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

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**FORM 8-K**

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

**Date of Report: April 26, 2016  
(Date of earliest event reported)**

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**C.H. ROBINSON WORLDWIDE, INC.**

**(Exact name of registrant as specified in its charter)**

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**Commission File Number: 000-23189**

**Delaware**  
**(State or other jurisdiction  
of incorporation)**

**41-1883630**  
**(IRS Employer  
Identification No.)**

**14701 Charlson Road, Eden Prairie, MN 55347**  
**(Address of principal executive offices, including zip code)**

**(952) 937-8500**  
**(Registrant's telephone number, including area code)**

**Not Applicable**  
**(Former name or former address, if changed since last report)**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition.**

The following information is being “furnished” in accordance with General Instruction B.2 of Form 8-K and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Furnished herewith as Exhibits 99.1 and 99.2, respectively, and incorporated by reference herein are the text of C.H. Robinson Worldwide, Inc.’s announcement regarding its financial results for the quarter ended March 31, 2016 and its earnings conference call slides.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release dated April 26, 2016 of C.H. Robinson Worldwide, Inc.

99.2 Earnings conference call slides dated April 27, 2016.

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**SIGNATURE**

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

C.H. ROBINSON WORLDWIDE, INC.

By: /s/ Ben G. Campbell

Ben G. Campbell  
Chief Legal Officer and Secretary

Date: April 26, 2016

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## EXHIBIT INDEX

- 99.1 Press Release dated April 26, 2016 of C.H. Robinson Worldwide, Inc.
- 99.2 Earnings conference call slides dated April 27, 2016.

C.H. Robinson Worldwide, Inc.

14701 Charlson Road  
Eden Prairie, Minnesota 55347

Andrew Clarke, Chief Financial Officer, (952) 683-3474

Tim Gagnon, Director, Investor Relations (952) 683-5007

FOR IMMEDIATE RELEASE**C.H. ROBINSON REPORTS FIRST QUARTER RESULTS**

MINNEAPOLIS, April 26, 2016 – C.H. Robinson Worldwide, Inc. (“C.H. Robinson”) (NASDAQ: CHRW), today reported financial results for the quarter ended March 31, 2016. Summarized financial results are as follows (dollars in thousands, except per share data):

	Three months ended March 31,		
	2016	2015	% change
Total revenues	\$3,073,943	\$3,300,890	-6.9%
Net revenues:			
Transportation			
Truckload	321,684	298,380	7.8%
LTL	91,293	85,370	6.9%
Intermodal	9,264	10,512	-11.9%
Ocean	58,669	50,190	16.9%
Air	18,409	20,639	-10.8%
Customs	10,724	10,263	4.5%
Other logistics services	24,023	19,791	21.4%
Total transportation	534,066	495,145	7.9%
Sourcing	29,269	29,965	-2.3%
Total net revenues	563,335	525,110	7.3%
Operating expenses	364,383	343,185	6.2%
Operating income	198,952	181,925	9.4%
Net income	\$ 118,963	\$ 106,476	11.7%
Diluted EPS	\$ 0.83	\$ 0.73	13.7%

Our truckload net revenues increased 7.8 percent in the first quarter of 2016 compared to the first quarter of 2015. Our total truckload volumes increased approximately three percent in the first quarter of 2016. North American truckload volumes increased approximately four percent in the first quarter of 2016. Our truckload net revenue margin increased in the first quarter of 2016 compared to the first quarter of 2015, due primarily to lower transportation costs, excluding fuel. Additionally, the lower cost of fuel contributed to an increase in truckload net revenue margin. In North America, excluding the estimated impacts of the change in fuel, our average truckload rate per mile charged to our customers decreased approximately five percent in the first quarter of 2016 compared to the first quarter of 2015. In North America, our truckload transportation costs decreased approximately seven percent, excluding the estimated impacts of the change in fuel. These decreases were largely the result of available capacity in the market and a change in the mix of our business.

Our less-than-truckload (“LTL”) net revenues increased 6.9 percent in the first quarter of 2016 compared to the first quarter of 2015. LTL volumes increased approximately 10 percent in the first quarter of 2016 compared to the first quarter of 2015. Net revenue margin increased in the first quarter of 2016 compared to the first quarter of 2015.

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Our intermodal net revenues decreased 11.9 percent in the first quarter of 2016 compared to the first quarter of 2015. During the first quarter of 2016, intermodal opportunities were negatively impacted by the lower cost truck market.

