property) subject to outstanding Awards, and the grant or exercise price with respect to any Award, or, if deemed appropriate, make provision for a cash payment to the holder of an outstanding Award; provided, in each case, that except to the extent deemed desirable by the Committee, no such adjustment of Awards (i) of Incentive Stock Options shall be authorized to the extent that such authority would cause the Plan to violate Section 422(b)(1) of the Code, as from time to time amended, or (ii) with respect to any Award would be inconsistent with the Plan's meeting the requirements of Section 162(m) of the Code, as from time to time amended.

(d) *Substitute Awards*. Substitute Awards shall not reduce the Shares reserved for issuance and delivery of Awards under the Plan or authorized for grant to a Participant. Additionally, in the event that a company acquired by Ingram Micro or any subsidiary of Ingram Micro or with which Ingram Micro or any subsidiary of Ingram Micro combines has shares available under a pre-existing plan approved by shareholders and not adopted in contemplation of such acquisition or combination, the shares available for grant pursuant to the terms of such pre-existing plan (as adjusted, to the extent appropriate, using the exchange ratio or other adjustment or valuation ratio or formula used in such acquisition or combination to determine the consideration payable to the holders of common stock of the entities party to such acquisition or combination) may be used for Awards under the Plan and shall not reduce the Shares reserved for issuance and delivery of Awards under the Plan; provided that Awards using such available shares shall not be made after the date awards or grants could have been made under the terms of the pre-existing plan, absent the acquisition or combination, and shall only be made to individuals who were not employed immediately before the transaction by Ingram Micro or any of its subsidiaries.

(e) *Shares Again Available for Awards*. Any Shares that again become available for issuance and delivery pursuant to this Section 4 shall be added back as (i) one (1) Share if such Shares were subject to Options or Stock Appreciation Rights granted under the Plan or options or stock appreciation rights granted under the Prior Plans, (ii) as 2.37 Shares if such Shares were subject to Full Value Awards granted under the Plan or awards other than options or stock appreciation rights granted under the Prior Plans, in any case, on or prior to the first Amendment Effective Date, and (iii) as 2.29 Shares if such Shares were subject to Full Value Awards granted under the Plan after the first and second Amendment Effective Dates.

(f) *Sources of Shares Deliverable Under Awards.* Any Shares delivered pursuant to an Award may consist, in whole or in part, of authorized and unissued Shares or of treasury Shares.

(g) *Limitations on Compensation of Non-Employee Directors*. Notwithstanding anything to the contrary herein, no non-employee director shall receive in excess of $600,000 of equity compensation in any calendar year, determined by the Fair Market Value of all Awards granted to such non-employee director in such calendar year, based on the Fair Market Value of such Awards on the date of the Award.

2. Section 6(c) of the Plan is hereby amended and restated in its entirety as follows:

(c) *Vesting*. The Committee shall determine the period during which an Option shall vest, in whole or in part. The vesting period shall not be less than one (1) year after the grant date; however, the Committee shall retain discretion to set a vesting period of less than one (1) year for Awards covering, in total, no more than five percent (5%) of the total number of Shares authorized for all Awards under Section 4(a) of the Plan. Such vesting may be based on service with Ingram Micro or any Ingram Micro subsidiary, or any other criteria selected by the Committee. At any time after the grant of an Option, the Committee may, in its sole discretion and subject to whatever terms and conditions it selects, accelerate the period during which the option vests.

3. Section 7(b) of the Plan is hereby amended and restated in its entirety as follows:

(b) *Vesting.* The Committee shall determine the period during which a Stock Appreciation Right shall vest, in whole or in part. The vesting period shall not be less than one (1) year after the grant date; however, the Committee shall retain discretion to set a vesting period of less than one (1) year for Awards covering, in total, no more than five percent (5%) of the total number of Shares authorized for all Awards under Section 4(a) of the Plan. Such vesting may be based on service with Ingram Micro or any Ingram Micro subsidiary, or any other criteria selected by the Committee. At any time after grant of a Stock Appreciation Right, the Committee may, in its sole discretion and subject to whatever terms and conditions it selects, accelerate the period during which a Stock Appreciation Right vests.

4. Section 8(b) of the Plan is hereby amended and restated in its entirety as follows:

(b) *Vesting.* The Committee shall determine the period during which Shares of Restricted Stock and the Restricted Stock Units shall vest and become nonforfeitable, in whole or in part. The vesting period shall not be less than one (1) year after the grant date; however, the Committee shall retain discretion to set a vesting period of less than one (1) year for Awards covering, in total, no more than five percent (5%) of the total number of Shares authorized for all Awards under Section 4(a) of the Plan. The Committee may specify such conditions to vesting as it deems appropriate, including conditions based on one or more specific criteria, including service to Ingram Micro or any Ingram Micro subsidiary, in each case on a specified date or dates or over any period or periods, as the Committee determines.

5. This Second Amendment shall be and is hereby incorporated in and forms a part of the Plan.

6. All other terms and provisions of the Plan shall remain unchanged except as specifically modified herein.

* * *

I hereby certify that the foregoing Second Amendment was duly adopted by the Executive Committee of the Board of Directors of Ingram Micro Inc. on May 25, 2016.

Executed on this 27th day of July, 2016.

/s/ Larry C. Boyd

Larry C. Boyd
Executive Vice President,
Secretary and General Counsel

* * *

I hereby certify that the foregoing Second Amendment was duly approved by the shareholders of Ingram Micro Inc. on June 8, 2016.

Executed on this 27th day of July, 2016.

/s/ Larry C. Boyd

Larry C. Boyd
Executive Vice President,
Secretary and General Counsel

Exhibit 31.1

Certification by Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Alain Monié, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ingram Micro Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

    (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: July 28, 2016

/s/ Alain Monié

Name: Alain Monié

Title: Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

Certification by Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, William D. Humes, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ingram Micro Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 28, 2016

/s/ William D. Humes

Name: William D. Humes
Title: Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

The certification set forth below is being submitted in connection with the report on Form 10-Q of Ingram Micro Inc. (the “Report”) for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the “Exchange Act”) and Section 1350 of Chapter 63 of Title 18 of the United States Code.

Alain Monié, the Chief Executive Officer, and William D. Humes, the Chief Financial Officer, of Ingram Micro Inc. each certifies that, to the best of his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Ingram Micro Inc.

Date: July 28, 2016

/s/ Alain Monié

Name: Alain Monié
Title: Chief Executive Officer

/s/ William D. Humes

Name: William D. Humes
Title: Chief Financial Officer