
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2017

OR

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

For the transition period from to

Commission File Number: 001-33440

INTERACTIVE BROKERS GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

30-0390693
(I.R.S. Employer
Identification No.)

One Pickwick Plaza
Greenwich, Connecticut 06830
(Address of principal executive office)

(203) 618-5800
(Registrant's telephone number, including area code)

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

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

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 definition of "accelerated filer", "large accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

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

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. ☐

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

As of November 3, 2017, there were 71,473,741 shares of the issuer's Class A common stock, par value \$0.01 per share, outstanding and 100 shares of the issuer's Class B common stock, par value \$0.01 per share, outstanding.

QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTER ENDED SEPTEMBER 30, 2017

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PART 1. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (Unaudited)

Interactive Brokers Group, Inc. and Subsidiaries Condensed Consolidated Statements of Financial Condition (Unaudited)

(in millions, except share amounts)	September 30, 2017	December 31, 2016
Assets		
Cash and cash equivalents	\$ 2,056	\$ 1,925
Cash and securities - segregated for regulatory purposes	23,566	24,017
Securities borrowed	4,195	3,629
Securities purchased under agreements to resell	589	111
Financial instruments owned, at fair value:		
Financial instruments owned	1,844	2,104
Financial instruments owned and pledged as collateral	736	1,933
Total financial instruments owned, at fair value	2,580	4,037
Receivables:		
Customers, less allowance for doubtful accounts of \$95 and \$97 as of September 30, 2017 and December 31, 2016	25,333	19,409
Brokers, dealers and clearing organizations	1,039	1,040
Interest	72	57
Total receivables	26,444	20,506
Other assets	413	448
Total assets	<u>\$ 59,843</u>	<u>\$ 54,673</u>
Liabilities and equity		
Short-term borrowings	\$ 38	\$ 74
Securities loaned	4,132	4,293
Financial instruments sold, but not yet purchased, at fair value	1,177	2,145
Payables:		
Customers	47,550	41,731
Brokers, dealers and clearing organizations	233	239
Affiliate	281	285
Accounts payable, accrued expenses and other liabilities	103	80
Interest	17	6
Total payables	48,184	42,341
Total liabilities	53,531	48,853
Commitments, contingencies and guarantees (see Note 11)		
Equity		
Stockholders' equity		
Common stock, \$0.01 par value per share:		
Class A – Authorized - 1,000,000,000, Issued - 71,607,035 and 68,119,412 shares, Outstanding – 71,473,741 and 67,984,973 shares as of September 30, 2017 and December 31, 2016	1	1
Class B – Authorized, Issued and Outstanding – 100 shares as of September 30, 2017 and December 31, 2016	—	—
Additional paid-in capital	829	775
Retained earnings	260	203
Accumulated other comprehensive income, net of income taxes of \$1 and \$0 as of September 30, 2017 and December 31, 2016	9	(2)
Treasury stock, at cost, 133,294 and 134,439 shares as of September 30, 2017 and December 31, 2016	(3)	(3)
Total stockholders' equity	1,096	974
Noncontrolling interests	5,216	4,846
Total equity	6,312	5,820
Total liabilities and equity	<u>\$ 59,843</u>	<u>\$ 54,673</u>

See accompanying notes to the condensed consolidated financial statements.

Interactive Brokers Group, Inc. and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income
(Unaudited)

(in millions, except share or per share amounts)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Revenues				
Trading gains	\$ 11	\$ 38	\$ 26	\$ 124
Commissions	163	144	477	462
Interest income	243	157	626	446
Other income	70	27	205	228
Total revenues	487	366	1,334	1,260
Interest expense	61	21	147	57
Total net revenues	426	345	1,187	1,203
Non-interest expenses				
Execution and clearing	61	62	185	183
Employee compensation and benefits	64	58	192	174
Occupancy, depreciation and amortization	11	13	34	38
Communications	7	7	22	23
General and administrative	15	19	67	46
Customer bad debt	—	3	2	6
Total non-interest expenses	158	162	502	470
Income before income taxes	268	183	685	733
Income tax expense	21	15	56	55
Net income	247	168	629	678
Less net income attributable to noncontrolling interests	216	148	551	598
Net income available for common stockholders	\$ 31	\$ 20	\$ 78	\$ 80
Earnings per share				
Basic	\$ 0.44	\$ 0.30	\$ 1.12	\$ 1.22
Diluted	\$ 0.43	\$ 0.30	\$ 1.10	\$ 1.20
Weighted average common shares outstanding				
Basic	71,109,577	67,083,654	69,405,624	65,351,842
Diluted	71,973,483	68,470,224	70,409,619	66,738,754
Comprehensive income				
Net income available for common stockholders	\$ 31	\$ 20	\$ 78	\$ 80
Other comprehensive income				
Cumulative translation adjustment, before income taxes	1	—	11	3
Income taxes related to items of other comprehensive income	—	—	—	—
Other comprehensive income, net of tax	1	—	11	3
Comprehensive income available for common stockholders	\$ 32	\$ 20	\$ 89	\$ 83
Comprehensive income attributable to noncontrolling interests				
Net income attributable to noncontrolling interests	\$ 216	\$ 148	\$ 551	\$ 598
Other comprehensive income - cumulative translation adjustment	5	2	55	19
Comprehensive income attributable to noncontrolling interests	\$ 221	\$ 150	\$ 606	\$ 617

See accompanying notes to the condensed consolidated financial statements.

Interactive Brokers Group, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(Unaudited)

(in millions)	Nine Months Ended September 30,	
	2017	2016
Cash flows from operating activities		
Net income	\$ 629	\$ 678
Adjustments to reconcile net income to net cash from operating activities		
Deferred income taxes	23	21
Depreciation and amortization	18	18
Employee stock plan compensation	38	34
Unrealized loss (gain) on other investments, net	(3)	5
Bad debt expense	2	6
Impairment loss	21	—
Change in operating assets and liabilities		
Cash and securities - segregated for regulatory purposes	451	(3,941)
Securities borrowed	(566)	(861)
Securities purchased under agreements to resell	(478)	47
Financial instruments owned, at fair value	1,459	(435)
Receivables from customers	(5,926)	(1,179)
Other receivables	(14)	(75)
Other assets	(1)	3
Securities loaned	(161)	723
Financial instruments sold, but not yet purchased, at fair value	(968)	(151)
Payable to customers	5,819	5,402
Other payables	30	(181)
Net cash provided by operating activities	373	114
Cash flows from investing activities		
Purchases of other investments	—	(6)
Distributions received and proceeds from sales of other investments	2	38
Purchase of property, equipment and intangible assets	(16)	(21)
Net cash (used in) provided by investing activities	(14)	11
Cash flows from financing activities		
Short-term borrowings, net	(36)	24
Dividends paid to stockholders	(21)	(20)
Distributions to noncontrolling interests	(222)	(184)
Repurchases of common stock for employee tax withholdings under stock incentive plans	(21)	(26)
Proceeds from the sale of treasury stock	21	25
Payments made under the Tax Receivable Agreement	(15)	(17)
Net cash used in financing activities	(294)	(198)
Effect of exchange rate changes on cash and cash equivalents	66	22
Net increase (decrease) in cash and cash equivalents	131	(51)
Cash and cash equivalents at beginning of period	1,925	1,601
Cash and cash equivalents at end of period	\$ 2,056	\$ 1,550
Supplemental disclosures of cash flow information		
Cash paid for interest	\$ 136	\$ 56
Cash paid for taxes, net	\$ 31	\$ 17
Non-cash financing activities		
Issuance of Common Stock in exchange of member interests in IBG LLC	\$ 49	\$ 56
Redemption of member interests from IBG Holdings LLC	\$ (49)	\$ (56)
Adjustments to additional paid-in capital for changes in proportionate ownership in IBG LLC	\$ 28	\$ 25
Adjustments to noncontrolling interests for changes in proportionate ownership in IBG LLC	\$ (28)	\$ (25)
Non-cash distribution to noncontrolling interests	\$ —	\$ (5)

See accompanying notes to the condensed consolidated financial statements.

Interactive Brokers Group, Inc. and Subsidiaries
Condensed Consolidated Statements of Changes in Equity
Nine Months Ended September 30, 2017 and 2016
(Unaudited)

(in millions, except share amounts)	Common Stock		Additional Paid-In Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income	Total Stockholders' Equity	Non- controlling Interests	Total Equity
	Issued Shares	Par Value							
Balance, January 1, 2017	68,119,412	\$ 1	\$ 775	\$ (3)	\$ 203	\$ (2)	\$ 974	\$ 4,846	\$ 5,820
Issuance of common stock in follow-on offering	1,214,860		18				18	(18)	—
Common stock distributed pursuant to stock incentive plans	2,272,763						—		—
Compensation for stock grants vesting in the future			6				6	32	38
Deferred tax benefit retained - follow-on offering			2				2		2
Repurchases of common stock for employee tax withholdings under stock incentive plans				(21)			(21)		(21)
Sales of treasury stock				21			21		21
Dividends paid to stockholders					(21)		(21)		(21)
Distributions from IBG LLC to noncontrolling interests							—	(222)	(222)
Adjustments for changes in proportionate ownership in IBG LLC			28				28	(28)	—
Comprehensive income					78	11	89	606	695
Balance, September 30, 2017	<u>71,607,035</u>	<u>\$ 1</u>	<u>\$ 829</u>	<u>\$ (3)</u>	<u>\$ 260</u>	<u>\$ 9</u>	<u>\$ 1,096</u>	<u>\$ 5,216</u>	<u>\$ 6,312</u>

(in millions, except share amounts)	Common Stock		Additional Paid-In Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income	Total Stockholders' Equity	Non- controlling Interests	Total Equity
	Issued Shares	Par Value							
Balance, January 1, 2016	64,121,150	\$ 1	\$ 718	\$ (3)	\$ 145	\$ 2	\$ 863	\$ 4,481	\$ 5,344
Issuance of common stock in follow-on offering	1,596,200		22				22	(22)	—
Common stock distributed pursuant to stock incentive plans	2,400,052						—		—
Compensation for stock grants vesting in the future			6				6	28	34
Deferred tax benefit retained - follow-on offering			2				2		2
Repurchases of common stock for employee tax withholdings under stock incentive plans				(26)			(26)		(26)
Sales of treasury stock				26			26	(1)	25
Dividends paid to stockholders					(20)		(20)		(20)
Distributions from IBG LLC to noncontrolling interests							—	(189)	(189)
Adjustments for changes in proportionate ownership in IBG LLC			25				25	(25)	—
Comprehensive income					80	3	83	617	700
Balance, September 30, 2016	<u>68,117,402</u>	<u>\$ 1</u>	<u>\$ 773</u>	<u>\$ (3)</u>	<u>\$ 205</u>	<u>\$ 5</u>	<u>\$ 981</u>	<u>\$ 4,889</u>	<u>\$ 5,870</u>

See accompanying notes to the condensed consolidated financial statements.

