FIRST DATA CORP
Form 10-Q
July 30, 2018

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

FORM 10-Q

ý QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2018
OR
o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to
Commission file number 001-11073

FIRST DATA CORPORATION
(Exact name of registrant as specified in its charter)
www.firstdata.com

DELAWARE	47-0731996
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

225 LIBERTY STREET, 29th FLOOR, NEW YORK, NEW YORK 10281
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code (800) 735-3362

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 ý No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No o
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer" "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No ý
Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date

Class	Outstanding at June 30, 2018
Class A Common Stock, $0.01 par value per share	490,515,429 shares
Class B Common Stock, $0.01 par value per share	443,214,625 shares

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Unless otherwise indicated or the context otherwise requires, financial data in this Form 10-Q reflects the consolidated business and operations of First Data Corporation and its consolidated subsidiaries. Unless the context otherwise requires, all references herein to “First Data,” “FDC,” the “Company,” “we,” “our,” or “us” refer to First Data Corporation and consolidated subsidiaries.

Amounts in this Form 10-Q and the unaudited consolidated financial statements included in this Form 10-Q are presented in U.S. Dollars rounded to the nearest million, unless otherwise noted.

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Forward-Looking Statements

Certain matters we discuss in this Form 10-Q and in other public statements may constitute forward-looking statements. You can identify forward-looking statements because they contain words such as “believes,” “expects,” “may,” “will,” “should,” “seeks,” “intends,” “plans,” “estimates,” or “anticipates” or similar expressions which concern our strategy, p projections or intentions. Examples of forward-looking statements include, but are not limited to, all statements we make relating to revenue, earnings before net interest expense, income taxes, depreciation, and amortization (EBITDA), earnings, margins, growth rates, and other financial results for future periods. By their nature, forward-looking statements speak only as of the date they are made; are not statements of historical fact or guarantees of future performance; and are subject to risks, uncertainties, assumptions or changes in circumstances that are difficult to predict or quantify. Actual results could differ materially and adversely from our forward-looking statements due to a variety of factors, including the following: (1) adverse impacts from global economic, political, and other conditions affecting trends in consumer, business, and government spending; (2) our ability to anticipate and respond to changing industry trends, including technological changes and increasing competition; (3) our ability to successfully renew existing client contracts on favorable terms and obtain new clients; (4) our ability to prevent a material breach of security of any of our systems; (5) our ability to implement and improve processing systems to provide new products, improve functionality, and increase efficiencies; (6) the successful management of our merchant alliance program which involves several alliances not under our sole control and each of which acts independently of the others; (7) our successful management of credit and fraud risks in our business units and merchant alliances, particularly in the context of eCommerce and mobile markets; (8) consolidation among financial institution clients or other client groups that impacts our client relationships; (9) our ability to use our net operating losses without restriction to offset income for US tax purposes; (10) our ability to improve our profitability and maintain flexibility in our capital resources through the implementation of cost savings initiatives; (11) the acquisition or disposition of a material business or assets; (12) our ability to successfully value and integrate acquired businesses; (13) our high degree of leverage; (14) adverse impacts from currency exchange rates or currency controls imposed by any government or otherwise; (15) changes in the interest rate environment that increase interest on our borrowings or the interest rate at which we can refinance our borrowings; (16) the impact of new or changes in current laws, regulations, credit card association rules, or other industry standards; and (17) new lawsuits, investigations, or proceedings, or changes to our potential exposure in connection with pending lawsuits, investigations or proceedings, and various other factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2017, including but not limited to, Item 1 - Business, Item 1A - Risk Factors, and Item 7 - Management’s Discussion and Analysis of Financial Condition and Results of Operations. Except as required by law, we do not intend to revise or update any forward-looking statement as a result of new information, future developments or otherwise.

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PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS
FIRST DATA CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
(in millions, except per share amounts)	2018	2017	2018	2017
Revenues:				
Revenues excluding reimbursable items[(a)]	$2,244	$2,035	$4,328	$3,917
Reimbursable items	204	990	402	1,909
Total revenues	2,448	3,025	4,730	5,826
Expenses:				
Cost of revenues (exclusive of items shown below)	751	782	1,530	1,562
Selling, general, and administrative	683	520	1,330	1,046
Depreciation and amortization	255	237	505	465
Other operating expenses	17	29	77	51
Total expenses excluding reimbursable items	1,706	1,568	3,442	3,124
Reimbursable items	204	990	402	1,909
Total expenses	1,910	2,558	3,844	5,033
Operating profit	538	467	886	793
Interest expense, net	(234)	(236)	(467)	(469)
Loss on debt extinguishment	(1)	(15)	(1)	(71)
Other income (expense)	2	(2)	(1)	(3)
Income before income taxes and equity earnings in affiliates	305	214	417	250
Income tax (benefit) expense	(37)	28	(10)	40
Equity earnings in affiliates	60	57	109	112
Net income	402	243	536	322
Less: Net income attributable to noncontrolling interests and redeemable noncontrolling interest	61	58	94	101
Net income attributable to First Data Corporation	$341	$185	$442	$221
Net income attributable to First Data Corporation per share:				
Basic	$0.37	$0.20	$0.48	$0.24
Diluted	$0.36	$0.20	$0.47	$0.24
Weighted-average common shares outstanding:				
Basic	928	915	926	913
Diluted	954	938	950	935

(a) Includes processing fees, administrative service fees, and other fees charged to merchant alliances accounted for under the equity method of $51 million and $103 million for the three and six months ended June 30, 2018, respectively, and $54 million and $106 million for the comparable periods in 2017.

The 2018 results include the impact of adopting ASC 606 and ASC 340-40 (collectively, the New Revenue Standard). Refer to note 1 "Basis of Presentation and Summary of Significant Accounting Policies" to the Company's unaudited consolidated financial statements included in Part I, Item 1 of this Form 10-Q for more information.

See notes to unaudited consolidated financial statements.

FIRST DATA CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

(in millions)	Three months ended June 30, 2018	Three months ended June 30, 2017	Six months ended June 30, 2018	Six months ended June 30, 2017
Net income	$402	$243	$536	$322
Other comprehensive income, net of tax:				
Foreign currency translation adjustment	(174)	18	(84)	108
Pension liability adjustments	—	19	—	19
Derivative instruments	(9)	(2)	—	(1)
Total other comprehensive income, net of tax	(183)	35	(84)	126
Comprehensive income	219	278	452	448
Less: Comprehensive income attributable to noncontrolling interests and redeemable noncontrolling interest	53	62	90	108
Comprehensive income attributable to First Data Corporation	$166	$216	$362	$340

See notes to unaudited consolidated financial statements.

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FIRST DATA CORPORATION
CONSOLIDATED BALANCE SHEETS
(Unaudited)

(in millions, except par value)	As of June 30, 2018	As of December 31, 2017
ASSETS		
Current assets:		
Cash and cash equivalents	$544	$ 498
Accounts receivable, net of allowance for doubtful accounts of $45 and $45	2,200	2,176
Settlement assets	16,982	20,363
Prepaid expenses and other current assets	475	335
Total current assets	20,201	23,372
Property and equipment, net of accumulated depreciation of $1,537 and $1,588	866	951
Goodwill	17,648	17,710
Customer relationships, net of accumulated amortization of $5,331 and $5,940	1,951	2,184
Other intangibles, net of accumulated amortization of $2,197 and $2,665	1,890	1,935
Investment in affiliates	1,049	1,054
Other long-term assets	842	1,063
Total assets	$44,447	$ 48,269
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	$1,674	$ 1,659
Short-term and current portion of long-term borrowings	900	1,271
Settlement obligations	16,982	20,363
Total current liabilities	19,556	23,293
Long-term borrowings	17,717	17,927
Deferred tax liabilities	92	77
Other long-term liabilities	597	886
Total liabilities	37,962	42,183
Commitments and contingencies (See note 12)		
Redeemable noncontrolling interest	78	72
First Data Corporation stockholders' equity:		
Class A Common stock, $0.01 par value; 1,600 shares authorized as of June 30, 2018 and December 31, 2017; 506 shares and 493 shares issued as of June 30, 2018 and December 31, 2017, respectively; and 491 shares and 482 shares outstanding as of June 30, 2018 and December 31, 2017, respectively	5	5
Class B Common stock, $0.01 par value; 523 shares authorized as of June 30, 2018 and December 31, 2017; 443 shares issued and outstanding as of June 30, 2018 and December 31, 2017	4	4
Preferred stock, $0.01 par value; 100 shares authorized as of June 30, 2018 and December 31, 2017; no shares issued and outstanding as of June 30, 2018 and December 31, 2017	—	—
Class A Treasury stock, at cost, 15 shares and 11 shares as of June 30, 2018 and December 31, 2017, respectively	(220)	(149)
Additional paid-in capital	13,648	13,495
Accumulated loss	(8,630)	(9,059)
Accumulated other comprehensive loss	(1,224)	(1,144)
Total First Data Corporation stockholders' equity	3,583	3,152

Noncontrolling interests	2,824	2,862
Total equity	6,407	6,014
Total liabilities and equity	$44,447	$ 48,269

See notes to unaudited consolidated financial statements.