Our ocean transportation net revenues increased 16.9 percent in the first quarter of 2016 compared to the first quarter of 2015. The increase in net revenues was primarily due to increased net revenue margin and higher volumes.

Our air transportation net revenues decreased 10.8 percent in the first quarter of 2016 compared to the first quarter of 2015. The decrease was primarily due to lower prices, partially offset by margin expansion and volume increases.

Our customs net revenues increased 4.5 percent in the first quarter of 2016 compared to the first quarter of 2015. The increase was due to an increase in transaction volumes.

Our other logistics services revenues, which includes managed services, warehousing, and small parcel, increased 21.4 percent in the first quarter of 2016 compared to the first quarter of 2015 primarily from volume growth in managed services.

Sourcing net revenues decreased 2.3 percent in the first quarter of 2016 compared to the first quarter of 2015. This decrease was primarily due to an increase in product costs caused by adverse weather effects, partially offset by an increase in case volumes.

For the first quarter, operating expenses increased 6.2 percent to \$364.4 million in 2016 from \$343.2 million in 2015. Operating expenses as a percentage of net revenues decreased to 64.7 percent in the first quarter of 2016 from 65.4 percent in the first quarter of 2015.

For the first quarter, personnel expenses increased 8.8 percent to \$277.5 million in 2016 from \$255.1 million in 2015. For the first quarter, our average headcount grew 5.5 percent compared to the first quarter of 2015. Additionally, we recognized additional payroll tax expense in the first quarter of 2016 related to the delivery of previously vested restricted equity awards.

For the first quarter, other selling, general, and administrative expenses decreased 1.3 percent to \$86.9 million in 2016 from \$88.0 million in 2015. This decrease was primarily due to a decrease in the provision for doubtful accounts, partially offset by an increase in travel expenses.

Founded in 1905, C.H. Robinson Worldwide, Inc., is one of the largest non-asset based third party logistics companies in the world. C.H. Robinson is a global provider of multimodal transportation services and logistics solutions, currently serving over 110,000 active customers through a network of offices in North America, South America, Europe, and Asia. C.H. Robinson maintains one of the largest networks of motor carrier capacity in North America and works with approximately 68,000 transportation providers worldwide.

Except for the historical information contained herein, the matters set forth in this release are forward-looking statements that represent our expectations, beliefs, intentions or strategies concerning future events. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our historical experience or our present expectations, including, but not limited to such factors as changes in economic conditions, including uncertain consumer demand; changes in market demand and

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pressures on the pricing for our services; competition and growth rates within the third party logistics industry; freight levels and increasing costs and availability of truck capacity or alternative means of transporting freight, and changes in relationships with existing truck, rail, ocean and air carriers; changes in our customer base due to possible consolidation among our customers; our ability to integrate the operations of acquired companies with our historic operations successfully; risks associated with litigation and insurance coverage; risks associated with operations outside of the U.S.; risks associated with the potential impacts of changes in government regulations; risks associated with the produce industry, including food safety and contamination issues; fuel prices and availability; the impact of war on the economy; and other risks and uncertainties detailed in our Annual and Quarterly Reports.

Any forward-looking statement speaks only as of the date on which such statement is made, and we undertake no obligation to update such statement to reflect events or circumstances arising after such date. All remarks made during our financial results conference call will be current at the time of the call and we undertake no obligation to update the replay.

Conference Call Information:

*C.H. Robinson Worldwide First Quarter 2016 Earnings Conference Call*

*Wednesday, April 27, 2016 8:30 a.m. Eastern Time*

*The call will be limited to 60 minutes, including questions and answers . We invite call participants to submit questions in advance of the conference call and we will respond to as many of the questions as we can in the time allowed. To submit your question(s) in advance of the call, please email [tim.gagnon@chrobinson.com](mailto:tim.gagnon@chrobinson.com).*

*Presentation slides and a simultaneous live audio webcast of the conference call may be accessed through the Investor Relations link on C.H. Robinson's website at [www.chrobinson.com](http://www.chrobinson.com).*

*To participate in the conference call by telephone, please call ten minutes early by dialing: 800-946-0716*

*International callers dial +1-719-325-2312*

*Callers should reference the conference ID, which is 4928630*

*Webcast replay available through Investor Relations link at [www.chrobinson.com](http://www.chrobinson.com)*