Interactive Brokers Group, Inc. and Subsidiaries

Notes to Unaudited Condensed Consolidated Financial Statements

1. Organization of Business

Interactive Brokers Group, Inc. (“IBG, Inc.”) is a Delaware holding company whose primary asset is its ownership of approximately 17.4% of the membership interests of IBG LLC, which, in turn, owns operating subsidiaries (collectively, “IBG LLC”). IBG, Inc. together with IBG LLC and its consolidated subsidiaries (collectively, “the Company”), is an automated global electronic broker and market maker specializing in executing and clearing trades in securities, futures, foreign exchange instruments, bonds and mutual funds on more than 120 electronic exchanges and market centers around the world and offering custody, prime brokerage, securities and margin lending services to customers. In the United States of America (“U.S.”), the Company conducts its business primarily from its headquarters in Greenwich, Connecticut and from Chicago, Illinois. Abroad, the Company conducts its business through offices located in Canada, England, Switzerland, Liechtenstein, India, China (Hong Kong and Shanghai), Japan, and Australia. As of September 30, 2017, the Company had 1,186 employees worldwide.

IBG LLC is a Connecticut limited liability company that conducts its business through its operating subsidiaries (collectively, the “Operating Companies”): Interactive Brokers LLC (“IB LLC”); Interactive Brokers Canada Inc. (“IBC”); Interactive Brokers (U.K.) Limited and its subsidiary, Interactive Brokers (U.K.) Nominee Limited (collectively, “IBUK”); Interactive Brokers Securities Japan, Inc. (“IBSJ”); Interactive Brokers Hong Kong Limited (“IBHK”); Interactive Brokers (India) Private Limited (“IBI”); Interactive Brokers Australia Pty Limited and its subsidiary, Interactive Brokers Australia Nominees Pty Limited (collectively, “IBA”); IB Business Services (Shanghai) Company Limited (“IBBSS”); Timber Hill LLC (“TH LLC”); Timber Hill Europe AG and its subsidiary, Timber Hill (Liechtenstein) AG (collectively, “THE”); Timber Hill Australia Pty Limited (“THA”); Timber Hill Canada Company (“THC”); Interactive Brokers Financial Products S.A. (“IBFP”); Interactive Brokers Hungary KFT (“IBH”); Interactive Brokers Software Services Estonia OU (“IBEST”); Interactive Brokers Software Services Russia (“IBRUS”); Interactive Brokers Software Services (India) Private Limited (“IBSSI”); and IB Exchange Corp. (“IBEC”) and its subsidiaries, Interactive Brokers Corp. (“IB Corp”), Covestor, Inc. and its subsidiary, Covestor Limited (collectively, “Covestor”), and Greenwich Advisor Compliance Services Corp. (“Greenwich Compliance”).

The Company operates in two business segments: electronic brokerage and market making, both supported by corporate. The Company conducts its electronic brokerage business through certain Interactive Brokers subsidiaries, which provide electronic execution and clearing services to customers worldwide. The Company conducts its market making business principally through its Timber Hill subsidiaries on some of the world’s leading exchanges and market centers, primarily in exchange-traded equities, equity options and equity-index options and futures (See Note 2 – Discontinued Operations and Costs Associated with Exit or Disposal Activities). Corporate enables the Company to operate cohesively and effectively by providing support via development services and control functions to the business segments and also by executing the Company’s currency diversification strategy.

Certain of the Operating Companies are members of various securities and commodities exchanges in North America, Europe and the Asia/Pacific region and are subject to regulatory capital and other requirements (see Note 13). IB LLC, IBC, IBUK, IBSJ, IBHK, IBI, and IBA carry securities accounts for customers or perform custodial functions relating to customer securities.

2. Significant Accounting Policies

Basis of Presentation

These condensed consolidated financial statements are presented in U.S. dollars and have been prepared in accordance with accounting principles generally accepted in the U.S. (“U.S. GAAP”) and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”) regarding financial reporting with respect to Form 10-Q.

These condensed consolidated financial statements are unaudited and should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company’s 2016 Annual Report on Form 10-K for the year ended December 31, 2016, which was filed with the SEC on February 28, 2017. The condensed consolidated financial information as of December 31, 2016 has been derived from the audited consolidated financial statements not included herein.

These condensed consolidated financial statements include the accounts of the Company and its consolidated subsidiaries and reflect all adjustments of a normal and recurring nature that are, in the opinion of management, necessary for the fair presentation of the results for the periods presented. The operating results for interim periods are not necessarily indicative of the operating results for the entire year.

Interactive Brokers Group, Inc. and Subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements

Principles of Consolidation, including Noncontrolling Interests

These condensed consolidated financial statements include the accounts of IBG, Inc. and its majority and wholly owned subsidiaries. As sole managing member of IBG LLC, IBG, Inc. exerts control over IBG LLC's operations. In accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 810, "Consolidation," the Company consolidates IBG LLC's financial statements and records the interests in IBG LLC that it does not own as noncontrolling interests.

The Company's policy is to consolidate all other entities in which it owns more than 50% unless it does not have control. All inter-company balances and transactions have been eliminated.

Discontinued Operations and Costs Associated with Exit or Disposal Activities

On March 8, 2017, the Company announced its intention to discontinue its options market making activities globally. Additionally, as previously announced, on September 29, 2017 the Company completed the transfer of its U.S. options market making operations to Two Sigma Securities, LLC and a gain on sale of \$11 million, reflecting the recovery of exit costs, was recorded in other income in the condensed consolidated statements of comprehensive income. The Company will continue to phase out its market making operations outside of the U.S. substantially over the coming months and expects to report discontinued operations when it meets the criteria under FASB Topic ASC 205-20, "Discontinued Operations."

Consistent with earlier estimates, the Company expects to incur approximately \$25 million in one-time restructuring costs, of which \$24 million, consisting of the impairment of exchange trading rights and employee severance, has been recognized during the nine months ended September 30, 2017. The \$25 million estimate includes approximately \$22 million of non-cash expenditures, consisting of impairment of the carrying value of certain exchange trading rights and stock-based compensation and \$3 million of future cash expenditures primarily related to severance costs for employee terminations, of which \$22 million and \$2 million, respectively, have been recognized during the nine months ended September 30, 2017.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts and disclosures in these condensed consolidated financial statements and accompanying notes. These estimates and assumptions are based on judgment and the best available information at the time. Therefore, actual results could differ materially from those estimates. Such estimates include the allowance for doubtful accounts, valuation of certain investments, compensation accruals, current and deferred income taxes, costs associated with exit or disposal activities, and contingency reserves.

Fair Value

Substantially all of the Company's assets and liabilities, including financial instruments are carried at fair value based on published market prices and are marked to market, or are assets and liabilities which are short-term in nature and are carried at amounts that approximate fair value.

The Company applies the fair value hierarchy in accordance with FASB ASC Topic 820, "Fair Value Measurement" ("ASC Topic 820"), to prioritize the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy are:

Level 1	Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
Level 2	Quoted prices for similar assets in an active market, quoted prices in markets that are not active or financial instruments for which all significant inputs are observable, either directly or indirectly.
Level 3	Prices or valuations that require inputs that are both significant to fair value measurement and unobservable.

Financial instruments owned, at fair value and financial instruments sold, but not yet purchased, at fair value are generally classified as Level 1 of the fair value hierarchy. The Company's Level 1 financial instruments, which are valued using quoted market prices as published by exchanges and clearing houses or otherwise broadly distributed in active markets, include active listed stocks, options,

Interactive Brokers Group, Inc. and Subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements

warrants and discount certificates, and U.S. and foreign government securities. The Company does not adjust quoted prices for financial instruments classified as Level 1 of the fair value hierarchy, even in the event that the Company may hold a large position whereby a purchase or sale could reasonably impact quoted prices.

Currency forward contracts are valued using broadly distributed bank and broker prices, and are classified as Level 2 of the fair value hierarchy since inputs to their valuation can be generally corroborated by market data. Other securities that are not traded in active markets are also classified in Level 2 of the fair value hierarchy. Level 3 financial instruments are comprised of securities that have been delisted or otherwise are no longer tradable in active markets and have been valued by the Company based on internal estimates.

Earnings per Share

Earnings per share (“EPS”) is computed in accordance with FASB ASC Topic 260, “Earnings per Share.” Basic EPS is computed by dividing the net income available for common stockholders by the weighted average number of shares outstanding for that period. Diluted EPS is calculated by dividing the net income available for common stockholders by the diluted weighted average shares outstanding for that period. Diluted EPS includes the determinants of the basic EPS and, in addition, reflects the dilutive effect of shares of common stock estimated to be distributed in the future under the Company’s stock-based compensation plans, with no adjustments to net income available for common stockholders for dilutive potential common shares.

Stock-Based Compensation

The Company follows FASB ASC Topic 718, “Compensation - Stock Compensation” (“ASC Topic 718”), to account for its stock-based compensation plans. ASC Topic 718 requires all share-based payments to employees to be recognized in the condensed consolidated financial statements using a fair value-based method. Grants, which are denominated in U.S. dollars, are communicated to employees in the year of grant, thereby establishing the fair value of each grant. The fair value of awards granted to employees are generally expensed as follows: 50% in the year of grant in recognition of the plans’ post-employment provisions (as described below) and the remaining 50% over the related vesting period utilizing the “graded vesting” method permitted under ASC Topic 718. In the case of “retirement eligible” employees (those employees older than 59), 100% of awards are expensed when granted.

Awards granted under stock-based compensation plans are subject to the plans’ post-employment provisions in the event an employee ceases employment with the Company. The plans provide that employees who discontinue employment with the Company without cause and continue to meet the terms of the plans’ post-employment provisions will be eligible to earn 50% of previously granted but not yet earned awards, unless the employee is over the age of 59, in which case the employee would be eligible to receive 100% of previously granted but not yet earned awards.

Cash and Cash Equivalents

Cash and cash equivalents consist of deposits with banks and all highly liquid investments, with maturities of three months or less, that are not segregated and deposited for regulatory purposes or to meet margin requirements at clearing houses.

Cash and Securities - Segregated for Regulatory Purposes

As a result of customer activities, certain Operating Companies are obligated by rules mandated by their primary regulators to segregate or set aside cash or qualified securities to satisfy such regulations, which have been promulgated to protect customer assets. Securities segregated for regulatory purposes consisted of U.S. government securities of \$3.5 billion and \$7.4 billion as of September 30, 2017 and December 31, 2016, respectively, and securities purchased under agreements to resell in the amount of \$12.5 billion and \$11.0 billion as of September 30, 2017 and December 31, 2016, respectively, which amounts approximate fair value.