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FIRST DATA CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(in millions)	Six months ended June 30, 2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$536	$322
Adjustments to reconcile to net cash provided by operating activities:		
Depreciation and amortization (including amortization netted against equity earnings in affiliates and revenues)	546	526
Deferred income taxes	(80)	10
Charges related to other operating expenses and other income	78	54
Loss on debt extinguishment	1	71
Stock-based compensation expense	133	121
Other non-cash and non-operating items, net	12	4
Increase (decrease) in cash, excluding the effects of acquisitions and dispositions, resulting from changes in:		
Accounts receivable, current and long-term	50	110
Other assets, current and long-term	(1)	(19)
Accounts payable and other liabilities, current and long-term	(139)	(165)
Income tax accounts	2	(33)
Net cash provided by operating activities	1,138	1,001
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to property and equipment	(139)	(123)
Payments to secure customer service contracts, including outlays for conversion, and capitalized systems development costs	(151)	(133)
Acquisitions, net of cash acquired	(17)	(85)
Proceeds from the maturity of net investment hedges	26	90
Other investing activities, net	(9)	10
Net cash used in investing activities	(290)	(241)
CASH FLOWS FROM FINANCING ACTIVITIES		
Short-term borrowings, net	(364)	(160)
Proceeds from issuance of long-term debt	—	3,548
Payment of call premiums and debt issuance cost	—	(63)
Principal payments on long-term debt	(246)	(3,811)
Payment of taxes related to settlement of equity awards	(79)	(83)
Distributions and dividends paid to noncontrolling interests and redeemable noncontrolling interest	(128)	(126)
Other financing activities, net	33	33
Net cash used in financing activities	(784)	(662)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(18)	8
Change in cash, cash equivalents and restricted cash	46	106
Cash, cash equivalents and restricted cash at beginning of period	525	414
Cash, cash equivalents and restricted cash at end of period	$571	$520
NON-CASH TRANSACTIONS		
Capital leases, net of trade-ins	$15	$50

Other financing arrangements	$—	$103

See notes to unaudited consolidated financial statements.

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FIRST DATA CORPORATION
CONSOLIDATED STATEMENTS OF EQUITY
(Unaudited)

	First Data Corporation Stockholders											
	Common Stock				Treasury Stock							
	Class A		Class B		Class A		Additional Paid-In Capital	Accumulated Loss	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interest	Total
(in millions)	Shares	Amount	Shares	Amount	Shares	Amount					
Balance, December 31, 2017	482	$ 5	443	$ 4	11	$ (149)	$ 13,495	$ (9,059)	$ (1,144)	$ 2,862	$ 6,014
Adoption of New Revenue Standard	—	—	—	—	—	—	—	(13)	—	—	(13)
Dividends and distributions paid to noncontrolling interests[a]	—	—	—	—	—	—	—	—	—	(112)	(112)
Net income[b]	—	—	—	—	—	—	—	442	—	78	520
Other comprehensive income	—	—	—	—	—	—	—	—	(80)	(4)	(84)
Adjustment to redemption value of redeemable noncontrolling interest	—	—	—	—	—	—	(6)	—	—	—	(6)
Stock compensation expense	—	—	—	—	—	—	133	—	—	—	133
Stock activity under stock compensation plans and other	9	—	—	—	4	(71)	26	—	—	—	(45)
Balance, June 30, 2018	491	$ 5	443	$ 4	15	$ (220)	$ 13,648	$ (8,630)	$ (1,224)	$ 2,824	$ 6,407

	First Data Corporation Stockholders										
	Common Stock				Treasury Stock						
	Class A		Class B		Class A		Additional Paid-In Capital	Accumulated Loss	Accumulated Other Comprehensive Loss	Noncontrolling Interest	Total
(in millions)	Shares	Amount	Shares	Amount	Shares	Amount					
Balance, December 31, 2016	368	$ 4	544	$ 5	5	$ (61)	$ 13,210	$ (10,524)	$ (1,414)	$ 2,911	$ 4,131
Dividends and distributions paid to noncontrolling interests[a]	—	—	—	—	—	—	—	—	—	(110)	(110)
Net income [b]	—	—	—	—	—	—	—	221	—	85	306
Other comprehensive income	—	—	—	—	—	—	—	—	119	7	126
Adjustment to redemption value of redeemable noncontrolling interest	—	—	—	—	—	—	1	—	—	—	1
Stock compensation expense	—	—	—	—	—	—	121	—	—	—	121
Stock activity under stock compensation plans and other	12	—	(1)	—	5	(77)	30	—	—	—	(47)

Balance, June 30, 2017	380	$ 4	543	$ 5	10	$ (138)	$ 13,362	$ (10,303)	$ (1,295)	$ 2,893	$ 4,528

(a) The total distribution presented in the unaudited consolidated statements of equity for the six months ended June 30, 2018 and 2017 excludes $16 million and $16 million, respectively, in distributions paid to redeemable noncontrolling interest not included in equity.

(b) The total net income presented in the unaudited consolidated statements of equity for the six months ended June 30, 2018 and 2017 is $16 million and $16 million different, respectively, than the amounts presented in the unaudited consolidated statements of operations due to the net income attributable to the redeemable noncontrolling interest not included in equity.

See notes to unaudited consolidated financial statements.

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FIRST DATA CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1: Basis of Presentation and Summary of Significant Accounting Policies

Business Description

FDC is a global leader in commerce-enabling technology and solutions for merchants, financial institutions, and card issuers. The Company provides merchant transaction processing and acquiring; credit, retail, and debit card processing; prepaid and payroll services; check verification; settlement and guarantee services; statement printing and remittance services; as well as solutions to help clients grow their businesses including the Company's Clover line of payment solutions and related applications.

Basis of Presentation

The accompanying unaudited consolidated financial statements of the Company should be read in conjunction with the Company’s Annual Report on Form 10-K for the year ended December 31, 2017. Significant accounting policies disclosed therein have not changed, except for those disclosed below in the recently adopted section.

The accompanying consolidated financial statements are unaudited; however, in the opinion of management, they include all normal recurring adjustments necessary for a fair presentation of the consolidated financial position of the Company, the consolidated results of the Company's operations, comprehensive income, consolidated cash flows and changes in equity as of and for the periods presented. Results of operations reported for interim periods are not necessarily indicative of results for the entire year due in part to the seasonality of certain business units.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the unaudited consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

Presentation

Depreciation and amortization, presented as a separate line item on the Company’s unaudited consolidated statements of operations, does not include amortization of initial payments for new contracts which is recorded as contra-revenue within “Revenues excluding reimbursable items.” Also not included is amortization related to equity method investments which is netted within “Equity earnings in affiliates.”

The following table presents the amounts associated with such amortization for the three and six months ended June 30, 2018 and 2017:

	Three months ended June 30,		Six months ended June 30,	
(in millions)	2018	2017	2018	2017
Amortization of initial payments for new contracts	$13	$ 19	$26	$ 38
Amortization related to equity method investments	7	12	15	23

Treasury Stock

In connection with the vesting of restricted stock awards or exercise of stock options, shares of Class A and Class B common stock are delivered to the Company by employees to satisfy tax withholding obligations. The Company accounts for treasury stock activities under the cost method whereby the cost of the acquired stock is recorded as treasury stock. Because Class B common stock converts automatically to Class A common stock upon any transfer, whether or not for value, except for certain transactions described in the Company's amended and restated certificate of incorporation, all shares of treasury stock reside as Class A.

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Foreign Currency Translation

There has been a steady devaluation of the Argentine peso relative to the United States dollar in recent years, primarily due to inflation. A highly inflationary economy is defined as an economy with a cumulative inflation rate of approximately 100 percent or more over a three-year period. If a country's economy is classified as highly inflationary, the functional currency of the foreign entity operating in that country must be remeasured to the functional currency of the reporting entity. As of June 30, 2018, the Argentine economy has been designated as highly inflationary for accounting purposes. Accordingly, the Company will report the financial results of its operations in Argentina at the functional currency of the parent, which is the U.S. dollar, beginning in the third quarter of 2018.

Reclassifications

Certain amounts for prior years have been reclassified to conform with the current year financial statement presentation.

New Accounting Guidance

Recently Adopted Accounting Guidance

Stock-based Compensation

In May 2017, the FASB issued guidance that clarifies when changes to terms or conditions of a stock-based payment award must be accounted for as a modification. Under the new guidance, companies only apply modification accounting guidance if the fair value, vesting conditions or classification of an award changes. The guidance was adopted prospectively to awards modified on or after the adoption date. The Company adopted the new guidance on January 1, 2018. The impact of adoption on the Company's consolidated financial statements is dependent on future changes to share-based compensation awards.

Statement of Cash Flows

In November 2016, the FASB issued guidance that changes the presentation of restricted cash and restricted cash equivalents on the statement of cash flows. Under the new guidance, companies are required to include restricted cash and restricted cash equivalents with the cash and cash equivalents line item when reconciling beginning-of-period and end-of-period total amounts shown on the statement of cash flows. Given this change, transfers between cash, cash equivalents, and restricted cash and cash equivalents are no longer reported as cash flow activities on the statement of cash flows. The guidance was applied using a retrospective transition method to each period presented. The Company adopted the new guidance on January 1, 2018 with no material impact to its statement of cash flows. The Company held $27 million in restricted cash within "Other long-term assets" in the unaudited consolidated balance sheets as of June 30, 2018 and 2017.

Pension Costs

In March 2017, the FASB issued guidance that requires employers that sponsor defined benefit plans for pensions and/or other post-retirement benefits to present the service cost component of net periodic benefit cost in the same income statement line item as other employee compensation costs arising from services rendered during the period. Only the service cost component will be eligible for capitalization in assets. Employers will present the other components of the net periodic benefit cost separately from the line item that includes the service cost and outside of any subtotal of operating income, if one is presented. These components will not be eligible for capitalization in assets. The Company adopted the new guidance on January 1, 2018, using a retrospective approach. The impact on the Company's financial statements for the three and six months ended June 30, 2018 was an increase in operating expense and a decrease in "Interest expense, net" of $2 million and $4 million, respectively, and $2 million and $3 million for the comparable periods in 2017.

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Derivatives and Hedging

In August 2017, the FASB issued guidance to simplify the current application of hedge accounting. This standard is intended to better align a company's risk management strategies and financial reporting for hedging relationships through changes to both designation and measurement for qualifying hedging relationships and more accurately presenting the economic effects in the financial statements. In addition, the new guidance establishes flexibility in the requirements to qualify and maintain hedge accounting. The Company adopted the new guidance on January 1, 2018 with no material impact to the Company's consolidated financial statements.