*Telephone audio replay available until 11:30 a.m. Eastern Time on May 4, 2016: 888-203-1112;*

*passcode: 4928630#*

*International callers dial +1-719-457-0820*

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CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
(unaudited, in thousands, except per share data)

	Three months ended March 31,	
	2016	2015
Revenues:		
Transportation	\$2,713,688	\$2,947,257
Sourcing	360,255	353,633
Total revenues	<u>3,073,943</u>	<u>3,300,890</u>
Costs and expenses:		
Purchased transportation and related services	2,179,622	2,452,112
Purchased products sourced for resale	330,986	323,668
Personnel expenses	277,497	255,144
Other selling, general, and administrative expenses	86,886	88,041
Total costs and expenses	<u>2,874,991</u>	<u>3,118,965</u>
Income from operations	<u>198,952</u>	<u>181,925</u>
Interest and other expense	(8,772)	(9,605)
Income before provision for income taxes	190,180	172,320
Provision for income taxes	71,217	65,844
Net income	<u>\$ 118,963</u>	<u>\$ 106,476</u>
Net income per share (basic)	\$ 0.83	\$ 0.73
Net income per share (diluted)	\$ 0.83	\$ 0.73
Weighted average shares outstanding (basic)	143,525	146,204
Weighted average shares outstanding (diluted)	143,658	146,383

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CONDENSED CONSOLIDATED BALANCE SHEETS  
(unaudited, in thousands)

	March 31, 2016	December 31, 2015
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 179,406	\$ 168,229
Receivables, net	1,463,240	1,505,620
Other current assets	63,070	56,849
Total current assets	1,705,716	1,730,698
Property and equipment, net	195,920	190,874
Intangible and other assets	1,260,609	1,262,786
<b>Total assets</b>	<b>\$3,162,245</b>	<b>\$ 3,184,358</b>
<b>Liabilities and stockholders' investment</b>		
Current liabilities:		
Accounts payable and outstanding checks	\$ 761,085	\$ 783,883
Accrued compensation	61,246	146,666
Accrued income taxes	32,589	12,573
Other accrued expenses	47,135	55,475
Current portion of debt	470,000	450,000
Total current liabilities	1,372,055	1,448,597
Noncurrent income taxes payable	18,523	19,634
Deferred tax liabilities	79,653	65,460
Long-term debt	500,000	500,000
Other long term liabilities	208	217
<b>Total liabilities</b>	<b>1,970,439</b>	<b>2,033,908</b>
<b>Total stockholders' investment</b>	<b>1,191,806</b>	<b>1,150,450</b>
<b>Total liabilities and stockholders' investment</b>	<b>\$3,162,245</b>	<b>\$ 3,184,358</b>

(more)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS  
(unaudited, in thousands, except operational data)

	Three months ended March 31,	
	2016	2015
Operating activities:		
Net income	\$ 118,963	\$ 106,476
Stock-based compensation	15,179	15,336
Depreciation and amortization	16,875	16,243
Provision for doubtful accounts	85	3,991
Deferred income taxes	15,350	426
Other	180	429
Changes in operating elements, net of acquisitions:		
Receivables	42,295	(27,599)
Prepaid expenses and other	(7,378)	(12,639)
Other non-current assets	—	1,435
Accounts payable and outstanding checks	(22,783)	21,105
Accrued compensation and profit-sharing contribution	(84,431)	(64,709)
Accrued income taxes	18,905	48,390
Other accrued liabilities	(9,090)	(8,489)
Net cash provided by operating activities	104,150	100,395
Investing activities:		
Purchases of property and equipment	(13,121)	(3,895)
Purchases and development of software	(4,704)	(2,771)
Restricted cash	—	359,388
Acquisitions, net of cash	—	(369,143)
Other	(770)	462
Net cash used for investing activities	(18,595)	(15,959)
Financing activities:		
Borrowings on line of credit	1,480,000	2,025,000
Repayments on line of credit	(1,460,000)	(2,000,000)
Net repurchases of common stock	(46,529)	(40,340)
Excess tax benefit on stock-based compensation	13,827	4,842
Cash dividends	(63,888)	(57,335)
Net cash used for financing activities	(76,590)	(67,833)
Effect of exchange rates on cash	2,212	(9,760)
Net change in cash and cash equivalents	11,177	6,843
Cash and cash equivalents, beginning of period	168,229	128,940
Cash and cash equivalents, end of period	\$ 179,406	\$ 135,783
	As of March 31,	
	2016	2015
Operational Data:		
Employees	13,343	12,632