Securities Borrowed and Securities Loaned

Securities borrowed and securities loaned are recorded at the amount of the cash collateral advanced or received. Securities borrowed transactions require the Company to provide counterparties with collateral, which may be in the form of cash, letters of credit or other securities. With respect to securities loaned, the Company receives collateral, which may be in the form of cash or other securities in an amount generally in excess of the fair value of the securities loaned. The Company monitors the market value of securities borrowed and loaned on a daily basis, with additional collateral obtained or refunded as permitted contractually. It is the Company’s policy to net, in the condensed consolidated statements of financial condition, securities borrowed and securities loaned entered into with the same counterparty that meet the offsetting requirements prescribed in FASB ASC Topic 210-20, “Balance Sheet – Offsetting” (“ASC Topic 210-20”).

Interactive Brokers Group, Inc. and Subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements

Securities lending fees received and paid by the Company are included in interest income and interest expense, respectively, in the condensed consolidated statements of comprehensive income.

Securities Purchased Under Agreements to Resell and Securities Sold Under Agreements to Repurchase

Securities purchased under agreements to resell, which are reported as collateralized financing transactions, are recorded at contract value, which approximates fair value. To ensure that the fair value of the underlying collateral remains sufficient, the collateral is valued daily with additional collateral obtained or excess collateral returned, as permitted under contractual provisions. It is the Company's policy to net, in the condensed consolidated statements of financial condition, securities purchased under agreements to resell transactions and securities sold under agreements to repurchase transactions entered into with the same counterparty that meet the offsetting requirements prescribed in ASC Topic 210-20.

Financial Instruments Owned and Financial Instruments Sold, But Not Yet Purchased, at Fair Value

Financial instrument transactions are accounted for on a trade date basis. Financial instruments owned and financial instruments sold, but not yet purchased are stated at fair value based upon quoted market prices. The Company's financial instruments pledged to counterparties where the counterparty has the right, by contract or custom, to sell or repledge the financial instruments are reported as financial instruments owned and pledged as collateral in the condensed consolidated statements of financial condition.

Customer Receivables and Payables

Customer securities transactions are recorded on a settlement date basis and customer commodities transactions are recorded on a trade date basis. Receivables from and payables to customers include amounts due on cash and margin transactions, including futures contracts transacted on behalf of customers. Securities owned by customers, including those that collateralize margin loans or other similar transactions, are not reported in the condensed consolidated statements of financial condition. Amounts receivable from customers that are determined by management to be uncollectible are recorded as customer bad debt expense in the condensed consolidated statements of comprehensive income.

Receivables from and Payables to Brokers, Dealers and Clearing Organizations

Receivables from and payables to brokers, dealers and clearing organizations include net receivables and payables from unsettled trades, including amounts related to futures and options on futures contracts executed on behalf of customers, amounts receivable for securities not delivered by the Company to the purchaser by the settlement date ("fails to deliver") and cash deposits. Payables to brokers, dealers and clearing organizations also include amounts payable for securities not received by the Company from a seller by the settlement date ("fails to receive").

Investments

The Company makes certain strategic investments related to its business and accounts for these investments under the cost method of accounting or under the equity method of accounting as required under FASB ASC Topic 323, "Investments - Equity Method and Joint Ventures." Investments accounted for under the equity method, including where the investee is a limited partnership or limited liability company, are recorded at the fair value amount of the Company's initial investment and are adjusted each period for the Company's share of the investee's income or loss. The Company's share of the income or losses from equity method investments is included in other income in the condensed consolidated statements of comprehensive income. The recorded amounts of the Company's equity method investments of \$23 million and \$22 million as of September 30, 2017 and December 31, 2016, respectively, which are included in other assets in the condensed consolidated statements of financial condition, increase or decrease accordingly. Contributions paid to and distributions received from equity method investees are recorded as additions or reductions, respectively, to the respective investment balance.

The Company also holds exchange memberships and investments in equity securities of certain exchanges, as required to qualify as a clearing member, and strategic investments in corporate stock that do not qualify for equity method accounting. Such investments of \$12 million and \$33 million as of September 30, 2017 and December 31, 2016, respectively, are recorded at cost or, if an other-than-temporary impairment in value has occurred, at a value that reflects management's estimate of the impairment, and are also included in other assets in the condensed consolidated statements of financial condition. Dividends received from cost basis investments are included in other income in the condensed consolidated statements of comprehensive income when such dividends are received.

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A judgmental aspect of accounting for investments is evaluating whether an other-than-temporary decline in the value of an investment has occurred. The evaluation of an other-than-temporary impairment is dependent on specific quantitative and qualitative factors and circumstances surrounding an investment, including recurring operating losses, credit defaults and subsequent rounds of financing. The Company's equity investments do not have readily determinable market values. All investments are reviewed for changes in circumstances or occurrence of events that suggest the Company's investment may not be recoverable. If an unrealized loss on any investment is considered to be other-than-temporary, the loss is recognized in the period the determination is made.

Property, Equipment, and Intangible Assets

Property, equipment, and intangible assets, which are included in other assets in the condensed consolidated statements of financial condition, consist of leasehold improvements, computer equipment, software developed for the Company's internal use, office furniture and equipment, and acquired technology.

Property and equipment are recorded at historical cost, less accumulated depreciation and amortization. Additions and improvements that extend the lives of assets are capitalized, while expenditures for repairs and maintenance are expensed as incurred. Depreciation and amortization are computed using the straight-line method. Equipment is depreciated over the estimated useful lives of the assets, while leasehold improvements are amortized over the lesser of the estimated economic useful life of the asset or the term of the lease. Computer equipment is depreciated over three to five years and office furniture and equipment are depreciated over five to seven years. Intangible assets with a finite life are amortized on a straight line basis over their estimated useful lives of three years, and tested for recoverability whenever events indicate that the carrying amounts may not be recoverable. Qualifying costs for internally developed software are capitalized and amortized over the expected useful life of the developed software, not to exceed three years. Upon retirement or disposition of property and equipment, the cost and related accumulated depreciation are removed from the condensed consolidated statements of financial condition and any resulting gain or loss is recorded in other income in the condensed consolidated statements of comprehensive income. Fully depreciated (or amortized) assets are retired on an annual basis.

Comprehensive Income and Foreign Currency Translation

The Company's operating results are reported in the condensed consolidated statements of comprehensive income pursuant to FASB ASC Topic 220, "Comprehensive Income."

Comprehensive income consists of two components: net income and other comprehensive income ("OCI"). The Company's OCI is comprised of gains and losses resulting from translating foreign currency financial statements of non-U.S. subsidiaries, net of related income taxes, where applicable. In general, the practice and intention of the Company is to reinvest the earnings of its non-U.S. subsidiaries in those operations, therefore tax is usually not accrued.

The Company's non-U.S. domiciled subsidiaries have a functional currency that is other than the U.S. dollar. Such subsidiaries' assets and liabilities are translated into U.S. dollars at period-end exchange rates, and revenues and expenses are translated at average exchange rates prevailing during the period. Adjustments that result from translating amounts from a subsidiary's functional currency to the U.S. dollar (as described above) are reported net of tax, where applicable, in accumulated OCI in the condensed consolidated statements of financial condition.

Revenue Recognition

Trading Gains

Trading gains and losses are recorded on trade date and are reported on a net basis. Trading gains and losses are comprised of changes in the fair value of financial instruments owned, at fair value and financial instruments sold, but not yet purchased, at fair value (i.e., unrealized gains and losses) and realized gains and losses related to the Company's market making business segment. Included in trading gains are net gains and losses on stocks, U.S. and foreign government securities, options, futures, foreign exchange and other derivative instruments. Dividends are integral to the valuation of stocks and interest is integral to the valuation of fixed income instruments. Accordingly, both dividends and interest income and expense attributable to financial instruments owned, at fair value and financial instruments sold, but not yet purchased, at fair value are reported on a net basis in trading gains in the condensed consolidated statements of comprehensive income.

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Commissions

Commissions earned for executing and/or clearing transactions are accrued on a trade date basis and are reported as commissions in the condensed consolidated statements of comprehensive income.

Interest Income and Expense

The Company earns interest income and incurs interest expense primarily in connection with its electronic brokerage customer business and its securities lending activities, which are recorded on an accrual basis and are included in interest income and interest expense, respectively, in the condensed consolidated statements of comprehensive income.

Foreign Currency Gains and Losses

Foreign currency balances are assets and liabilities in currencies other than the Company's functional currency. At every reporting date, the Company revalues its foreign currency balances to its functional currency at the spot exchange rate and records the associated foreign currency gains and losses. These foreign currency gains and losses are reported in the condensed consolidated statements of comprehensive income, as follows: (a) foreign currency gains and losses related to the Company's currency diversification strategy are reported in other income; (b) foreign currency gains and losses related to the market making core-business activities are reported in trading gains; (c) contractual foreign currency gains and losses arising from currency swap transactions in the electronic brokerage business are reported in interest income; and (d) all other foreign currency gains and losses are reported in other income.

Rebates

Rebates consist of volume discounts, credits or payments received from exchanges or other market centers related to the placement and/or removal of liquidity from the order flow in the marketplace and are recorded on an accrual basis. Rebates are recorded net within execution and clearing expenses in the condensed consolidated statements of comprehensive income. Rebates received for trades executed on behalf of customers that elect tiered pricing are passed, in whole or part, to these customers; and such pass-through amounts are recorded net within commissions in the condensed consolidated statements of comprehensive income.

Income Taxes

The Company accounts for income taxes in accordance with FASB ASC Topic 740, "Income Taxes" ("ASC Topic 740"). The Company's income tax expense, deferred tax assets and liabilities, and reserves for unrecognized tax benefits are based on enacted tax laws (see Note 10) and reflect management's best assessment of estimated future taxes to be paid. The Company is subject to income taxes in the U.S. and numerous foreign jurisdictions. Determining income tax expense requires significant judgments and estimates.

Deferred income tax assets and liabilities arise from temporary differences between the tax and financial statements recognition of underlying assets and liabilities. In evaluating the ability to recover deferred tax assets within the jurisdictions from which they arise, the Company considers all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax-planning strategies, and results of recent operations. In projecting future taxable income, historical results are adjusted for changes in accounting policies and incorporate assumptions including the amount of future state, federal and foreign pre-tax operating income, the reversal of temporary differences, and the implementation of feasible and prudent tax-planning strategies. These assumptions require significant judgment about the forecasts of future taxable income and are consistent with the plans and estimates the Company is using to manage the underlying businesses. In evaluating the objective evidence that historical results provide, three years of cumulative operating income (loss) are considered. Deferred income taxes have not been provided for U.S. tax liabilities or for additional foreign taxes on the unremitted earnings of foreign subsidiaries that have been indefinitely reinvested.