Revenue Recognition

In May 2014, the FASB issued ASC 606 and ASC 340-40 (collectively, the New Revenue Standard) that requires companies to recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration to which the company expects to be entitled in an exchange for those goods or services. It also requires enhanced disclosures about revenue, provides guidance for transactions that were not previously addressed comprehensively, and improves guidance for multiple-element arrangements. The FASB has subsequently issued several amendments to the New Revenue Standard, including clarification on accounting for licenses, identifying performance obligations, and principal versus agent consideration (reporting revenue gross vs. net).

The Company adopted the New Revenue Standard using a modified retrospective basis on January 1, 2018 to all contracts that were not completed. The adoption resulted in a decrease to retained earnings of $13 million for the cumulative effect of applying the New Revenue Standard. This impact was principally driven by certain software arrangements being recognized sooner; changes related to costs to obtain customers, including the related amortization period; and the release of deferred revenue associated with Clover terminals that had previously lacked standalone value. Under the modified retrospective basis, the Company did not restate its comparative consolidated financial statements for these effects.

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FIRST DATA CORPORATION
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The following tables present the impact of adopting the New Revenue Standard on the Company's unaudited consolidated financial statements for the three and six months ended June 30, 2018:

	Three months ended June 30, 2018		
(in millions, except per share amounts)	As Reported	Adjustments	Balances Without Adoption of ASC 606
Revenues:			
Revenues excluding reimbursable items	$2,244	$ (42)	$ 2,202
Reimbursable items	204	903	1,107
Total revenues	2,448	861	3,309
Expenses:			
Total expenses excluding reimbursable items	1,706	(27)	1,679
Reimbursable items	204	903	1,107
Total expenses	1,910	876	2,786
Operating profit	538	(15)	523
Interest expense, net	(234)	—	(234)
Loss on debt extinguishment	(1)	—	(1)
Other income	2	—	2
Income before income taxes and equity earnings in affiliates	305	(15)	290
Income tax (benefit)	(37)	(4)	(41)
Equity earnings in affiliates	60	—	60
Net income	402	(11)	391
Less: Net income attributable to noncontrolling interests and redeemable noncontrolling interest	61	—	61
Net income attributable to First Data Corporation	$341	$ (11)	$ 330
Net income attributable to First Data Corporation per share:			
Basic	$0.37	$ (0.01)	$ 0.36
Diluted	$0.36	$ (0.01)	$ 0.35

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FIRST DATA CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

	Six months ended June 30, 2018		
(in millions, except per share amounts)	As Reported	Adjustments	Balances Without Adoption of ASC 606
Revenues:			
Revenues excluding reimbursable items	$4,328	$ (85)	$ 4,243
Reimbursable items	402	1,721	2,123
Total revenues	4,730	1,636	6,366
Expenses:			
Total expenses excluding reimbursable items	3,442	(61)	3,381
Reimbursable items	402	1,721	2,123
Total expenses	3,844	1,660	5,504
Operating profit	886	(24)	862
Interest expense, net	(467)	—	(467)
Loss on debt extinguishment	(1)	—	(1)
Other expense	(1)	—	(1)
Income before income taxes and equity earnings in affiliates	417	(24)	393
Income tax (benefit)	(10)	(6)	(16)
Equity earnings in affiliates	109	—	109
Net income	536	(18)	518
Less: Net income attributable to noncontrolling interests and redeemable noncontrolling interest	94	—	94
Net income attributable to First Data Corporation	$442	$ (18)	$ 424
Net income attributable to First Data Corporation per share:			
Basic	$0.48	$ (0.02)	$ 0.46
Diluted	$0.47	$ (0.02)	$ 0.45

The adoption of the New Revenue Standard had an immaterial impact on the Company’s unaudited consolidated balance sheet and unaudited consolidated statement of cash flows as of and for the three and six months ended June 30, 2018. Refer to note 3 "Revenue Recognition" to the Company's unaudited consolidated financial statements included in Part I, Item 1 of this Form 10-Q for more information.

Recently Issued Accounting Guidance

Leases

In February 2016, the FASB issued guidance which requires lessees to put most leases on their balance sheets. The guidance also modifies the classification criteria and the accounting for sales-type and direct financing leases for lessors and provides new presentation and disclosure requirements for both lessees and lessors. The standard is effective for financial statements issued for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption is permitted in any interim or annual period subsequent to adoption of the preceding revenue recognition guidance. The Company is currently evaluating the impact of the new guidance on its consolidated financial statements and will adopt January 1, 2019.

Credit Losses

In June 2016, the FASB issued guidance that will change the accounting for credit impairment. Under the new guidance, companies are required to measure all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions and reasonable supportable forecasts. This replaces the existing incurred loss model and is applicable to the measurement of credit losses on financial assets measured at amortized cost and applies to some off-balance sheet credit exposures. This new guidance will be effective for public companies for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted for fiscal years beginning after December 15, 2018. The Company is currently evaluating the impact of the new guidance on its consolidated financial statements.

Note 2: Borrowings

(in millions)	As of June 30, 2018	As of December 31, 2017
Short-term borrowings:		
Foreign lines of credit and other arrangements	$147	$ 205
Senior secured revolving credit facility due 2020 at LIBOR plus 3.50% or a base rate plus 2.50%	—	272
Receivable securitized loan at LIBOR plus 1.5% or a base rate equal to the highest of (i) the applicable lender's prime rate, or (ii) the federal funds rate plus 0.50%	565	600
Unamortized deferred financing costs[(a)]	(2)	(3)
Total short-term borrowings	710	1,074
Current portion of long-term borrowings:		
Senior secured term loan facility due 2020 at LIBOR plus 1.75% or a base rate plus 0.75%	78	78
Other arrangements and capital lease obligations	112	119
Total current portion of long-term borrowings	190	197
Total short-term and current portion of long-term borrowings	900	1,271
Long-term borrowings:		
Senior secured term loan facility due 2024 at LIBOR plus 2.0% or a base rate plus 1.0%	3,892	3,892
Senior secured term loan facility due 2022 at LIBOR plus 2.0% or a base rate plus 1.0%	3,608	3,758
Senior secured term loan facility due 2020 at LIBOR plus 1.75% or a base rate plus 0.75%	1,365	1,404
5.375% Senior secured first lien notes due 2023	1,210	1,210
5.0% Senior secured first lien notes due 2024	1,900	1,900
5.75% Senior secured second lien notes due 2024	2,200	2,200
7.0% Senior unsecured notes due 2023	3,400	3,400
Unamortized discount and unamortized deferred financing costs[(a)]	(110)	(123)
Other arrangements and capital lease obligations	252	286
Total long-term borrowings[(b)]	17,717	17,927
Total borrowings[(c)]	$18,617	$ 19,198

(a) Unamortized deferred financing costs and certain lenders' fees associated with debt transactions were capitalized as discounts and are amortized on a straight-line basis, which approximates the effective interest method, over the remaining term of the respective debt.

(b) As of June 30, 2018 and December 31, 2017, the fair value of the Company's long-term borrowings was $17.7 billion and $18.2 billion, respectively. The estimated fair value of the Company's long-term borrowings was primarily based on market trading prices and is considered to be a Level 2 measurement.

(c) The effective interest rate is not substantially different than the coupon rate on any of the Company's debt tranches.

Foreign Lines of Credit and Other Arrangements

As of June 30, 2018 and December 31, 2017, the Company had $375 million and $546 million, respectively, available under short-term lines of credit and other arrangements with foreign banks and alliance partners primarily to fund settlement activity. As of June 30, 2018 and December 31, 2017, this includes a $165 million and $355 million, respectively, committed line of credit for one of the Company's consolidated alliances. The remainder of these arrangements are primarily associated with international operations and are in various functional currencies, the most significant of which are the Australian dollar, the Polish zloty, and the Euro. Of the amounts outstanding as of June 30, 2018 and December 31, 2017, $0 million and $15 million, respectively, were uncommitted. As of June 30, 2018 and December 31, 2017, the weighted average interest rate associated with foreign lines of credit and other arrangements was 3.2% and 2.9%, respectively.

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Senior Secured Revolving Credit Facility

The Company has a $1.25 billion senior secured revolving credit facility maturing on June 2, 2020 subject to certain earlier springing maturity provisions in certain circumstances. Up to $250 million of the senior secured revolving credit facility is available for letters of credit, of which $4 million and $29 million of letters of credit were issued under the facilities as of June 30, 2018 and December 31, 2017, respectively. As of June 30, 2018, $1.25 billion remained available.

Senior Unsecured Revolving Credit Facility

On December 14, 2017 the Company executed a $33 million senior unsecured revolving credit facility maturing December 20, 2019, available for letters of credit. As of June 30, 2018, the Company issued $31 million of letters of credit with an interest rate of 1.85%.

Receivable Securitization Agreement

The Company has a fully consolidated and wholly-owned subsidiary, First Data Receivables, LLC (FDR). FDR and FDC entered into an agreement where certain wholly-owned subsidiaries of FDC agreed to transfer and contribute receivables to FDR. FDR’s assets are not available to satisfy obligations of any other entities or affiliates of FDC. FDR's creditors will be entitled, upon its liquidation, to be satisfied out of FDR’s assets prior to any assets or value in FDR becoming available to FDR’s equity holders. As of June 30, 2018, the maximum borrowing capacity, subject to collateral availability, under the agreement is $600 million. The term of the receivables securitization agreement is through June 2020. The receivables held by FDR are recorded within "Accounts receivable, net" in the Company's unaudited consolidated balance sheets.

Note 3: Revenue Recognition

Revenues are recognized when control of the promised goods or services is transferred to the Company's customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services. To achieve this core principle, the Company applies the following five steps:

1. Identify the contract with a customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognize revenue when or as the entity satisfies a performance obligation

Revenue is recognized net of taxes collected from customers, which are subsequently remitted to governmental authorities. The Company has elected to present shipping and handling costs associated with its products as a cost of fulfilling the Company's promise to transfer its products and services.