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**C.H. ROBINSON**

## Earnings Conference Call – First Quarter 2016

April 27, 2016

John Wiehoff, Chairman & CEO

Andrew Clarke, CFO

Tim Gagnon, Director, Investor Relations



## Safe Harbor Statement

Except for the historical information contained herein, the matters set forth in this presentation and the accompanying earnings release are forward-looking statements that represent our expectations, beliefs, intentions or strategies concerning future events. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from our historical experience or our present expectations, including, but not limited to such factors as changes in economic conditions, including uncertain consumer demand; changes in market demand and pressures on the pricing for our services; competition and growth rates within the fourth party logistics industry; freight levels and increasing costs and availability of truck capacity or alternative means of transporting freight, and changes in relationships with existing truck, rail, ocean and air carriers; changes in our customer base due to possible consolidation among our customers; our ability to integrate the operations of acquired companies with our historic operations successfully; risks associated with litigation and insurance coverage; risks associated with operations outside of the U.S.; risks associated with the potential impacts of changes in government regulations; risks associated with the produce industry, including food safety and contamination issues; fuel prices and availability; changes to our share repurchase activity; the impact of war on the economy; and other risks and uncertainties detailed in our Annual and Quarterly Reports.



# Results Q1 2016

in thousands, except per share amounts

Three months ended March 31

	2016	2015	% Change
Total revenues	\$3,073,943	\$3,300,890	-6.9%
Total net revenues	\$563,335	\$525,110	7.3%
Income from operations	\$198,952	\$181,925	9.4%
Net income	\$118,963	\$106,476	11.7%
Earnings per share (diluted)	\$0.83	\$0.73	13.7%
Weighted average shares outstanding (diluted)	143,658	146,383	-1.9%
Average headcount	13,251	12,565	5.5%
Ending headcount	13,343	12,632	5.6%

- Net revenue margin expansion and volume growth drove net revenue increases in the first quarter.
- Lower truckload pricing and fuel costs reduced total revenues in the first quarter of 2016 when compared to the first quarter of 2015.

# Transportation Results Q1 2016

## TRANSPORTATION in thousands

Three months ended March 31

	2016	2015	% Change
Total revenues	\$2,713,688	\$2,947,257	-7.9%
Total net revenues	\$534,066	\$495,145	7.9%
Net revenue margin	19.7%	16.8%	17.1%

## TRANSPORTATION NET REVENUE MARGIN PERCENTAGE

	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016
Q1	20.2%	18.2%	22.6%	17.4%	17.2%	16.9%	16.3%	15.3%	16.8%	19.7%
Q2	17.9%	15.4%	20.6%	15.8%	16.2%	14.9%	15.4%	16.0%	17.5%	
Q4	18.0%	15.9%	19.8%	16.6%	16.4%	15.6%	15.0%	16.2%	18.4%	
Q4	17.7%	19.0%	18.3%	17.6%	16.3%	15.8%	15.1%	15.9%	19.0%	
Year	18.4%	17.0%	20.2%	16.8%	16.5%	15.8%	15.4%	15.9%	17.9%	

- Net revenue margin expansion was the result of the following factors:
  - Lower transportation costs, including fuel.
  - Change in mix of services and faster growth in shorter length of haul freight.
- Net revenue margin increased across all transportation services.



# Truckload Results Q1 2016

## TRUCKLOAD NET REVENUES in thousands

Three months ended March 31

2016	2015	% Change
\$321,684	\$298,380	7.8%

Year over year change

North America Truckload	Quarter
Volume	4%
Approximate pricing*	-5%
Approximate cost*	-7%
Net revenue margin	↑

\*Pricing and cost measures exclude the estimated impact of the change in fuel prices

- The truckload volume increase was a result of growth in contractual business, partially offset by decreases in transactional volume in the first quarter of 2016 when compared to the first quarter of 2015.
- Added over 2,600 new contracted carriers in the first quarter.
- Contractual pricing bid activity increased in the first quarter when compared to the first quarter of 2015.



# LTL Results Q1 2016

## LTL NET REVENUES in thousands

Three months ended March 31

2016	2015	% Change
\$91,293	\$85,370	6.9%

Year over year change

LTL	Quarter
Volume	10%
Pricing*	↔
Net revenue margin	↑

\*Pricing measure excludes the estimated impact of the change in fuel prices

- Fifth consecutive quarter with double digit volume growth.
- Contractual pricing bid activity increased in the first quarter when compared to the first quarter of 2015.