The calculation of the Company's tax liabilities involves dealing with uncertainties in the application of complex tax laws and regulations in a multitude of jurisdictions across the Company's global operations. Changes in tax laws and rates could also affect recorded deferred tax assets and liabilities in the future. The Company is not aware of any such changes that would have a material effect on the Company's results of operations, cash flows, or financial position.

The Company records tax liabilities in accordance with ASC Topic 740 and adjusts these liabilities when management's judgment changes as a result of the evaluation of new information not previously available. Because of the complexity of some of these uncertainties, the ultimate resolution may result in payments that are different from the current estimates of these tax liabilities. These

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differences will be reflected as increases or decreases to income tax expense in the period in which new information becomes available.

The Company recognizes a tax benefit from an uncertain tax position only when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, on the basis of the technical merits. A tax position that meets this standard is measured at the largest amount of benefit that will more likely than not be realized on settlement.

The Company recognizes interest related to income tax matters as interest income or interest expense and penalties related to income tax matters as income tax expense in the condensed consolidated statements of comprehensive income.

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Recently Issued Accounting Pronouncements

Following is a summary of recently issued FASB Accounting Standards Updates (“ASUs”) that have affected or may affect the Company’s condensed consolidated financial statements:

	<u>Affects</u>	<u>Status</u>
ASU 2016-01	<i>Financial Instruments - Overall (Subtopic 825-10)</i> : Recognition and Measurement of Financial Assets and Financial Liabilities.	Effective for fiscal years beginning after December 15, 2017.
ASU 2016-02	<i>Leases (Topic 842)</i> : Requires that, at lease inception, a lessee recognize a right-of-use asset, representing the right to use the underlying asset for the lease term, and a lease liability, representing the liability to make lease payments, in the statements of financial condition, among other requirements.	Effective for fiscal years beginning after December 15, 2018.
ASU 2016-08	<i>Revenue from Contracts with Customers (Topic 606)</i> : Principal versus Agent Considerations (Reporting Revenue Gross versus Net).	Effective for annual reporting periods beginning after December 15, 2017.
ASU 2016-10	<i>Revenue from Contracts with Customers (Topic 606)</i> : Identifying Performance Obligations and Licensing.	Effective for annual reporting periods beginning after December 15, 2017.
ASU 2016-13	<i>Financial Instruments - Credit Losses (Topic 326)</i> : Measurement of Credit Losses on Financial Instruments.	Effective for fiscal years beginning after December 15, 2019.
ASU 2016-15	<i>Statement of Cash Flows (Topic 230)</i> : Classification of Certain Cash Receipts and Cash Payments.	Effective for fiscal years beginning after December 15, 2017.
ASU 2016-16	<i>Income Taxes (Topic 740)</i> : Intra-Entity Transfers of Assets Other Than Inventory.	Effective for annual reporting periods beginning after December 15, 2017.
ASU 2017-01	<i>Business Combinations (Topic 805)</i> : Clarifying the Definition of a Business.	Effective for annual periods beginning after December 15, 2017.
ASU 2017-04	<i>Intangibles - Goodwill and Other (Topic 350)</i> : Simplifying the Test for Goodwill Impairment.	Effective for fiscal years beginning after December 15, 2019.
ASU 2017-05	<i>Other Income - Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20)</i> : Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets.	Effective for annual reporting periods beginning after December 15, 2017.
ASU 2017-08	<i>Receivables—Nonrefundable Fees and Other Costs (Subtopic 310-20)</i> : Amending the amortization period for certain purchased callable debt securities held at a premium.	Effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018.
ASU 2017-09	<i>Compensation—Stock Compensation (Topic 718)</i> : Providing clarity and reduce both diversity in practice and cost and complexity when applying the guidance in Topic 718, Compensation—Stock Compensation, to a change to the terms or conditions of a share-based payment award.	Effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017.
ASU 2017-11	<i>Earnings Per Share (Topic 260)</i> <i>Distinguishing Liabilities from Equity (Topic 480)</i> <i>Derivatives and Hedging (Topic 815)</i> : Changing the classification analysis of certain equity-linked financial instruments (or embedded features) with down round features.	Effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018.
ASU 2017-12	<i>Derivatives and Hedging (Topic 815)</i> : Targeted Improvements to Accounting for Hedging Activities.	Effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018.

Adoption of those ASUs that became effective during 2016 and 2017, prior to the issuance of the Company’s condensed consolidated financial statements, did not have a material effect on these financial statements.

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The Company has reviewed the impact of FASB ASC Topic 606, “Revenue from Contracts with Customers” (“ASC Topic 606”), and expects to identify similar performance obligations under ASC Topic 606 as compared with deliverables and separate units of account previously identified, as a result the Company expects the timing of our revenue recognition to remain the same as compared to FASB ASC Topic 605, “Revenue Recognition.” The Company expects to adopt ASC Topic 606 using the modified retrospective method.

3. Trading Activities and Related Risks

The Company’s trading activities include providing securities market making and brokerage services. Trading activities expose the Company to market and credit risks. These risks are managed in accordance with established risk management policies and procedures. To accomplish this, management has established a risk management process that includes:

- a regular review of the risk management process by executive management as part of its oversight role;
- defined risk management policies and procedures supported by a rigorous analytic framework; and
- articulated risk tolerance levels as defined by executive management that are regularly reviewed to ensure that the Company’s risk-taking is consistent with its business strategy, capital structure, and current and anticipated market conditions.

Market Risk

The Company is exposed to various market risks. Exposures to market risks arise from equity price risk, foreign currency exchange rate fluctuations and changes in interest rates. The Company seeks to mitigate market risk associated with trading inventories by employing hedging strategies that correlate rate, price and spread movements of trading inventories and related financing and hedging activities. The Company uses a combination of cash instruments and exchange traded derivatives to hedge its market exposures. The Company does not apply hedge accounting. The following discussion describes the types of market risk faced:

Equity Price Risk

Equity price risk arises from the possibility that equity security prices will fluctuate, affecting the value of equity securities and other instruments that derive their value from a particular stock, a defined basket of stocks, or a stock index. The Company is subject to equity price risk primarily in financial instruments. The Company attempts to limit such risks by continuously reevaluating prices and by diversifying its portfolio across many different options, futures and underlying securities and avoiding concentrations of positions based on the same underlying security.

Currency Risk

Currency risk arises from the possibility that fluctuations in foreign exchange rates will impact the value of financial instruments. The Company manages this risk using spot (i.e., cash) currency transactions, currency futures contracts and currency forward contracts. As a global electronic broker and market maker trading on exchanges around the world in multiple currencies, the Company is exposed to foreign currency risk. The Company actively manages its currency exposure using a currency diversification strategy, which, during the current quarter, was based on a defined basket of 14 currencies internally referred to as the “GLOBAL.” These strategies minimize the fluctuation of the Company’s net worth as expressed in GLOBALs, thereby diversifying its risk in alignment with these global currencies, weighted by the Company’s view of their importance. As the Company’s financial results are reported in U.S. dollars, the change in the value of the GLOBAL as expressed in U.S. dollars affects the Company’s earnings. The impact of this currency diversification strategy in the Company’s earnings is included in other income in the condensed consolidated statements of comprehensive income. In light of the Company’s decision to discontinue its options market making activities, the Company removed the Singapore dollar (SGD) and realigned the relative weights of the U.S. dollar (USD) versus the other currency components to better reflect its businesses going forward. The new composition went into effect as of the close of business on March 31, 2017.

Interest Rate Risk

Interest rate risk arises from the possibility that changes in interest rates will affect the value of financial instruments. The Company is exposed to interest rate risk on cash and margin balances, positions carried in equity and fixed income securities, options, and futures and on its borrowings. These risks are managed through investment policies and by entering into interest rate futures contracts.

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Credit Risk

The Company is exposed to risk of loss if an individual, counterparty or issuer fails to perform its obligations under contractual terms (“default risk”). Both cash instruments and derivatives expose the Company to default risk. The Company has established policies and procedures for mitigating credit risk on principal transactions, including reviewing and establishing limits for credit exposure, maintaining collateral, and continually assessing the creditworthiness of counterparties.

The Company’s credit risk is limited in that substantially all of the contracts entered into are settled directly at securities and commodities clearing houses and a small portion is settled through member firms and banks with substantial financial and operational resources. The Company seeks to control the risks associated with its customer margin activities by requiring customers to maintain collateral in compliance with regulatory and internal guidelines.

In the normal course of business, the Company executes, settles, and finances various customer securities transactions. Execution of these transactions includes the purchase and sale of securities which exposes the Company to default risk arising from the potential that customers or counterparties may fail to satisfy their obligations. In these situations, the Company may be required to purchase or sell financial instruments at unfavorable market prices to satisfy obligations to customers or counterparties. Liabilities to other brokers and dealers related to unsettled transactions (i.e., securities fails to receive) are recorded at the amount for which the securities were purchased, and are paid upon receipt of the securities from other brokers or dealers. In the case of aged securities fails to receive, the Company may purchase the underlying security in the market and seek reimbursement for any losses from the counterparty.

For cash management purposes, the Company enters into short-term securities purchased under agreements to resell and securities sold under agreements to repurchase transactions (“repos”) in addition to securities borrowing and lending arrangements, all of which may result in credit exposure in the event the counterparty to a transaction is unable to fulfill its contractual obligations. Repos are collateralized by securities with a market value in excess of the obligation under the contract. Similarly, securities lending agreements are collateralized by deposits of cash or securities. The Company attempts to minimize credit risk associated with these activities by monitoring collateral values on a daily basis and requiring additional collateral to be deposited with or returned to the Company as permitted under contractual provisions.

Concentrations of Credit Risk

The Company’s exposure to credit risk associated with its trading and other activities is measured on an individual counterparty basis, as well as by groups of counterparties that share similar attributes. Concentrations of credit risk can be affected by changes in political, industry, or economic factors. To reduce the potential for risk concentration, credit limits are established and exposure is monitored in light of changing counterparty and market conditions. As of September 30, 2017, the Company did not have any material concentrations of credit risk outside the ordinary course of business.

Off-Balance Sheet Risks

The Company may be exposed to a risk of loss not reflected in the condensed consolidated financial statements to settle futures and certain over-the-counter contracts at contracted prices, which may require repurchase or sale of the underlying products in the market at prevailing prices. Accordingly, these transactions result in off-balance sheet risk as the Company’s cost to liquidate such contracts may exceed the amounts reported in the Company’s condensed consolidated statements of financial condition.