Nature of Products and Services

Transaction and Processing Services

The vast majority of the Company’s revenues are comprised of: 1) fees calculated based on a percentage of dollar volume of transactions processed; 2) fees calculated based on number of transactions processed; 3) fees calculated based on number of accounts on file during a period; or 4) some combination thereof that are associated with transaction and processing services.

The Company typically contracts with financial institutions, merchants, or affiliates of those parties. Contracts stipulate the types of processing services and articulate how fees will be incurred and calculated.

The Company's core performance obligations are to stand ready to provide holistic electronic payment processing services consisting of a series of distinct elements that are substantially the same and have the same pattern of transfer over time. The Company’s promise to its customers is to perform an unknown or unspecified quantity of tasks and the consideration received is contingent upon the customers’ use (i.e., number of payment transactions processed, number of cards on file, etc.); as such, the total transaction price is variable. The Company allocates the variable fees charged to the day in which it has the contractual right to bill under the contract.

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Revenue is comprised of fees charged to the Company's customers, net of interchange fees and assessments charged by the credit card associations and debit networks, which are pass-through charges collected on behalf of the card issuers and payment networks. Interchange fees and assessments charged by credit card and debit networks to the Company’s consolidated subsidiaries were as follows for the three and six months ended June 30, 2018 and 2017.

	Three months ended June 30,		Six months ended June 30,	
(in millions)	2018	2017	2018	2017
Interchange fees and assessments	$7,164	$6,592	$13,640	$12,631
Debit network fees[a]	903	819	1,721	1,564

[a] Prior to the adoption of the New Revenue Standard, debit network fees were reported on a gross basis in revenues and expenses.

Hardware Revenues

The Company may sell or lease hardware (POS devices) and other peripherals as part of its contract with customers. Hardware typically consists of terminals or Clover devices. The Company does not manufacture hardware, but purchases hardware from third-party vendors and holds the hardware in inventory until purchased by a customer. The Company accounts for hardware as a separate performance obligation and recognizes the revenue at its standalone selling price when the customer obtains control of the hardware.

Professional Services Revenues

The Company’s professional services generally consist of professional services sold as part of a new or existing agreement or sold as a separate service. The Company’s professional services may or may not be considered distinct based on the nature of the services being provided. Professional services are recognized over time as control is transferred to the customer, either as the professional services are performed or as the services from a combined performance obligation are transferred to the customer (over the term of the related transaction and processing agreement).

Other

Other revenues principally include software licensing (fixed and usage based) and maintenance as well as interest on hardware leases. The Company's software licensing and maintenance is considered distinct and is generally recognized over the implementation period and over time, respectively, at their standalone selling prices.

Contracts with Multiple Performance Obligations

The Company’s contracts with its customers can consist of multiple performance obligations, for example in the case of hardware sold with transaction and processing services. For these contracts, the Company accounts for individual performance obligations separately if they are distinct. The transaction price is allocated to the separate performance obligations on a relative standalone selling price basis. The Company determines the standalone selling prices based on its overall pricing objectives, taking into consideration market conditions and other factors, including the customer class.

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Disaggregation of Revenue
The following tables present revenues disaggregated by primary geographical regions and product types for the three and six months ended June 30, 2018:

	Three months ended June 30, 2018			
(in millions)	Global Business Solutions	Global Financial Solutions	Network & Security Solutions	Total
North America	$1,161	$ 432	$ 359	$1,952
EMEA	172	121	5	298
LATAM	84	37	1	122
APAC	50	25	1	76
Total Revenue[a][b]	$1,467	$ 615	$ 366	$2,448

	Six months ended June 30, 2018			
(in millions)	Global Business Solutions	Global Financial Solutions	Network & Security Solutions	Total
North America	$2,194	$ 855	$ 710	$3,759
EMEA	334	233	7	574
LATAM	171	68	1	240
APAC	98	56	3	157
Total Revenue[a][b]	$2,797	$ 1,212	$ 721	$4,730

	Three months ended June 30, 2018	Six months ended June 30, 2018
(in millions)	Total	Total
Transaction and processing services	$ 2,160	$ 4,171
Hardware, Professional Services, and Other	288	559
Total Revenue[a]	$ 2,448	$ 4,730

[a] Refer to note 6 "Segment Information" of these unaudited consolidated financial statements for the reconciliation to segment revenues.
[b] Global Business Solutions includes non wholly-owned entities and Global Financial Solutions includes reimbursable items, which includes postage and customized orders.

Contract Balances

Accounts Receivable and Leasing Receivables

Accounts receivable balances are stated net of allowance for doubtful accounts. The Company records allowances for doubtful accounts when it is probable that the accounts receivable balance will not be collected. Long-term accounts receivable balances are included in “Other long-term assets” in the unaudited consolidated balance sheets.

The Company has receivables associated with its POS terminal leasing businesses. Leasing receivables are included in “Accounts receivable” and “Other long-term assets” in the unaudited consolidated balance sheets. The Company recognizes interest income on its leasing receivables using the effective interest method. For direct financing leases, the interest rate used incorporates initial direct costs included in the net investment in the lease. For sales type leases, initial direct costs are expensed as incurred.

As of June 30, 2018 and December 31, 2017, long-term accounts receivable, net of allowance for doubtful accounts, included within “Other long-term assets” in the unaudited consolidated balance sheets was $254 million and $272 million, respectively.

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Contract liabilities
The Company records deferred revenue when it receives payments or invoices in advance of delivery of products or the performance of services. A significant portion of this balance relates to service contracts where the Company received payments for upfront conversions/implementation type activities which do not transfer a service to the customer but rather are used in fulfilling the related performance obligations that transfer over time. The advance consideration received from customers is deferred over the contract term or a longer period if it provides the customer with a material right.
The following table presents the changes in deferred revenue for the six months ended June 30, 2018:

(in millions)	Six months ended June 30, 2018
Balance, beginning of the period	$ 344
New Revenue Standard adjustments	(39)
Deferral of revenue	120
Recognition of unearned revenue	(109)
Other (primarily foreign currency)	(22)
Balance, end of period	$ 294

Remaining Performance Obligation
Over 95% of the Company’s performance obligations relate to transaction and processing services or hardware that are subject to a practical expedient (e.g., variable consideration) or point in time recognition, respectively. The Company's contracts with customers typically do not specify fixed revenues to be realized. Certain customer contracts contain fixed minimums and non-refundable up-front fees (fixed price guarantees). However, the amounts which are considered fixed price guarantees are not material to total consolidated revenue. The Company's contracts with Small Medium Business (SMB) merchants typically have a contractual duration of less than one year. Larger contracts in the Global Business Solutions, Global Financial Solutions, and Network & Security Solutions segments typically have contractual terms ranging from one to fifteen years with variability being resolved on a daily basis.
Costs to Obtain and Fulfill a Contract
The Company capitalizes initial payments for new contracts and contract renewals. These costs are amortized as a reduction of revenue over the benefit period, which is generally the contract term, unless a commensurate payment is not expected at renewal. As of June 30, 2018 and December 31, 2017, the Company had $147 million and $145 million, respectively, of capitalized contract costs included with Other Intangibles, net. For the three and six months ended June 30, 2018, the Company had $13 million and $26 million, respectively, of amortization expense related to these costs and $19 million and $38 million for the comparable periods in 2017.
The Company expenses sales commissions as incurred, as the Company's commission plans are paid on recurring monthly revenues, portfolios of existing customers or have a substantive stay requirement prior to payment.
The Company capitalizes conversion related costs associated with enabling customers to receive its processing services. These costs are amortized over the expected benefit period of seven years based on the related services being provided, and are reflected within “Depreciation and amortization” in the Company's unaudited consolidated statement of income. As of June 30, 2018 and December 31, 2017, the Company had $170 million and $160 million, respectively, of capitalized conversion costs included with Other Intangibles, net. For the three and six months ended June 30, 2018, the Company had $10 million and $20 million, respectively, of amortization expense related to these costs and $7 million and $14 million for the comparable periods in 2017.

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Note 4: Stock Compensation Plans
The Company provides stock-based compensation awards to its employees. Total stock-based compensation expense recognized in the "Cost of revenues" and “Selling, general, and administrative” line items of the unaudited consolidated statements of operations resulting from stock options, non-vested restricted stock awards, and non-vested restricted stock units was as follows for the three and six months ended June 30, 2018 and 2017:

	Three months ended June 30,		Six months ended June 30,	
(in millions)	2018	2017	2018	2017
Cost of revenues	$11	$ 16	$27	$35
Selling, general, and administrative	48	40	106	86
Total stock-based compensation expense	$59	$ 56	$133	$121

The Company's employees are granted restricted stock awards or units on an annual basis, which generally vest 20% on the first anniversary, 40% on the second anniversary, and the remaining 40% on the third anniversary. For the six months ended June 30, 2018, 10 million restricted stock awards and units were granted at a weighted average price per share of $15.55. For the six months ended June 30, 2017, 12 million restricted stock awards and units were granted at a weighted average price per share of $15.83.

As of June 30, 2018, there was $31 million and $355 million of total unrecognized compensation expense related to non-vested stock options and restricted stock awards and units, respectively.

The Company paid approximately $23 million in both periods ending June 30, 2018 and 2017 and $79 million and $83 million for the six months ended June 30, 2018 and 2017, respectively, of taxes related to the settlement of vested stock-based awards.