# Intermodal Results Q1 2016

## INTERMODAL NET REVENUES in thousands

Three months ended March 31

2016	2015	% Change
\$9,264	\$10,512	-11.9%

Year over year change

INTERMODAL	Quarter
Volume	-13%
Pricing	↓
Net revenue margin	↑

- Volume declines occurred in the transactional and small customer categories.
- Intermodal opportunities negatively impacted by the lower cost truck market.

# Global Forwarding Results Q1 2016

## Ocean, Air and Customs

### NET REVENUES in thousands

Three months ended March 31

	2016	2015	% Change
Ocean	\$58,669	\$50,190	16.9%
Air	\$18,409	\$20,639	-10.8%
Customs	\$10,724	\$10,263	4.5%

#### OCEAN

Year over year change

	Quarter
Volume	↑
Pricing	↓
Net revenue margin	↑

#### AIR

Year over year change

	Quarter
Volume	↑
Pricing	↓
Net revenue margin	↑

- Combined Global Forwarding services net revenues increased 8.3 percent in the first quarter when compared to the first quarter of 2015.
- Volumes increased in each global forwarding service in the first quarter of 2016 when compared to the first quarter of 2015.

# Other Logistics Services Results Q1 2016

## NET REVENUES in thousands

Three months ended March 31

2016	2015	% Change
\$24,023	\$19,791	21.4%

- Other Logistics Services net revenues include transportation managed services, warehousing, and small parcel.
- The increase in net revenues the first quarter of 2016, when compared to the first quarter of 2015, was primarily due to growth in managed services.

# Sourcing Results Q1 2016

## SOURCING NET REVENUES in thousands

	Three months ended March 31		
	2016	2015	% Change
Total revenues	\$360,255	\$353,633	1.9%
Total net revenues	\$29,269	\$29,965	-2.3%
Net revenue margin	8.1%	8.5%	-4.1%

- Sourcing net revenue decrease in the first quarter of 2016 primarily due to high commodity pricing in the key category caused by the adverse effects of weather.
- Case volume increased 8.4 percent in the first quarter of 2016 when compared to the first quarter of 2015.

# Summarized Income Statement

in thousands

Three months ended March 31

	2016	2015	% Change
Total revenues	\$3,073,943	\$3,300,890	-6.9%
Total net revenues	563,335	525,110	7.3%
Personnel expenses	277,497	255,144	8.8%
Selling, general & admin	86,886	88,041	-1.3%
Total operating expenses	364,383	343,185	6.2%
Income from operations	\$198,952	\$181,925	9.4%
Percent of net revenue	35.3%	34.6%	1.9%

- Personnel expense increase was primarily driven by average headcount growth of 5.6 percent.
- Additional payroll tax expense in the first quarter 2016 of approximately \$2.6 million related to the delivery of previously vested restricted equity awards.
- Selling, general, and administrative expenses decreased due to lower provision for bad debt, partially offset by an increase in travel expenses.

# Other Financial Information

in thousands

## CASH FLOW DATA

Three months ended March 31

	2016	2015	% Change
Net cash provided by operating activities	\$104,150	\$100,395	3.7%
Capital expenditures, net	\$17,825	\$6,666	167.4%

## BALANCE SHEET DATA

	March 31, 2016
Cash & investments	\$179,406
Current assets	\$1,705,716
Total assets	\$3,162,245
Debt	\$970,000
Stockholders investment	\$1,191,806

- Strong cash flow quarter
- Total debt balance \$970 million
  - \$500 million, 4.28% average coupon
  - \$470 million drawn on revolver, 1.43% current rate as of March 31, 2016