4. Equity and Earnings per Share

In connection with IBG, Inc.’s initial public offering of Class A common stock (“IPO”) in May 2007, it purchased 10.0% of the membership interests in IBG LLC from IBG Holdings LLC (“Holdings”), became the sole managing member of IBG LLC and began to consolidate IBG LLC’s financial results into its financial statements. Holdings owns all of IBG, Inc.’s Class B common stock, which has voting rights in proportion to its ownership interests in IBG LLC. The table below shows the amount of IBG LLC membership interests held by IBG, Inc. and Holdings as of September 30, 2017.

	<u>IBG, Inc.</u>	<u>Holdings</u>	<u>Total</u>
Ownership %	17.4%	82.6%	100.0%
Membership interests	71,477,590	340,229,444	411,707,034

These condensed consolidated financial statements reflect the results of operations and financial position of IBG, Inc., including consolidation of its investment in IBG LLC and its subsidiaries. The noncontrolling interests in IBG LLC attributable to Holdings are reported as a component of total equity in the condensed consolidated statements of financial condition.

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Recapitalization and Post-IPO Capital Structure

Immediately prior to and immediately following the consummation of the IPO, IBG, Inc., Holdings, IBG LLC and the members of IBG LLC consummated a series of transactions collectively referred to herein as the “Recapitalization.” In connection with the Recapitalization, IBG, Inc., Holdings and the historical members of IBG LLC entered into an exchange agreement, dated as of May 3, 2007 (the “Exchange Agreement”), pursuant to which the historical members of IBG LLC received membership interests in Holdings in exchange for their membership interests in IBG LLC. Additionally, IBG, Inc. became the sole managing member of IBG LLC.

In connection with the consummation of the IPO, Holdings used the net proceeds to redeem 10.0% of members’ interests in Holdings in proportion to their interests. Immediately following the Recapitalization and IPO, Holdings owned approximately 90% of IBG LLC and 100% of IBG, Inc.’s Class B common stock, which has voting power in IBG, Inc. in proportion to Holdings’ ownership of IBG LLC.

Since consummation of the IPO and Recapitalization, IBG, Inc.’s equity capital structure has been comprised of Class A and Class B common stock. All shares of common stock have a par value of \$0.01 per share and have identical rights to earnings and dividends and in liquidation. As of September 30, 2017 and December 31, 2016, respectively, 1,000,000,000 shares of Class A common stock were authorized, of which 71,607,035 and 68,119,412 shares have been issued; and 71,473,741 and 67,984,973 shares were outstanding. Class B common stock is comprised of 100 authorized shares, of which 100 shares were issued and outstanding as of September 30, 2017 and December 31, 2016, respectively. In addition, 10,000 shares of preferred stock have been authorized, of which no shares are issued or outstanding as of September 30, 2017 and December 31, 2016, respectively.

As a result of a federal income tax election made by IBG LLC applicable to the acquisition of IBG LLC member interests by IBG, Inc., the income tax basis of the assets of IBG LLC acquired by IBG, Inc. have been adjusted based on the amount paid for such interests. Deferred tax assets were recorded as of the IPO date and in connection with subsequent redemptions of Holdings member interests in exchange for common stock. These deferred tax assets are included in other assets in the Company’s condensed consolidated statements of financial condition and are being amortized as additional deferred income tax expense over 15 years from the IPO date and from the additional redemption dates, respectively, as allowable under current tax law. As of September 30, 2017 and December 31, 2016, the unamortized balance of these deferred tax assets was \$263 million and \$273 million, respectively.

IBG, Inc. also entered into an agreement (the “Tax Receivable Agreement”) with Holdings to pay Holdings (for the benefit of the former members of IBG LLC) 85% of the tax savings that IBG, Inc. actually realizes as the result of tax basis increases. These payables to Holdings are reported as payable to affiliate in the Company’s condensed consolidated statements of financial condition. The remaining 15% is accounted for as a permanent increase to additional paid-in capital in the Company’s condensed consolidated statements of financial condition.

The cumulative amounts of deferred tax assets, payables to Holdings and additional paid-in capital arising from stock offerings from the date of the IPO through September 30, 2017 were \$483 million, \$411 million, and \$73 million, respectively. Amounts payable under the Tax Receivable Agreement are payable to Holdings annually following the filing of IBG, Inc.’s federal income tax return. The Company has paid Holdings a cumulative total of \$131 million through September 30, 2017.

The Exchange Agreement, as amended, provides for future redemptions of member interests and for the purchase of member interests in IBG LLC by IBG, Inc. from Holdings, which could result in IBG, Inc. acquiring the remaining member interests in IBG LLC that it does not own. On an annual basis, members of Holdings are able to request redemption of their interests.

At the time of IBG, Inc.’s IPO in 2007, three hundred sixty (360) million shares of authorized common stock were reserved for future sales and redemptions. From 2008 through 2010, Holdings redeemed 5,013,259 IBG LLC interests with a total value of \$114 million, which redemptions were funded using cash on hand at IBG LLC. Upon cash redemption these IBG LLC interests were retired. From 2011 through 2016, IBG, Inc. issued 12,643,495 shares of common stock (with a fair value of \$362 million) directly to Holdings in exchange for an equivalent number of member interests in IBG LLC. On July 28, 2017, the Company filed a Prospectus Supplement on Form 424B5 (File Number 333-219552) with the SEC to issue 1,214,860 shares of common stock in exchange for an equivalent number of shares of member interests in IBG LLC.

As a consequence of these redemption transactions, and distribution of shares to employees (see Note 9), IBG, Inc.’s interest in IBG LLC has increased to approximately 17.4%, with Holdings owning the remaining 82.6% as of September 30, 2017. The redemptions also resulted in an increase in the Holdings interest held by Mr. Thomas Peterffy and his affiliates from approximately 84.6% at the IPO to approximately 89.2% as of September 30, 2017.

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Earnings per Share

Basic earnings per share is calculated utilizing net income available for common stockholders divided by the weighted average number of shares of Class A and Class B common stock outstanding for that period.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(in millions, except share or per share amounts)			
Basic earnings per share				
Net income available for common stockholders	\$ 31	\$ 20	\$ 78	\$ 80
Weighted average shares of common stock outstanding				
Class A	71,109,477	67,083,554	69,405,524	65,351,742
Class B	100	100	100	100
	<u>71,109,577</u>	<u>67,083,654</u>	<u>69,405,624</u>	<u>65,351,842</u>
Basic earnings per share	\$ 0.44	\$ 0.30	\$ 1.12	\$ 1.22

Diluted earnings per share are calculated utilizing the Company's basic net income available for common stockholders divided by diluted weighted average shares outstanding with no adjustments to net income available to common stockholders for potentially dilutive common shares.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(in millions, except share or per share amounts)			
Diluted earnings per share				
Net income available for common stockholders	\$ 31	\$ 20	\$ 78	\$ 80
Weighted average shares of common stock outstanding				
Class A				
Issued and outstanding	71,109,477	67,083,554	69,405,524	65,351,742
Potentially dilutive common shares				
Issuable pursuant to employee stock incentive plans	863,906	1,386,570	1,003,995	1,386,912
Class B	100	100	100	100
	<u>71,973,483</u>	<u>68,470,224</u>	<u>70,409,619</u>	<u>66,738,754</u>
Diluted earnings per share	\$ 0.43	\$ 0.30	\$ 1.10	\$ 1.20

Member Distributions and Stockholder Dividends

During the nine months ended September 30, 2017, IBG LLC made distributions totaling \$267 million, to its members, of which IBG, Inc.'s proportionate share was \$45 million. In March, June, and September 2017, the Company paid quarterly cash dividends of \$0.10 per share of common stock, totaling \$7 million, \$7 million and \$7 million, respectively.

On October 17, 2017, the Company declared a cash dividend of \$0.10 per common share, payable on December 14, 2017 to stockholders of record as of December 1, 2017.

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5. Comprehensive Income

The following table presents comprehensive income and earnings per share on comprehensive income:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(in millions, except share or per share amounts)			
Comprehensive income available for common stockholders	\$ 32	\$ 20	\$ 89	\$ 83
Earnings per share on comprehensive income				
Basic	\$ 0.45	\$ 0.31	\$ 1.28	\$ 1.27
Diluted	\$ 0.44	\$ 0.30	\$ 1.26	\$ 1.25
Weighted average common shares outstanding				
Basic	71,109,577	67,083,654	69,405,624	65,351,842
Diluted	71,973,483	68,470,224	70,409,619	66,738,754

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6. Financial Assets and Financial Liabilities

Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following tables set forth, by level within the fair value hierarchy (see Note 2), financial assets and liabilities, measured at fair value on a recurring basis as of September 30, 2017 and December 31, 2016. As required by ASC Topic 820, financial assets and financial liabilities are classified in their entirety based on the lowest level of input that is significant to the respective fair value measurement.

	Financial Assets At Fair Value as of September 30, 2017			
	Level 1	Level 2	Level 3	Total
	(in millions)			
Securities segregated for regulatory purposes	\$ 3,518	\$ —	\$ —	\$ 3,518
Financial instruments owned, at fair value				
Stocks	1,263	—	1	1,264
Options	1,246	—	—	1,246
Warrants and discount certificates	2	—	—	2
U.S. and foreign government securities	61	—	—	61
Corporate and municipal bonds	—	2	1	3
Currency forward contracts	—	4	—	4
Total financial instruments owned, at fair value	2,572	6	2	2,580
Total financial assets at fair value	\$ 6,090	\$ 6	\$ 2	\$ 6,098

	Financial Liabilities At Fair Value as of September 30, 2017			
	Level 1	Level 2	Level 3	Total
	(in millions)			
Financial instruments sold, but not yet purchased, at fair value				
Stocks	\$ 696	\$ —	\$ —	\$ 696
Options	480	—	—	480
Warrants and discount certificates	—	—	—	—
Currency forward contracts	—	1	—	1
Total financial instruments sold, but not yet purchased, at fair value	1,176	1	—	1,177
Total financial liabilities at fair value	\$ 1,176	\$ 1	\$ —	\$ 1,177

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	Financial Assets At Fair Value as of December 31, 2016			
	Level 1	Level 2	Level 3	Total
	(in millions)			
Securities segregated for regulatory purposes	\$ 7,398	\$ —	\$ —	\$ 7,398
Financial instruments owned, at fair value				
Stocks	1,821	—	—	1,821
Options	1,804	—	—	1,804
Warrants and discount certificates	43	—	—	43
U.S. and foreign government securities	363	—	—	363
Corporate and municipal bonds	—	2	1	3
Currency forward contracts	—	3	—	3
Total financial instruments owned, at fair value	4,031	5	1	4,037
Total financial assets at fair value	<u>\$ 11,429</u>	<u>\$ 5</u>	<u>\$ 1</u>	<u>\$ 11,435</u>

	Financial Liabilities At Fair Value as of December 31, 2016			
	Level 1	Level 2	Level 3	Total
	(in millions)			
Financial instruments sold, but not yet purchased, at fair value				
Stocks	\$ 839	\$ —	\$ —	\$ 839
Options	1,286	—	—	1,286
Warrants and discount certificates	1	—	—	1
Currency forward contracts	—	19	—	19
Total financial instruments sold, but not yet purchased, at fair value	2,126	19	—	2,145
Total financial liabilities at fair value	<u>\$ 2,126</u>	<u>\$ 19</u>	<u>\$ —</u>	<u>\$ 2,145</u>

Transfers between Level 1 and Level 2

Transfers of financial assets and financial liabilities at fair value to or from Levels 1 and 2 arise where the market for a specific financial instrument has become active or inactive during the period. The fair values transferred are ascribed as if the financial assets or financial liabilities had been transferred as of the end of the period. During the nine months ended September 30, 2017 and 2016, there were no transfers between levels for financial assets and liabilities, at fair value.