For additional information on the Company’s stock compensation plans, refer to note 4 “Stock Compensation Plans” in “Item 8. Financial Statements and Supplementary Data” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017.
Note 5: Net Income Attributable to First Data Corporation Per Share
Basic net income per share is calculated by dividing net income attributable to FDC by the weighted-average shares outstanding during the period, without consideration for any potential dilutive shares. Diluted net income per share has been computed to give effect to the impact, if any, of shares issuable upon the assumed exercise of the Company’s common stock equivalents, which consist of outstanding stock options and unvested restricted stock. The dilutive effect of potentially dilutive securities is reflected in net income per share by application of the treasury stock method. Under the treasury stock method, an increase in the fair market value of the Company’s common stock can result in a greater dilutive effect from potentially dilutive securities. Both Class A and B common stock are included in the net income attributable to First Data Corporation per share calculation since they have the same rights other than voting.

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The following table sets forth the computation of the Company's basic and diluted net income attributable to First Data Corporation per share for the three and six months ended June 30, 2018 and 2017:

	Three months ended June 30,		Six months ended June 30,	
(in millions, except per share amounts)	2018	2017	2018	2017
Numerator:				
Net income attributable to First Data Corporation	$341	$185	$442	$221
Denominator:				
Weighted average shares used in computing net income per share, basic	928	915	926	913
Effect of dilutive securities	26	23	24	22
Total dilutive securities	954	938	950	935
Net income attributable to First Data Corporation per share:				
Basic	$0.37	$0.20	$0.48	$0.24
Diluted	$0.36	$0.20	$0.47	$0.24
Anti-dilutive shares excluded from diluted net income per share[a]	7	13	9	13

(a) Potentially dilutive securities whose effect would have been anti-dilutive are excluded from the computation of diluted earnings per share for all periods presented.

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Note 6: Segment Information

For a detailed discussion of the Company's accounting principles and its reportable segments refer to note 7 "Segment Information" in the Company's consolidated financial statements in "Item 8. Financial Statements and Supplementary Data" and "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

Prior to January 1, 2018, the Company presented segment revenues net of certain items including revenue-based commission payments to Independent Sales Organizations (ISOs) and sales channels. The Company is no longer excluding ISO commissions from segment revenue as this change enhances the consistency of accounting methodologies amongst the Company's various distribution channels within the Global Business Solutions segment. This change in segment reporting has been applied retrospectively. Under the retrospective approach, the Company adjusted the prior period results presented in these unaudited consolidated financial statements.

The following tables present the Company's reportable segment results for the three and six months ended June 30, 2018 and 2017:

	Three months ended June 30, 2018				
(in millions)	Global Business Solutions	Global Financial Solutions	Network & Security Solutions	Corporate	Total
Revenues:					
Total revenues	$1,439	$ 413	$ 371	$ —	$2,223
Equity earnings in affiliates	10	1	—	—	11
Total segment revenues	$1,449	$ 414	$ 371	$ —	$2,234
Depreciation and amortization	$125	$ 88	$ 30	$ 3	$246
Segment EBITDA	544	176	193	(49)	864

	Three months ended June 30, 2017				
(in millions)	Global Business Solutions	Global Financial Solutions	Network & Security Solutions	Corporate	Total
Revenues:					
Total revenues	$1,219	$ 402	$ 381	$ —	$2,002
Equity earnings in affiliates	8	—	—	—	8
Total segment revenues	$1,227	$ 402	$ 381	$ —	$2,010
Depreciation and amortization	$106	$ 90	$ 31	$ 4	$231
Segment EBITDA	483	165	180	(44)	784

	Six months ended June 30, 2018				
(in millions)	Global Business Solutions	Global Financial Solutions	Network & Security Solutions	Corporate	Total
Revenues:					
Total revenues	$2,749	$ 814	$ 733	$ —	$4,296

Equity earnings in affiliates	18	—	—	—	18
Total segment revenues	$2,767	$ 814	$ 733	$ —	$4,314
Depreciation and amortization	$250	$ 176	$ 59	$ 3	$488
Segment EBITDA	978	342	368	(94)	1,594

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	Six months ended June 30, 2017				
(in millions)	Global Business Solutions	Global Financial Solutions	Network & Security Solutions	Corporate	Total
Revenues:					
Total revenues	$2,328	$ 795	$ 742	$ —	$3,865
Equity earnings in affiliates	17	—	—	—	17
Total segment revenues	$2,345	$ 795	$ 742	$ —	$3,882
Depreciation and amortization	$212	$ 175	$ 61	$ 5	$453
Segment EBITDA	865	319	336	(86)	1,434

The following table presents a reconciliation of reportable segment amounts to the Company's consolidated balances for the three and six months ended June 30, 2018 and 2017:

	Three months ended June 30,		Six months ended June 30,	
(in millions)	2018	2017	2018	2017
Total segment revenues	$2,234	$2,010	$4,314	$3,882
Adjustments:				
Non wholly-owned entities[(a)]	10	25	14	35
Reimbursable items[(b)]	204	990	402	1,909
Consolidated revenues	$2,448	$3,025	$4,730	$5,826
Total segment EBITDA	$864	$784	$1,594	$1,434
Adjustments:				
Non wholly-owned entities[(a)]	4	6	22	12
Depreciation and amortization	(255)	(237)	(505)	(465)
Interest expense, net	(234)	(236)	(467)	(469)
Loss on debt extinguishment	(1)	(15)	(1)	(71)
Other items[(c)]	(15)	(33)	(78)	(59)
Stock-based compensation	(59)	(56)	(133)	(121)
Income tax expense	37	(28)	10	(40)
Net income attributable to First Data Corporation	$341	$185	$442	$221

(a) Net adjustment to reflect the Company's proportionate share of the results of the Company's investments in businesses accounted for under the equity method and consolidated subsidiaries with noncontrolling ownership interests. Segment revenue for the Company's significant affiliates is reflected based on the Company's proportionate share of the results of the Company's investments in businesses accounted for under the equity method and consolidated subsidiaries with noncontrolling ownership interests. For other affiliates, the Company includes equity earnings in affiliates, excluding amortization expense, in segment revenue.

(b) Reimbursable items for the three and six months ended June 30, 2018 reflect adoption of the New Revenue Standard.

(c) Includes restructuring, non-normal course litigation and regulatory settlements, debt issuance expenses, deal and deal integration costs, and "Other income (expense)" as presented in the unaudited consolidated statements of operations, which includes divestitures, derivative gains (losses), non-operating foreign currency gains (losses), and other, as applicable to the periods presented.

The following table presents a reconciliation of reportable segment depreciation and amortization expense to the Company's consolidated balances in the unaudited consolidated statements of cash flows for the three and six months ended June 30, 2018 and 2017:

	Three months ended June 30,		Six months ended June 30,	
(in millions)	2018	2017	2018	2017
Segment depreciation and amortization	$246	$231	$488	$453
Adjustments for non wholly-owned entities	16	18	32	35
Amortization of initial payments for new contracts[a]	13	19	26	38
Total consolidated depreciation and amortization per unaudited consolidated statements of cash flows	275	268	546	526
Amortization of equity method investments[b]	(7)	(12)	(15)	(23)
Amortization of initial payments for new contracts[a]	(13)	(19)	(26)	(38)
Total consolidated depreciation and amortization per unaudited consolidated statements of operations	$255	$237	$505	$465

(a) Included in "Revenues excluding reimbursable items" as contra-revenue in the Company's unaudited consolidated statements of operations.
(b) Included in "Equity earnings in affiliates" in the Company's unaudited consolidated statements of operations.

Note 7: Income Taxes

The following table presents the Company's income tax expense and effective income tax rate for the three and six months ended June 30, 2018 and 2017:

	Three months ended June 30,		Six months ended June 30,	
(in millions)	2018	2017	2018	2017
Income tax (benefit) expense	$(37)	$28	$(10)	$40
Effective income tax rate	(10)%	10 %	(2)%	11 %

The effective tax rate for the three and six months ended June 30, 2018 was lower than the statutory rate due to $125 million and $141 million, respectively, of benefits attributed to reductions to the liability for unrecognized tax benefits and interest primarily associated with the closure of the 2005 through 2007 federal tax years, equity compensation related tax benefits, the recording of tax benefits associated with the 2018 and 2017 research and development credits, remeasurement of certain state and foreign deferred tax assets and liabilities, along with a favorable adjustment for noncontrolling interests from pass through entities. These benefits were partially offset by expenses associated with state income taxes, taxation of the Company's U.K. operations in both the U.S. and the U.K., disallowed executive compensation deductions, and the taxable inclusion associated with global intangible low-taxed income (GILTI).

The effective tax rate for the three and six months ended June 30, 2017 was different from the statutory tax rate as a result of the Company recording tax expense on its foreign earnings, but not on its domestic earnings, as a result of the valuation allowance recorded in the U.S. The Company's tax expense was also impacted by the Company not recording tax expense on noncontrolling interests from pass through entities.

The primary driver of the decreased tax rate from 2017 to 2018 is the reductions to the liability for unrecognized tax benefits and interest primarily associated with the closure of the 2005 through 2007 federal tax years.

At June 30, 2018, the Company has not completed its accounting for the tax effects of the enactment of the Tax Cuts and Jobs Act (the 2017 Tax Act). During 2017, the Company made reasonable estimates of the effects on its existing deferred tax balances, valuation allowance assessment for certain tax assets and the one-time transition tax. These estimates were not adjusted during the six months ended June 30, 2018, although they remain subject to change as the Company obtains the information necessary to complete the calculations, refines its interpretations of the application of the 2017 Tax Act or additional guidance is released.

The Company's liability for unrecognized tax benefits was approximately $118 million as of June 30, 2018. During the quarter ended June 30, 2018, the Company’s liability for unrecognized tax benefits was reduced by approximately $83 million upon closure of the 2005 through 2007 federal tax years. The liability for interest accrued on the unrecognized tax benefits of $41 million was

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reduced at the same time. The Company believes it is reasonably possible that the liability for unrecognized tax benefits may decrease by up to $34 million over the next twelve months beginning July 1, 2018 as a result of the potential settlements with certain states and foreign countries, the lapse of the statute of limitations in various state and foreign jurisdictions and other events.