# Capital Distribution

in thousands

	2011	2012 (a)	2013	2014	2015	Q1 2016
<b>Net income</b>	<b>\$431,612</b>	<b>\$447,007</b>	<b>\$415,904</b>	<b>\$449,711</b>	<b>\$509,699</b>	<b>\$118,963</b>
<b>Capital distribution</b>						
Cash dividends paid	\$194,697	\$219,313	\$220,257	\$215,008	\$235,615	\$63,888
Share repurchases (b)	250,274	255,849	807,449 (c)	176,645	241,231	53,519
<b>Subtotal</b>	<b>\$444,971</b>	<b>\$475,162</b>	<b>\$1,027,706</b>	<b>\$391,653</b>	<b>\$476,846</b>	<b>\$117,407</b>
<b>Percent of net income</b>						
Cash dividends paid	45%	49%	53%	48%	46%	54%
Open market share repurchases	58%	57%	194%	39%	47%	45%
<b>Subtotal</b>	<b>103%</b>	<b>106%</b>	<b>247%</b>	<b>87%</b>	<b>93%</b>	<b>99%</b>

(a) 2012 Net Income is adjusted to excluded transaction related gains and expenses. A reconciliation of adjusted results appears in Appendix A. 2012 Dividends exclude the fifth dividend payment made during the year.

(b) Includes shares withheld for taxes upon delivery of previously vested restricted equity.

(c) Includes a \$500 million accelerated share repurchase.

- Capital returned to shareholders during the quarter
  - \$63.9 million cash dividend
  - \$21.2 million in cash for repurchase activity, excluding shares withheld for taxes upon delivery of previously vested restricted equity.
    - 302,022 shares
    - Average price \$72.84 for shares repurchased
- Target is to return approximately 90% of net income to shareholders annually.

## Final Comments

- April to date total company net revenue growth rate per day is approximately 6 percent when compared to April 2015.
- Contractual bid activity has normalized in the early part of the second quarter.
- The North America truck market continues to have a high level of available capacity.
- Investment priorities will continue to be:
  - People, process and technology
  - Expand and optimize our global network
  - Select M&A opportunities



## Appendix A: 2012 Summarized Adjusted Income Statement

In thousands, except per share amounts

Twelve months ended December 31, 2012

	2012 Actual	Non-recurring Acquisition Impacts	Non-recurring Divestiture Impacts	Adjusted
<b>Total net revenues</b>	<b>\$1,717,571</b>			<b>\$1,717,571</b>
Personnel expenses (1)	766,006	-385	-34,207	731,414
Other operating expenses (2)	276,245	-10,225	-379	265,641
<b>Total operating expenses</b>	<b>1,042,251</b>	<b>-10,610</b>	<b>-34,586</b>	<b>997,055</b>
<b>Income from operations</b>	<b>675,320</b>	<b>10,610</b>	<b>34,586</b>	<b>720,516</b>
Investment & other income (3)	283,142		-281,551	1,591
Income before taxes	958,462	10,610	-246,965	722,107
Provision for income taxes	364,658	2,745	-92,303	275,100
<b>Net income</b>	<b>\$593,804</b>	<b>7,865</b>	<b>-\$154,662</b>	<b>\$447,007</b>
Net income per share (diluted)	3.67			2.76
Weighted average shares (diluted)	161,946	185 (4)	92 (5)	161,669

To assist investors in understanding our financial performance, we supplement the financial results that are generated in accordance with the accounting principles generally accepted in the United States, or GAAP, with non-GAAP financial measures, including non-GAAP operating expenses, non-GAAP income from operations, non-GAAP net income and non-GAAP diluted net income per share. We believe that these non-GAAP measures provide meaningful insight into our operating performance excluding certain event-specific charges, and provide an alternative perspective of our results of operations. We use non-GAAP measures to assess our operating performance for the quarter. Management believes that these non-GAAP financial measures reflect an additional way of analyzing aspects of our ongoing operations that, when viewed with our GAAP results, provides a more complete understanding of the factors and trends affecting our business.

- 1) The adjustment to personnel consists of \$33 million of incremental vesting expense of our equity awards triggered by the gain on the divestiture of T-Chek. The balance consists of transaction related bonuses.
- 2) The adjustments to other operating expenses reflect fees paid to fourth parties for:
  - a) Investment banking fees related to the acquisition of Phoenix
  - b) External legal and accounting fees related to the acquisitions of Apreo and Phoenix and the divestiture of T-Chek.
- 3) The adjustment to investment and other income reflects the gain from the divestiture of T-Chek.
- 4) The adjustment to diluted weighted average shares outstanding relates to the shares of C.H. Robinson stock issued as consideration paid to the sellers in the acquisition of Phoenix.
- 5) The adjustment to diluted weighted average shares outstanding relates to the additional vesting of performance-based restricted stock as a result of the gain on sale recognized from the divestiture of T-Chek.



**C.H. ROBINSON**