Level 3 Financial Assets and Financial Liabilities

The Company's Level 3 financial assets are comprised of delisted and illiquid securities reported within financial instruments owned, at fair value in the condensed consolidated statements of financial condition. As of September 30, 2017 financial assets included \$1 million of Level 3 securities which were transferred from Level 1 during 2017 as certain stocks were no longer tradable in active markets and were valued by the Company based on internal estimates. During the nine months ended September 30, 2016, there were no transfers between levels for financial assets and liabilities, at fair value.

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Notes to Unaudited Condensed Consolidated Financial Statements

Trading Gains from Market Making Transactions

Trading gains and losses from market making transactions reported in the statements of comprehensive income, by major product type, are comprised of:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(in millions)			
Equities	\$ 9	\$ 34	\$ 29	\$ 119
Fixed income	—	—	—	—
Foreign exchange	2	4	(3)	5
Total trading gains, net	<u>\$ 11</u>	<u>\$ 38</u>	<u>\$ 26</u>	<u>\$ 124</u>

These transactions are related to the Company's financial instruments owned and financial instruments sold, but not yet purchased, at fair value and include both derivative and non-derivative financial instruments, including exchange traded options and futures. These gains and losses also include market making related dividend and fixed income trading related interest income and expense.

The gains (losses) in the table above are not representative of the integrated trading strategies applied by the Company, which utilizes financial instruments across various product types. Gains and losses in one product type frequently offset gains and losses in other product types.

Financial Assets and Liabilities Not Measured at Fair Value

The following tables represent the carrying value, fair value, and fair value hierarchy category of certain financial assets and liabilities that are not recorded at fair value in the Company's condensed consolidated statements of financial condition. The following table excludes certain financial instruments such as equity investments and all non-financial assets and liabilities:

	September 30, 2017				
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
	(in millions)				
Financial assets, not measured at fair value					
Cash and cash equivalents	\$ 2,056	\$ 2,056	\$ 2,056	\$ -	\$ -
Cash and securities segregated for regulatory purposes	20,048	20,048	7,546	12,502	-
Securities borrowed	4,195	4,195	-	4,195	-
Securities purchased under agreements to resell	589	589	-	589	-
Receivables from customer	25,333	25,333	-	25,333	-
Receivables from broker, dealers, and clearing organizations	1,039	1,039	-	1,039	-
Interest receivable	72	72	-	72	-
Other assets	7	12	-	12	-
Total financial assets, not measured at fair value	<u>\$ 53,339</u>	<u>\$ 53,344</u>	<u>\$ 9,602</u>	<u>\$ 43,742</u>	<u>\$ -</u>
Financial liabilities, not measured at fair value					
Short-term borrowings	\$ 38	\$ 38	\$ -	\$ 38	\$ -
Securities loaned	4,132	4,132	-	4,132	-
Payables to customer	47,550	47,550	-	47,550	-
Payables to brokers, dealers and clearing organizations	233	233	-	233	-
Interest payable	17	17	-	17	-
Total financial liabilities, not measured at fair value	<u>\$ 51,970</u>	<u>\$ 51,970</u>	<u>\$ -</u>	<u>\$ 51,970</u>	<u>\$ -</u>

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Notes to Unaudited Condensed Consolidated Financial Statements

December 31, 2016					
	Carrying Value	Fair Value	Level 1	Level 2	Level 3
	(in millions)				
Financial assets, not measured at fair value					
Cash and cash equivalents	\$ 1,925	\$ 1,925	\$ 1,925	\$ -	\$ -
Cash and securities segregated for regulatory purposes	16,619	16,619	5,624	10,995	-
Securities borrowed	3,629	3,629	-	3,629	-
Securities purchased under agreements to resell	111	111	-	111	-
Receivables from customer	19,409	19,409	-	19,409	-
Receivables from broker, dealers, and clearing organizations	1,040	1,040	-	1,040	-
Interest receivable	57	57	-	57	-
Other assets	28	32	-	32	-
Total financial assets, not measured at fair value	<u>\$ 42,818</u>	<u>\$ 42,822</u>	<u>\$ 7,549</u>	<u>\$ 35,273</u>	<u>\$ -</u>
Financial liabilities, not measured at fair value					
Short-term borrowings	\$ 74	\$ 74	\$ -	\$ 74	\$ -
Securities loaned	4,293	4,293	-	4,293	-
Payables to customer	41,731	41,731	-	41,731	-
Payables to brokers, dealers and clearing organizations	239	239	-	239	-
Interest payable	6	6	-	6	-
Total financial liabilities, not measured at fair value	<u>\$ 46,343</u>	<u>\$ 46,343</u>	<u>\$ -</u>	<u>\$ 46,343</u>	<u>\$ -</u>

Netting of Financial Assets and Financial Liabilities

It is the Company's policy to net securities borrowed and securities loaned, and securities purchased under agreements to resell and securities sold under agreements to repurchase that meet the offsetting requirements prescribed in ASC Topic 210-20. In the tables below, the amounts of financial instruments that are not offset in the condensed consolidated statements of financial condition, but could be netted against cash or financial instruments with specific counterparties under master netting agreements, according to the terms of the agreements, including clearing houses (exchange traded options, warrants and discount certificates) or over the counter currency forward contract counterparties, are presented to provide financial statement readers with the Company's net payable or receivable with counterparties for these financial instruments.

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The following tables set forth the netting of financial assets and of financial liabilities as of September 30, 2017 and December 31, 2016:

	September 30, 2017				
	Gross Amounts of Financial Assets and Liabilities Recognized	Amounts Offset in the Condensed Consolidated Statement of Financial Condition ²	Net Amounts Presented in the Condensed Consolidated Statement of Financial Condition (in millions)	Amounts Not Offset in the Condensed Consolidated Statement of Financial Condition Cash or Financial Instruments	Net Amount
Offsetting of Financial Assets					
Securities segregated for regulatory purposes - purchased under agreements to resell	\$ 12,502 ¹	\$ —	\$ 12,502	\$ (12,502)	\$ —
Securities borrowed	4,195	—	4,195	(4,065)	130
Securities purchased under agreements to resell	589	—	589	(589)	—
Financial Instruments owned, at fair value					
Options	1,246	—	1,246	(472)	774
Warrants and discount certificates	2	—	2	—	2
Currency forward contracts	4	—	4	—	4
Total	<u>\$ 18,538</u>	<u>\$ —</u>	<u>\$ 18,538</u>	<u>\$ (17,628)</u>	<u>\$ 910</u>
Offsetting of Financial Liabilities					
Securities loaned	\$ 4,132	\$ —	\$ 4,132	\$ (3,960)	\$ 172
Financial instruments sold, but not yet purchased, at fair value					
Options	480	—	480	(472)	8
Warrants and discount certificates	—	—	—	—	—
Currency forward contracts	1	—	1	—	1
Total	<u>\$ 4,613</u>	<u>\$ —</u>	<u>\$ 4,613</u>	<u>\$ (4,432)</u>	<u>\$ 181</u>

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	December 31, 2016				
	Gross Amounts of Financial Assets and Liabilities Recognized	Amounts Offset in the Condensed Consolidated Statement of Financial Condition ²	Net Amounts Presented in the Condensed Consolidated Statement of Financial Condition (in millions)	Amounts Not Offset in the Condensed Consolidated Statement of Financial Condition Cash or Financial Instruments	Net Amount
Offsetting of Financial Assets					
Securities segregated for regulatory purposes - purchased under agreements to resell	\$ 10,995 ¹	\$ —	\$ 10,995	\$ (10,995)	\$ —
Securities borrowed	3,629	—	3,629	(3,488)	141
Securities purchased under agreements to resell	111	—	111	(111)	—
Financial Instruments owned, at fair value					
Options	1,804	—	1,804	(1,230)	574
Warrants and discount certificates	43	—	43	(1)	42
Currency forward contracts	3	—	3	—	3
Total	\$ 16,585	\$ —	\$ 16,585	\$ (15,825)	\$ 760
Offsetting of Financial Liabilities					
Securities loaned	\$ 4,293	\$ —	\$ 4,293	\$ (4,158)	\$ 135
Financial instruments sold, but not yet purchased, at fair value					
Options	1,286	—	1,286	(1,230)	56
Warrants and discount certificates	1	—	1	(1)	—
Currency forward contracts	19	—	19	—	19
Total	\$ 5,599	\$ —	\$ 5,599	\$ (5,389)	\$ 210

(1) As of September 30, 2017 and December 31, 2016, the Company had \$12.5 billion and \$11.0 billion, respectively, of securities purchased under agreements to resell that were segregated to satisfy regulatory requirements. These securities are included in “Cash and securities - segregated for regulatory purposes” in the condensed consolidated statements of financial condition.

(2) The Company did not have any balances eligible for netting in accordance with ASC Topic 210-20 at September 30, 2017 and December 31, 2016.