Note 8: Redeemable Noncontrolling Interest

One of the Company's noncontrolling interests is redeemable at the option of the holder and is presented outside of equity and carried at its estimated redemption value.

The following table presents a summary of the redeemable noncontrolling interest activity during the six months ended June 30, 2018 and 2017:

(in millions)	2018	2017
Balance as of January 1,	$72	$73
Distributions	(16)	(16)
Share of income	16	16
Adjustment to redemption value of redeemable noncontrolling interest	6	(1)
Balance as of June 30,	$78	$72

Note 9: Other Operating Expenses

The following table details the components of "Other operating expenses" in the unaudited consolidated statements of operations for the three and six months ended June 30, 2018 and 2017:

	Three months ended June 30,		Six months ended June 30,	
(in millions)	2018	2017	2018	2017
Restructuring, net	$16	$ 16	$48	$ 39
Asset Impairment	—	6	—	6
Deal and deal integration costs	(4)	5	3	5
Customer related costs	5	—	25	—
Other	—	2	1	1
Other operating expenses	$17	$ 29	$77	$ 51

Restructuring

During the three and six months ended June 30, 2018 and 2017, the Company recorded restructuring charges in connection with ongoing expense management initiatives. The Company has ongoing initiatives, which are expected to result in $10 million in additional restructuring costs over the next twelve months. The Company continues to evaluate operating efficiencies and could incur further restructuring costs beyond these initiatives.

A summary of net pretax charges incurred by segment was as follows for the three and six months ended June 30, 2018 and 2017:

	Three months ended	Six months ended

	June 30,		June 30,	
(in millions)	2018	2017	2018	2017
Global Business Solutions	$3	$ 6	$8	$ 15
Global Financial Solutions	2	4	4	8
Network & Security Solutions	4	1	20	3
Corporate	7	5	16	13
Restructuring, net	$16	$ 16	$48	$ 39

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The following table summarizes the Company’s utilization of restructuring accruals for the six months ended June 30, 2018 and June 30, 2017:

(in millions)	Employee Severance	Other
Remaining accrual as of January 1, 2018	$ 21	$ —
Employee expense	33	—
Loss on disposal of property and equipment, net	—	15
Cash payments and other	(40)	(9)
Remaining accrual as of June 30, 2018	$ 14	$ 6

Note 10: Acquisitions and Held for Sale Assets

In the second quarter of 2018, the Company entered into an agreement to divest its card processing business in Central and Southeastern Europe for proceeds of approximately €375 million (the U.S. dollar equivalent is approximately $435 million), subject to closing adjustments. The assets and liabilities related to the transaction meet the definition of held for sale as of June 30, 2018. Accordingly, approximately $130 million of assets were classified as held for sale and included in "Prepaid expenses and other current assets", and approximately $46 million of liabilities classified as held for sale and included in "Accounts payable and accrued liabilities" as of June 30, 2018 in the consolidated balance sheet. The divestiture does not represent a strategic shift that will have a major effect on the Company’s operations and financial statements. Goodwill expected to be allocated to the business was determined using the relative fair value method but was not reclassified in the unaudited consolidated balance sheet. The total assets to be divested in the sale, including goodwill, are expected to be $246 million. The card processing business in Central and Southeastern Europe is reported within the GFS segment. The transaction is expected to close in the third quarter of 2018. For the year ended December 31, 2017, the Central and Southeastern Europe business generated "Total revenues" and EBITDA of approximately $120 million and $42 million, respectively.

In January 2018 the Company acquired 100% of GreekBill, a web-based billing and financial management company catering exclusively to fraternities and sororities. The purchase price was approximately $17 million and GreekBill is reported as part of the Company's Global Business Solutions segment. The acquisition of GreekBill had an immaterial impact on revenue and EBITDA.

Note 11: Derivative Financial Instruments

The Company enters into the following types of derivatives:

- Interest rate contracts: The Company uses a combination of floating to fixed interest rate swaps and collars to mitigate its exposure to interest rate fluctuations on interest payments related to variable rate debt. For the interest rate swaps, floating rate payments are received in exchange for fixed-rate payments. For interest rate collar contracts, no payments or receipts are exchanged unless interest rates rise or fall in excess of a predetermined ceiling or floor rate. The Company uses these contracts in a qualifying hedging relationship.

- Foreign exchange contracts: The Company uses cross-currency swaps to protect the net investment in certain foreign subsidiaries and/or affiliates with respect to changes in foreign currency exchange rates. The Company entered into a deal contingent forward swap to hedge proceeds from the sale of its Central and Southeastern Europe business. The

Company uses these contracts in both qualifying and non-qualifying hedging relationships.

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The Company held the following derivative instruments as of June 30, 2018 and December 31, 2017:

		As of June 30, 2018			As of December 31, 2017		
(in millions)	Notional Currency	Notional Value	Assets[a]	Liabilities[a]	Notional Value	Assets[a]	Liabilities[a]
Derivatives designated as hedges of net investments in foreign operations:							
Foreign exchange contracts[b]	AUD	—	$ —	$ —	100	$ 28	$ —
Foreign exchange contracts	EUR	915	—	41	915	—	76
Foreign exchange contracts	GBP	150	—	1	150	—	6
Foreign exchange contracts	CAD	95	2	—	95	—	2
			2	42		28	84
Derivatives designated as cash flow hedges:							
Interest rate collar contracts	USD	4,300	21	—	4,300	12	—
Interest rate swap contracts[c]	USD	2,500	—	8	—	—	—
			21	8		12	—
Derivatives not designated as hedging instruments:							
Deal contingent foreign exchange contract[d]	EUR	375	—	4	—	—	—
			$ 23	$ 54		$ 40	$ 84

(a) The Company's derivatives are subject to master netting agreements to the extent that the swaps are with the same counterparty. The terms of those agreements require that the Company net settle the outstanding positions at the option of the counterparty upon certain events of default.
(b) The cross-currency swap with a notional value of AUD $100 million matured on January 18, 2018 and the Company received $26 million.
(c) The Company entered into new interest rate swaps with a notional value of $2.5 billion in May 2018 which expires May 2021.
(d) The Company entered into a new deal contingent foreign exchange contract with a notional value of €375 million in June 2018 which expires January 2019.

The maximum length of time over which the Company is hedging its currency exposure of net investments in foreign operations, through utilization of foreign exchange contracts, is through June 2020.

The maximum length of time over which the Company is hedging its exposure to the variability in future cash flows for forecasted transactions related to the payment of variable interest on existing financial instruments is through May 2021.

As of June 30, 2018, the Company has not posted any collateral related to any of its derivative financial instruments.

Fair Value Measurement

The carrying amounts for the Company's derivative financial instruments are the estimated fair value of the financial instruments. The Company’s derivatives are not exchange listed and therefore the fair value is estimated under an income approach using Bloomberg analytics models that are based on readily observable market inputs. These models reflect the contractual terms of the derivatives, such as notional value and expiration date, as well as market-based observables including interest and foreign currency exchange rates, yield curves, and the credit quality of the counterparties. The models also incorporate the Company's creditworthiness in order to appropriately reflect non-performance risk. Inputs to the derivative pricing models are generally observable and do not contain a high level of subjectivity and, accordingly, the Company's derivatives were classified within Level 2 of the fair value hierarchy. While the Company believes its estimates result in a reasonable reflection of the fair value of these instruments, the estimated values may not be representative of actual values that could have been realized or that will be realized in the future.

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Effect of Derivative Instruments on the Unaudited Consolidated Financial Statements

Derivative gains and (losses) were as follows for the three and six months ended June 30, 2018 and 2017:

(in millions, pretax)	Three months ended June 30, 2018 Interest Rate Contracts	2018 Foreign Exchange Contracts	2017 Interest Rate Contracts	2017 Foreign Exchange Contracts	Six months ended June 30, 2018 Interest Rate Contracts	2018 Foreign Exchange Contracts	2017 Interest Rate Contracts	2017 Foreign Exchange Contracts
Derivatives designated as hedging instruments:								
Gain (Loss) recognized in "Foreign currency translation adjustment" in the unaudited consolidated statements of comprehensive income (effective portion)	$—	$ 86	$—	$ (29)	$—	$ 56	$—	$ (43)
(Loss) recognized in "Derivative instruments" in the unaudited consolidated statements of comprehensive income (effective portion)	(9)	—	(2)	—	—	—	(1)	—
Derivatives not designated as hedging instruments:								
(Loss) recognized in "Other (expense) income" in the unaudited consolidated statements of operations	—	(4)	—	—	—	(4)	—	—

Accumulated Derivative Gains and Losses

The following table summarizes activity in other comprehensive income related to derivative instruments classified as cash flow hedges and net investment hedges held by the Company for the three and six months ended June 30, 2018 and 2017:

(in millions, after tax)	Three months ended June 30, 2018	2017	Six months ended June 30, 2018	2017
Accumulated gain included in other comprehensive income at beginning of period	$105	$164	$121	$177
Increase (Decrease) in fair value of derivatives that qualify for hedge accounting, net of tax(a) (b)	58	(31)	42	(44)
Accumulated gain included in other comprehensive income at end of period	$163	$133	$163	$133

(a) Gains (losses) are included in "Derivative instruments" and “Foreign currency translation adjustment” in the unaudited consolidated statements of comprehensive income.

(b) Net of tax of $19 million and $0 million for the three months ended June 30, 2018 and 2017, respectively, and $14 million and $0 million for the six months ended June 30, 2018 and 2017, respectively.

Note 12: Commitments and Contingencies

The Company is involved in various legal proceedings. Accruals have been made with respect to these matters, where appropriate, which are reflected in the Company’s unaudited consolidated financial statements. The Company may enter into discussions regarding settlement of these matters and may enter into settlement agreements, if it believes settlement is in the best interest of the Company. The matters discussed below, if decided adversely to or settled by the Company, individually or in the aggregate, may result in liability material to the Company’s financial condition and/or results of operations.

There are asserted claims against the Company where an unfavorable outcome is considered to be reasonably possible. These claims can generally be categorized in the following areas: (1) patent infringement which results from claims that the Company is using technology that has been patented by another party; (2) merchant matters often associated with alleged processing errors or disclosure issues and claims that one of the subsidiaries of the Company has violated a federal or state requirement regarding credit reporting or collection in connection with its check verification guarantee and collection activities or other claims arising from its merchant business; and (3) other matters which may include issues such as employment and indemnification obligations to purchasers of former subsidiaries. The Company's estimates of the possible ranges of losses in excess of any amounts accrued are $0 to $3 million for patent infringement, $0 to $100 million for merchant matters, and $0 to $5 million for other matters, resulting in a total estimated range of possible losses of $0 to $108 million for all of the matters described above.

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The estimated range of reasonably possible losses is based on information currently available and involves elements of judgment and significant uncertainties. As additional information becomes available and the resolution of the uncertainties becomes more apparent, it is possible that actual losses may exceed the high end of the estimated range.

Note 13: Investment in Affiliates

Segment results include the Company's proportionate share of income from affiliates, which consist of unconsolidated investments accounted for under the equity method of accounting. The most significant of these affiliates are related to the Company's merchant bank alliance program.

As of June 30, 2018, the Company had one unconsolidated significant subsidiary that was not required to be consolidated, but represents more than 20% of the Company's pretax income. Summarized unaudited financial information for the affiliate is presented below for the three and six months ended June 30, 2018 and 2017:

	Three months ended June 30,		Six months ended June 30,	
(in millions)	2018	2017	2018	2017
Net operating revenues	$213	$214	$408	$422
Operating expenses	102	103	203	201
Operating income	$111	$111	$205	$221
Net income	$112	$111	$206	$221
FDC equity earnings	40	38	73	76

Note 14: Subsequent Events

On July 26, 2018, the Company amended its Accounts Receivable Securitization Program ("Securitization") to extend the maturity from June 30, 2020 to July 31, 2021. In addition, under the amended terms, loans under the Securitization will accrue interest at a rate that is 1.15% higher than either LIBOR, down from LIBOR plus 1.5% under the previous agreement, or a base rate equal to the highest of (i) the applicable lender's "reference" or "prime" rate, or (ii) the federal funds rate plus 0.50%. The Securitization also includes an unused fee at a rate that ranges from 45 to 90 basis points depending on the level of utilization under the Securitization.

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

For an understanding of the significant factors that influenced our results, the following discussion should be read in conjunction with our unaudited consolidated financial statements and related notes appearing elsewhere in this report. This management's discussion and analysis should also be read in conjunction with the management's discussion and analysis and consolidated financial statements for the year ended December 31, 2017 included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 21, 2018.

Year over year percent changes are calculated on whole-dollar values as management views this as a more accurate representation of our performance. As such, the values herein may not recalculate due to rounding.

Executive Overview

First Data Corporation sits at the center of global electronic commerce. We believe we offer our clients the most complete array of integrated solutions in the industry, covering their needs across next generation commerce technologies, merchant acquiring, issuing, and network solutions. We believe we have the industry’s largest distribution network, driven by our partnerships with many of the world’s leading financial institutions, our direct sales force, and a network of distribution partners. We are the largest merchant acquirer, issuer processor, and third largest network services provider in the United States, enabling businesses to accept electronic payments, helping financial institutions issue credit, debit and prepaid cards, and routing secure transactions between them.

Our business is characterized by transaction related fees, multi-year contracts, and a diverse client base, which allows us to grow alongside our clients. Our multi-year contracts allow us to achieve a high level of recurring revenues with the same clients. While the contracts typically do not specify fixed revenues to be realized thereunder, they do provide a framework for revenues to be generated based on volume of services provided during such contracts' terms. Our business also generally requires minimal incremental capital expenditures and working capital to support additional revenue within our existing business lines.

Components of Revenue

We generate revenue by providing commerce-enabling solutions. Our major components of revenue have not changed from those discussed within “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the year ended December 31, 2017.

Factors Affecting the Comparability of Our Results of Operations

As a result of a number of factors, our historical results of operations are not comparable from period to period and may not be comparable to our financial results of operations in future periods. Key factors affecting the comparability of our results of operations are summarized below.

Accounting Guidance

On January 1, 2018, we adopted ASC 606 and ASC 340-40 (collectively, the New Revenue Standard) which affected how we recognized revenue. The New Revenue Standard was adopted using the modified retrospective application beginning January 1, 2018. See Note 3 for additional information related to the adoption of the New Revenue Standard.

Currency Impact

Although the majority of our revenue is earned in U.S. dollars, a portion of our revenues and expenses are in foreign currencies. As a result, changes in foreign currencies against the U.S. dollar can impact our results of operations. Additionally, we have intercompany debts in foreign currencies which impact our results of operations. In recent periods, the U.S. dollar has fluctuated versus most foreign currencies, which has impacted our revenues generated in foreign currencies as presented in U.S. dollars in our unaudited consolidated financial statements. We believe the presentation of constant currency provides relevant information and we use this non-GAAP financial measure to, among other things, evaluate our ongoing operations in relation to foreign currency fluctuations. The presentation of non-GAAP financial measures should not be considered in isolation or as a substitute for our related financial results prepared in accordance with Generally Accepted Accounting Principles (GAAP). For additional information on our constant currency calculation, see “Segment Results” within this Form 10-Q.

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Acquisitions and Divestitures

Acquisitions and divestitures over the past year have affected the comparability of our results. The largest acquisitions in 2017, CardConnect and BluePay, are being integrated into our Global Business Solutions segment and the results for the current period are included within the segment results.

Results of Operations

Consolidated results should be read in conjunction with note 6 "Segment Information" to our unaudited consolidated financial statements in Part I of this Form 10-Q, which provides more detailed discussions concerning certain components of our unaudited consolidated statements of operations. All significant intercompany accounts and transactions have been eliminated within the consolidated results.

Overview

The chart below reconciles Net income attributable to First Data Corporation for the three and six months ended June 30, 2017 to June 30, 2018:

(in millions)	Three months ended June 30,	Six months ended June 30,
Net income attributable to First Data Corporation ending June 30, 2017	$ 185	$ 221
Better (worse):		
Revenues excluding reimbursable items[(a)]	180	365
Cost of revenues[(a)]	9	(12)
Selling, general, and administrative[(a)]	(119)	(200)
Depreciation and amortization[(a)]	(16)	(36)
Other operating expenses	12	(26)
Loss on debt extinguishment	14	70
Net income attributable to noncontrolling interests and redeemable noncontrolling interest	(3)	7
New Revenue Standard	5	2
Income tax	65	50
Equity earnings in affiliates	3	(3)
Other miscellaneous, net	6	4
Net income attributable to First Data Corporation ending June 30, 2018	$ 341	$ 442

(a) Exclusive of New Revenue Standard.

Segment Results

We operate three reportable segments: Global Business Solutions (GBS), Global Financial Solutions (GFS), and Network & Security Solutions (NSS). Our segments are designed to establish global lines of businesses that work seamlessly with our teams in our regions of North America (United States and Canada), EMEA (Europe, Middle East, and Africa), LATAM (Latin America and Caribbean region), and APAC (Asia Pacific).

The business segment measurements provided to and evaluated by the chief operating decision maker are computed in accordance with the principles listed below:

- The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies.

- Intersegment revenues are eliminated in the segment that sells directly to the end market.

- Segment revenue excludes reimbursable items.

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- Segment EBITDA includes equity earnings in affiliates and excludes depreciation and amortization expense, net income attributable to noncontrolling interests, other operating expenses, other income (expense) and stock-based compensation.

- For significant affiliates, segment revenue and segment EBITDA are reflected based on our proportionate share of the results of our investments in businesses accounted for under the equity method and consolidated subsidiaries with noncontrolling ownership interests. For other affiliates, we include equity earnings in affiliates, excluding amortization expense, in segment revenue and segment EBITDA.

- Corporate operations include corporate-wide governance functions such as our executive management team, tax, treasury, internal audit, corporate strategy, and certain accounting, human resources and legal costs related to supporting the corporate function. Costs incurred by Corporate that are attributable to a segment are allocated to the respective segment.

- Certain measures exclude the estimated impact of foreign currency changes (constant currency). To present this information, monthly results during the periods presented for entities with functional currencies other than U.S. dollars are translated into U.S. dollars at the average exchange rates in effect during the corresponding month of the prior fiscal year, rather than the actual average exchange rates in effect during the current fiscal year. Once translated, each month during the periods presented is added together to calculate the constant currency results for the periods presented.