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Secured Financing Transactions – Maturities and Collateral Pledged

The following tables present gross obligations for securities loaned transactions by remaining contractual maturity and class of collateral pledged as of September 30, 2017 and December 31, 2016:

	September 30, 2017				
	Remaining Contractual Maturity				
	Overnight and Open	Less than 30 days	30 – 90 days	Over 90 days	Total
	(in millions)				
Securities Loaned					
Stocks	\$ 4,075	\$ -	\$ -	\$ -	\$ 4,075
Corporate bonds	57	-	-	-	57
Total	\$ 4,132	\$ -	\$ -	\$ -	\$ 4,132

	December 31, 2016				
	Remaining Contractual Maturity				
	Overnight and Open	Less than 30 days	30 – 90 days	Over 90 days	Total
	(in millions)				
Securities Loaned					
Stocks	\$ 4,269	\$ -	\$ -	\$ -	\$ 4,269
Corporate bonds	24	-	-	-	24
Total	\$ 4,293	\$ -	\$ -	\$ -	\$ 4,293

7. Collateralized Transactions

The Company enters into securities borrowing and lending transactions and agreements to repurchase and resell securities to finance trading inventory, to obtain securities for settlement and to earn residual interest rate spreads. In addition, the Company's customers pledge their securities owned to collateralize margin loans. Under these transactions, the Company either receives or provides collateral, including equity, corporate debt and U.S. government securities. Under typical agreements, the Company is permitted to sell or repledge securities received as collateral and use these securities to secure securities purchased under agreements to resell, enter into securities lending transactions or deliver these securities to counterparties to cover short positions.

The Company also engages in securities financing transactions with and for customers through margin lending. Customer receivables generated from margin lending activity are collateralized by customer-owned securities held by the Company. Customers' required margin levels and established credit limits are monitored continuously by risk management staff using automated systems. Pursuant to the Company's policy and as enforced by such systems, customers are required to deposit additional collateral or reduce positions, when necessary to avoid automatic liquidation of their positions.

Margin loans are extended to customers on a demand basis and are not committed facilities. Factors considered in the acceptance or rejection of margin loans are the amount of the loan, the degree of leverage being employed in the customer account and an overall evaluation of the customer's portfolio to ensure proper diversification or, in the case of concentrated positions, appropriate liquidity of the underlying collateral. Additionally, transactions relating to concentrated or restricted positions are limited or prohibited by raising the level of required margin collateral (to 100% in the extreme case). Underlying collateral for margin loans is evaluated with respect to the liquidity of the collateral positions, valuation of securities, volatility analysis and an evaluation of industry concentrations. Adherence to the Company's collateral policies significantly limits the Company's credit exposure to margin loans in the event of a customer's default. Under margin lending agreements, the Company may request additional margin collateral from customers and may sell securities that have not been paid for or purchase securities sold but not delivered from customers, if necessary. As of September 30, 2017 and December 31, 2016, approximately \$25.3 billion and \$19.4 billion, respectively, of customer margin loans were outstanding.

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The following table summarizes the amounts related to collateralized transactions as of September 30, 2017 and December 31, 2016:

	September 30, 2017		December 31, 2016	
	Permitted to Repledge	Sold or Repledged	Permitted to Repledge	Sold or Repledged
	(in millions)			
Securities lending transactions	\$ 20,874	\$ 4,229	\$ 13,768	\$ 3,621
Securities purchased under agreements to resell transactions ⁽¹⁾	13,075	13,073	11,117	11,117
Customer margin assets	25,158	8,483	17,773	7,172
	<u>\$ 59,107</u>	<u>\$ 25,785</u>	<u>\$ 42,658</u>	<u>\$ 21,910</u>

(1) As of September 30, 2017, \$12.5 billion or 96% (as of December 31, 2016, \$11.0 billion or 99%) of securities acquired through agreements to resell that are shown as repledged have been deposited in a separate bank account for the exclusive benefit of customers in accordance with SEC Rule 15c3-3.

In the normal course of business, the Company pledges qualified securities with clearing organizations to satisfy daily margin and clearing fund requirements. As of September 30, 2017 and December 31, 2016, the majority of the Company's U.S. and foreign government securities owned were pledged to clearing organizations.

Financial instruments owned and pledged as collateral, including amounts pledged to affiliates, where the counterparty has the right to repledge, as of September 30, 2017 and December 31, 2016 are presented in the following table:

	September 30, 2017	December 31, 2016
	(in millions)	
Stocks	\$ 680	\$ 1,574
U.S. and foreign government securities	56	359
	<u>\$ 736</u>	<u>\$ 1,933</u>

8. Other Income

The components of other income for the three months and nine months ended September 30, 2017 and 2016 were:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(in millions)			
Market data fees	\$ 11	\$ 9	\$ 29	\$ 26
Account activity fees	4	5	14	14
Risk exposure fees	6	5	17	14
Payments for order flow	4	4	12	11
Gains (losses) on financial instruments, at fair value and other investments, net	5	(10)	7	41
Gains from currency diversification strategy, net	26	11	104	112
Other, net	14	3	22	10
	<u>\$ 70</u>	<u>\$ 27</u>	<u>\$ 205</u>	<u>\$ 228</u>

Market data fees are charged to customers for market data services they subscribe to and are largely offset by the related costs paid to obtain market data from third party vendors. Account activity fees are charged to customers that do not generate the minimum monthly commission. The fee is the difference between the minimum required commission and the actual commissions generated. Risk exposure fees are earned from a small minority of customer accounts carrying positions with market risk that exceeds defined thresholds. Payments for order flow are earned from various options exchanges based upon options trading volume originated by the Operating Companies. Gains on financial instruments, at fair value and other investments, net include (1) realized and unrealized

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gains and losses on financial instruments that (a) are held for purposes other than the Company's market making operations, (b) are subject to restrictions, or (c) are accounted for under the equity method and (2) dividends on investments accounted for under cost method. Other, net includes a gain on the sale of the Company's U.S. market making operations to Two Sigma Securities, LLC of \$11 million, reflecting the recovery of exit costs.

9. Employee Incentive Plans

Defined Contribution Plan

The Company offers substantially all employees of U.S.-based Operating Companies who have met minimum service requirements the opportunity to participate in defined contribution retirement plans qualifying under the provisions of Section 401(k) of the Internal Revenue Code. The general purpose of this plan is to provide employees with an incentive to make regular savings in order to provide additional financial security during retirement. This plan provides for the Company to match 50% of the employees' pre-tax contribution, up to a maximum of 10% of eligible earnings. The employee is vested in the matching contribution incrementally over six years of service. Included in employee compensation and benefits expenses in the condensed consolidated statements of comprehensive income were \$2 million of plan contributions for each of the nine months ended September 30, 2017 and 2016.

2007 ROI Unit Stock Plan

In connection with the IPO, the Company adopted the IBG, Inc. 2007 ROI Unit Stock Plan ("ROI Unit Stock Plan"). An aggregate of 1,271,009 shares of restricted common stock (consisting of 1,250,000 shares issued under the ROI Unit Stock Plan and 21,009 shares under the 2007 Stock Incentive Plan, as described below), with a fair value at the date of grant of \$38 million were issued to IBG LLC and held as treasury stock.

As of September 30, 2017, the Company had 3,849 shares of common stock remaining to be distributed to former employees under the ROI Unit Stock Plan.

2007 Stock Incentive Plan

Under the Company's 2007 Stock Incentive Plan (the "Stock Incentive Plan"), up to 30 million shares of the Company's common stock may be granted and issued to directors, officers, employees, contractors and consultants of the Company. The purpose of the Stock Incentive Plan is to promote the Company's long-term financial success by attracting, retaining and rewarding eligible participants.

As a result of the Company's organizational structure, a description of which can be found in "Business – Our Organizational Structure" in Part I Item 1 of the Company's Annual Report on Form 10-K, there is no dilutive effect upon ownership of common stockholders of issuing shares under the Stock Incentive Plan. The issuances do not dilute the book value of the ownership of common stockholders since the restricted stock units are granted at market value, and upon their vesting and the related issuance of shares of common stock, the ownership of IBG, Inc. in IBG LLC, increases proportionately to the shares issued. As a result of such proportionate increase in share ownership, the dilution upon issuance of common stock is borne by IBG LLC's majority member (i.e., noncontrolling interest), Holdings, and not by IBG, Inc. or its common stockholders. Additionally, dilution of earnings that may take place after issuance of common stock is reflected in EPS reported in the Company's financial statements. The EPS dilution can be neither estimated nor projected, but historically it has not been material.

The Stock Incentive Plan is administered by the Compensation Committee of the Company's Board of Directors. The Compensation Committee has discretionary authority to determine the eligibility to participate in the Stock Incentive Plan and establishes the terms and conditions of the stock awards, including the number of awards granted to each participant and all other terms and conditions applicable to such awards in individual grant agreements. Awards are expected to be made primarily through grants of restricted common stock. Stock Incentive Plan awards are subject to issuance over time. All previously granted but not yet earned awards may be cancelled by the Company upon the participant's termination of employment or violation of certain applicable covenants prior to issuance, unless determined otherwise by the Compensation Committee.

The Stock Incentive Plan provides that, upon a change in control, the Compensation Committee may, at its discretion, fully vest any granted but not yet earned awards under the Stock Incentive Plan, or provide that any such granted but not yet earned awards will be honored or assumed, or new rights substituted by the new employer on a substantially similar basis and on terms and conditions substantially comparable to those of the Stock Incentive Plan.

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The Company expects to continue to grant awards on or about December 31 of each year to eligible participants as part of an overall plan of equity compensation. Shares of common stock vest, and become distributable to participants in accordance with the following schedule:

- 10% on the first vesting date, which is on or about May 9 of each year; and
- an additional 15% on each of the following six anniversaries of the first vesting, assuming continued employment with the Company and compliance with non-competition and other applicable covenants.

Awards granted to external directors vest, and are distributed, over a five-year period (20% per year) commencing one year after the date of grant. A total of 22,996 shares have been granted to the external directors cumulatively since the plan inception.

Stock Incentive Plan share grants (excluding 21,009 shares issued pursuant to the ROI Unit Stock Plan described above) and the related fair values since the plan inception are presented in the table below:

	Shares	Fair Value at Date of Grant (\$ millions)
Prior periods (since inception)	19,178,500	\$ 348
December 31, 2014	1,709,968	49
December 31, 2015	1,211,533	52
December 31, 2016	1,451,136 ¹	55
	<u>23,551,137</u>	<u>\$ 504</u>

(1) Stock Incentive Plan number of granted shares related to 2016 was adjusted by 5,657 additional shares during the nine months ended September 30, 2017.

Estimated future grants under the Stock Incentive Plan are accrued for ratably during each year (see Note 2). In accordance with the vesting schedule, outstanding awards vest and are distributed to participants yearly on or about May 9 of each year. At the end of each year, there are no vested awards that remain undistributed.

Compensation expense related to the Stock Incentive Plan recognized in the condensed consolidated statements of comprehensive income was \$38 million, and \$34 million for the nine months ended September 30, 2017 and 2016, respectively. Estimated future compensation costs for unvested awards, net of credits for cancelled awards, as of September 30, 2017 are \$25 million.