Operating revenues overview

	Three months ended June 30,				Six months ended June 30,			
(in millions)	2018	2017	Percent Change	Organic Constant Currency Percent Change	2018	2017	Percent Change	Organic Constant Currency Percent Change
Consolidated revenues	$2,448	$3,025	(19)%	(19)%	$4,730	$5,826	(19)%	(19)%
Adjustments:								
Non wholly-owned entities	(10)	(25)	(60)%	NM	(14)	(35)	(60)%	NM
Reimbursable items	(204)	(990)	(79)%	(79)%	(402)	(1,909)	(79)%	
Total segment revenues	$2,234	$2,010	11 %	6 %	$4,314	$3,882	11 %	6 %

	Three months ended June 30,				Six months ended June 30,			
(in millions)	2018	2017	Percent Change	Organic Constant Currency Percent Change	2018	2017	Percent Change	Organic Constant Currency Percent Change
Segment revenues:								
Global Business Solutions	$1,449	$1,227	18 %	8 %	$2,767	$2,345	18 %	7 %
Global Financial Solutions	414	402	3 %	4 %	814	795	2 %	2 %
Network & Security Solutions	371	381	(3)%	3 %	733	742	(1)%	5 %

NM represents not meaningful

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Global Business Solutions segment results

The following table displays total segment revenue by region and illustrates, on a percentage basis, the impact of foreign currency fluctuations on revenue growth for the periods presented:

	Three months ended June 30, 2017										
(in millions)	As Reported	New Revenue Standard Adjustments[a]	As Adjusted	Acquisitions[b]	Core Growth		Currency Impact[c]	Three months ended June 30, 2018	Reported Percent Change	Organic Constant Currency Percent Change[d]	
Revenues:											
North America	$965	$ 34	$ 999	$ 74	$ 60	[e]	$ 1	$1,134	18 %	6	%
EMEA	156	2	158	—	8	[f]	14	180	15 %	5	%
APAC	42	—	42	—	8	[g]	—	50	20 %	19	%
LATAM	64	6	70	—	34	[h]	(19)	85	32 %	47	%
Total segment revenue	$1,227	$ 42	$ 1,269	$ 74	$ 110		$ (4)	$1,449	18 %	8	%

(a) Effective January 1, 2018, we adopted the New Revenue Standard using a modified retrospective basis. See Revenue Recognition in note 1 "Basis of Presentation and Summary of Significant Accounting Policies" to our unaudited consolidated financial statements in Part I of this Form 10-Q for additional information.

(b) North America revenue was impacted by acquisitions of CardConnect in July 2017 and BluePay in December 2017. See note 12 "Acquisitions and Dispositions" in "Item 8. Financial Statements and Supplementary Data" in our Annual Report on Form 10-K for the year ended December 31, 2017 for additional information.

(c) Currency impact is the difference between the current year's actual results and the same year's results converted with the prior year's foreign exchange rate. Constant currency percentage change is a measure of revenue growth before foreign currency impact.

(d) Organic constant currency growth is defined as reported growth adjusted for the following: excludes the impacts of year-over-year currency rate changes in the current period; includes the results of significant acquisitions in the prior year period; and is adjusted to retrospectively apply the New Revenue Standard to the prior year period.

(e) North America revenue increased due to transaction volume and blended yield of $17 million and $38 million, respectively, and a $7 million benefit associated with accelerating deferred revenue upon a customer termination of a dormant contract, offset by slight declines in our alliances.

(f) EMEA revenue increased due to growth in the United Kingdom of $7 million and existing business growth in the remainder of the region of $5 million, partially offset by a decline in the German business due to prior year hardware sales associated with a terminal exchange program.

(g) APAC revenue increased due to growth in India and Greater China/Southeast Asia of $3 million and $4 million, respectively.

(h) LATAM revenue increased $14 million in Brazil due to sales volume, $13 million in Argentina split evenly between inflation and sales volume and a $5 million increase related to software revenue.

	Six months ended June 30, 2017								
(in millions)	As Reported	New Revenue Standard Adjustments[a]	As Adjusted	Acquisitions[b]	Core Growth	Currency Impact[c]	Six months ended June 30, 2018	Reported Percent Change	Organic Constant Currency Percent Change[d]

Revenues:															
North America	$1,845	$	60	$ 1,905	$	145	$ 96	(e)	$ 2		$2,148	16	%	5	%
EMEA	296	3		299	—		15	(f)	34		348	17	%	5	%
APAC	81	—		81	—		14	(g)	3		98	21	%	17	%
LATAM	123	11		134	—		67	(h)	(28	)	173	40	%	49	%
Total segment revenue	$2,345	$	74	$ 2,419	$	145	$ 192		$ 11		$2,767	18	%	7	%

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(a) Effective January 1, 2018, we adopted the New Revenue Standard using a modified retrospective basis. See Revenue Recognition in note 1 "Basis of Presentation and Summary of Significant Accounting Policies" to our unaudited consolidated financial statements in Part I of this Form 10-Q for additional information.

(b) North America revenue was impacted by acquisitions of CardConnect in July 2017 and BluePay in December 2017. See note 12 "Acquisitions and Dispositions" in "Item 8. Financial Statements and Supplementary Data" in our Annual Report on Form 10-K for the year ended December 31, 2017 for additional information.

(c) Currency impact is the difference between the current year's actual results and the same year's results converted with the prior year's foreign exchange rate. Constant currency percentage change is a measure of revenue growth before foreign currency impact.

(d) Organic constant currency growth is defined as reported growth adjusted for the following: excludes the impacts of year-over-year currency rate changes in the current period; includes the results of significant acquisitions in the prior year period; and is adjusted to retrospectively apply the New Revenue Standard to the prior year period.

(e) North America revenue increased due to transaction volume, blended yield and hardware of $63 million, $28 million and $8 million, respectively, and a $7 million benefit associated with accelerating deferred revenue upon a customer termination of a dormant contract; offset by slight declines in our alliances.

(f) EMEA revenue increased due to growth in the United Kingdom of $13 million and existing business growth in the remainder of the region of $5 million, partially offset by a decline in the German business due to prior year hardware sales associated with a terminal exchange program.

(g) APAC revenue increased due to growth in India and Greater China/Southeast Asia of $6 million and $4 million, respectively.

(h) LATAM revenue increased $30 million in Brazil due to sales volume, $29 million in Argentina split evenly between inflation and sales volume and a $5 million increase related to software revenue.

The following table displays total merchant transactions for the periods presented:

(in millions)	Three months ended June 30, 2018	2017	Percent Change	Six months ended June 30, 2018	2017	Percent Change
Key indicators:						
North America merchant transactions[a]	13,482	12,494	8 %	25,603	23,977	7 %
International merchant transactions[b]	2,748	2,397	15 %	5,245	4,624	13 %

(a) North American merchant transactions include acquired Visa and MasterCard credit and signature debit, American Express and Discover, PIN-debit, electronic benefits transactions, processed-only and gateway customer transactions at the Point of Sale (POS). North American merchant transactions reflect 100% of alliance transactions.

(b) International transactions include Visa, MasterCard, and other payment network merchant acquiring transactions for clients outside the U.S. and Canada. Transactions include credit, signature debit, PIN-debit POS, POS gateway, and Automated Teller Machine (ATM) transactions.

North America transactions increased for the three and six months ended June 30, 2018, compared to the same periods in 2017, driven by several large clients in our alliances. The transaction volumes for the three months ended June 30, 2018 and 2017 were not impacted by the 2017 acquisitions of CardConnect and BluePay as the vast majority of their transactions were processed on the First Data platforms prior to the acquisition. International transaction growth for the three and six months ended June 30, 2018 compared to the same periods in 2017 was driven by significant transaction growth in our Brazil acquiring business and new portfolios of existing clients throughout all of our international regions.

Global Financial Solutions segment results

The following table displays total segment revenue by region and illustrates, on a percentage basis, the impact of foreign currency fluctuations on revenue growth for the periods presented:

	Three months ended June 30, 2017									
(in millions)	As Reported	New Revenue Standard Adjustments[(a)]	As Adjusted	Dispositions[(b)]	Core Growth (Decline)		Currency Impact[(c)]	Three months ended June 30, 2018	Reported Percent Change	Organic Constant Currency Percent Change[(d)]
Revenues:										
North America	$233	$ 2	$ 235	$ —	$ (2)	[(e)]	$ —	$ 233	— %	(1)%
EMEA	110	1	111	(6)	7	[(f)]	7	119	6 %	7 %
APAC	25	(4)	21	—	4	[(g)]	1	26	7 %	25 %
LATAM	34	2	36	—	5	[(h)]	(5)	36	6 %	13 %
Total segment revenue	$402	$ 1	$ 403	$ (6)	$ 14		$ 3	$ 414	3 %	4 %

(a) Effective January 1, 2018, we adopted the New Revenue Standard using a modified retrospective basis. See Revenue Recognition in note 1 "Basis of Presentation and Summary of Significant Accounting Policies" to our unaudited consolidated financial statements in Part I of this Form 10-Q for additional information.

(b) Business disposition of Lithuania, Latvia and Estonia (the "Baltics") in September 2017. See note 12 "Acquisitions and Dispositions" in "Item 8. Financial Statements and Supplementary Data" in our Annual Report on Form 10-K for the year ended December 31, 2017 for additional information.

(c) Currency impact is the difference between the current year's actual results and the same year's results converted with the prior year's foreign exchange rate. Constant currency percentage change is a measure of revenue growth before foreign currency impact.

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(d) Organic constant currency growth is defined as reported growth adjusted for the following: excludes the impacts of year-over-year currency rate changes in the current period; excludes the results of significant dispositions in the prior year period; and is adjusted to retrospectively apply the New Revenue Standard to the prior year period.

(e) North America revenue decreased due to growth in net new business of $6 million, offset by compression due to client renewals. On July 3, 2018, we closed an agreement with a student loan processor which will positively impact our revenue beginning third quarter 2018.

(f) EMEA revenue increased due to net new business of $4 million and license resolution fees.

(g) APAC revenue increased due to net new business of $3 million and growth in existing portfolios including professional services.

(h) LATAM revenue increased due to growth in new and existing business in Argentina of $4 million.

	Six months ended June 30, 2017								
(in millions)	As Reported	New Revenue Standard Adjustments[a]	As Adjusted	Dispositions[b]	Core Growth (Decline)	Currency Impact[c]	Six months ended June 30, 2018	Reported Percent Change	Organic Constant Currency Percent Change[d]
Revenues:									
North America	$469	$ —	$ 469	$ —	$ (8)[e]	$ —	$ 461	(2)%	(2)%
EMEA	211	—	211	(12)	10[f]	20	229	9 %	6 %
APAC	48	(6)	42	—	13[g]	2	57	19 %	32 %
LATAM	67	6	73	—	1[h]	(7)	67	— %	1 %
Total segment revenue	$795	$ —	$ 795	$ (12					