The following summarizes the Stock Incentive Plan and ROI Unit Stock Plan activities from December 31, 2016 through September 30, 2017:

	Stock Incentive Plan Shares	ROI Unit Stock Plan Shares
Balance, December 31, 2016	7,917,719 ¹	4,994
Granted	—	—
Cancelled	(95,075)	—
Distributed	(2,272,763)	(1,145)
Balance, September 30, 2017	<u>5,549,881</u>	<u>3,849</u>

(1) Stock Incentive Plan number of granted shares related to 2016 was adjusted by 5,657 additional shares during the nine months ended September 30, 2017.

Awards previously granted but not yet earned under the stock plans are subject to the plans' post-employment provisions in the event a participant ceases employment with the Company. Through September 30, 2017, a total of 572,789 shares have been distributed under these post-employment provisions. These distributions are included in the table above.

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10. Income Taxes

Income tax expense for the nine months ended September 30, 2017 and 2016 differs from the U.S. federal statutory rate primarily due to the taxation treatment of income attributable to noncontrolling interests in IBG LLC. These noncontrolling interests are subject to U.S. taxation as partnerships. Accordingly, the income attributable to these noncontrolling interests is reported in the condensed consolidated statements of comprehensive income, but the related U.S. income tax expense attributable to these noncontrolling interests is not reported by the Company as it is the obligation of the individual members. Income tax expense is also affected by the differing effective tax rates in foreign, state and local jurisdictions where certain of the Company's subsidiaries are subject to corporate taxation.

Deferred income taxes arise primarily due to the amortization of the deferred tax assets recognized in connection with the common stock offerings (see Note 4), differences in the valuation of financial assets and liabilities, and for other temporary differences arising from the deductibility of compensation and depreciation expenses in different time periods for accounting and income tax return purposes.

As of and for the nine months ended September 30, 2017 and 2016, the Company had no unrecognized tax and no valuation allowances on deferred tax assets were required. The Company is subject to taxation in the U.S. and various states and foreign jurisdictions. As of September 30, 2017, the Company is no longer subject to U.S. Federal and State income tax examinations for tax years prior to 2010, and to non-U.S. income tax examinations for tax years prior to 2009.

Accumulated earnings held by non-U.S. subsidiaries totaled \$1.1 billion and \$1.0 billion as of September 30, 2017 and December 31, 2016, respectively. Of this amount, approximately \$0.3 billion and \$0.3 billion as of September 30, 2017 and December 31, 2016, respectively, is attributable to earnings of the Company's foreign subsidiaries that are considered "pass-through" entities for U.S. income tax purposes. Since the Company accounts for U.S. income taxes on these earnings on a current basis, no additional U.S. tax consequences would result from the repatriation of these earnings other than that which would be due arising from currency fluctuations between the time the earnings are reported for U.S. tax purposes and when they are remitted. With respect to certain of these subsidiaries' accumulated earnings (approximately \$0.2 billion and \$0.2 billion as of September 30, 2017 and December 31, 2016, respectively), repatriation would result in additional foreign taxes in the form of dividend withholding tax imposed on the recipient of the distribution or dividend distribution tax imposed on the payor of the distribution. The Company has not provided for its proportionate share of these additional foreign taxes as it does not intend to repatriate these earnings in the foreseeable future. For the same reason, the Company has not provided deferred U.S. tax on cumulative translation adjustments associated with these earnings.

The remainder of the accumulated earnings are attributable to non-U.S. subsidiaries that are not considered "pass-through" entities for U.S. tax purposes. The Company's U.S. tax basis in the stock of most of these entities exceeds its book basis. Establishing a deferred tax asset pursuant to ASC Topic 740 is not permitted as this difference will not reverse in the foreseeable future. In the instances in which the Company's book basis were to exceed its U.S. tax basis, no deferred tax liability would be established as the Company would consider the earnings of those entities to be indefinitely reinvested.

11. Commitments, Contingencies and Guarantees

Claims against Customers

On January 15, 2015, due to the sudden move in the value of the Swiss franc that followed an unprecedented action by the Swiss National Bank, which removed a previously instituted and repeatedly reconfirmed cap of the currency relative to the Euro, several of the Company's customers who held currency futures and spot positions suffered losses in excess of their deposits with the Company. The Company took immediate action to hedge its exposure to the foreign currency receivables from these customers. The Company estimates the cumulative losses related to this event, net of hedging activity and debt collection efforts, to be approximately \$116 million. The Company is actively pursuing collection of the debts. The ultimate effect of this incident on the Company's results will depend upon the outcome of the Company's debt collection efforts.

Litigation

The Company is subject to certain pending and threatened legal actions which arise out of the normal course of business. Litigation is inherently unpredictable, particularly in proceedings where claimants seek substantial or indeterminate damages, or which are in their early stages. The Company has not been able to quantify the actual loss or range of loss related to such legal proceedings, the manner in which they will be resolved, the timing of final resolution or the ultimate settlement. Management believes that the resolution of

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these actions will not have a material effect, if any, on the Company's business or financial condition, but may have a material impact on the results of operations for a given period.

The Company accounts for potential losses related to litigation in accordance with FASB ASC Topic 450, "Contingencies." As of September 30, 2017 and 2016, reserves provided for potential losses related to litigation matters were not material.

Trading Technologies Matter

On February 3, 2010, Trading Technologies International, Inc. ("Trading Technologies") filed a complaint in the U.S. District Court for the Northern District of Illinois, Eastern Division, against IBG, Inc., IBG LLC, Holdings, and IB LLC. Thereafter, Trading Technologies dismissed IBG, Inc. and Holdings from the case, leaving only IBG LLC and IB LLC as defendants ("Defendants"). The operative complaint, as amended, alleges that the Defendants have infringed and continue to infringe twelve U.S. patents held by Trading Technologies. Trading Technologies is seeking, among other things, unspecified damages and injunctive relief ("the Litigation").

The Defendants filed an answer to Trading Technologies' amended complaint, as well as related counterclaims. The defendants deny Trading Technologies' claims, assert that the asserted patents are not infringed and are invalid, and assert several other defenses as well.

Trading Technologies also filed patent infringement lawsuits against approximately a dozen other companies in the same court, many of which are still pending. The Litigation was consolidated with the other lawsuits filed by Trading Technologies.

The United States Patent and Trademark Office ("USPTO") issued decisions instituting Covered Business Method Review ("CBM Review") on all of the asserted patents and has made a finding that it is more likely than not that the patents are invalid. The District Court granted the Defendants' motion to stay the Litigation pending the CBM Reviews. On February 17, 2017, the USPTO issued two decisions finding that the claims of one patent are patentable and the claims of another patent are not patentable. On February 28, 2017, the USPTO issued a decision finding that most of the claims of another patent are not patentable and finding three claims of the same patent to be patentable. On various dates from March 3, 2017 to October 17, 2017, the USPTO issued decisions finding that all claims of various other patents are not patentable. The Defendants plan to appeal to the extent any claims were held to be patentable.

It is difficult to predict the outcome of the matter, however, the Company believes it has meritorious defenses to the allegations made in the complaint and intends to defend itself vigorously against them. However, litigation is inherently uncertain and there can be no guarantee that the Company will prevail or that the Litigation can be settled on favorable terms.

Class Action Matter

On December 18, 2015, a former individual customer filed a purported class action complaint against IB LLC, IBG, Inc., and Thomas Frank, PhD, the Company's Executive Vice President and Chief Information Officer, in the U.S. District Court for the District of Connecticut. The complaint alleges that the former customer and members of the purported class of IB LLC's customers were harmed by alleged "flaws" in the computerized system used by the Company to close out (i.e., liquidate) positions in customer brokerage accounts that have margin deficiencies. The complaint seeks, among other things, undefined compensatory damages and declaratory and injunctive relief.

On February 19, 2016, the Company filed a motion to dismiss the class action complaint. On September 28, 2016, the Court issued an order granting the Company's motion to dismiss and dismissing the complaint in its entirety, and without providing plaintiff leave to amend. On October 5, 2016, the Court entered judgment in the Company's favor. On October 12, 2016, plaintiff filed motions for leave to file an amended complaint and to vacate or amend judgment. On November 14, 2016, plaintiff also filed a motion to disqualify the district judge. The Company opposed all three motions. In memoranda of decision dated August 29, 2017 and September 5, 2017, the Court denied the motions. On September 28, 2017, plaintiff appealed the order of dismissal and subsequent judgment to the United States Court of Appeals for the Second Circuit. The parties have not yet briefed the appeal. We believe that the appeal, like the original complaint, lacks merit. Further, even if the Court's dismissal were to be overturned on appeal, we do not believe that a purported class action is appropriate given the great differences in portfolios, markets and many other circumstances surrounding the liquidation of any particular customer's margin-deficient account. IB LLC and the related defendants intend to continue to defend themselves vigorously against the case and, consistent with past practice in connection with this type of unwarranted action, any potential claims for counsel fees and expenses incurred in defending the case shall be fully pursued against the plaintiff.

Interactive Brokers Group, Inc. and Subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements

Guarantees

Certain of the Operating Companies provide guarantees to securities and commodities clearing houses and exchanges which meet the accounting definition of a guarantee under FASB ASC Topic 460, “Guarantees.” Under standard membership agreements, clearing house and exchange members are required to guarantee collectively the performance of other members. Under the agreements, if a member becomes unable to satisfy its obligations, other members would be required to meet shortfalls. In the opinion of management, the Operating Companies’ liability under these arrangements is not quantifiable and could exceed the cash and securities they have posted as collateral. However, the potential for these Operating Companies to be required to make payments under these arrangements is remote. Accordingly, no contingent liability is carried in the condensed consolidated statements of financial condition for these arrangements.

In connection with its retail brokerage business, IB LLC or other electronic brokerage Operating Companies perform securities and commodities execution, clearance and settlement on behalf of their customers for whom they commit to settle trades submitted by such customers with the respective clearing houses. If a customer fails to fulfill its settlement obligations, the respective Operating Company must fulfill those settlement obligations. No contingent liability is carried on the condensed consolidated statements of financial condition for such customer obligations.

Other Commitments

Certain clearing houses, clearing banks and firms used by certain Operating Companies are given a security interest in certain assets of those Operating Companies held by those clearing organizations. These assets may be applied to satisfy the obligations of those Operating Companies to the respective clearing organizations.

Interactive Brokers Group, Inc. and Subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements

12. Segment and Geographic Information

The Company has two operating business segments: electronic brokerage and market making. These segments are supported by the corporate segment, which provides centralized services and executes the Company's currency diversification strategy.

The Company conducts its electronic brokerage business through certain Interactive Brokers subsidiaries, which provide electronic trade execution and clearing services to customers worldwide. The Company conducts its remaining market making business (see Note 2 – Discontinued Operations and Costs Associated with Exit or Disposal Cost) principally through its Timber Hill subsidiaries on some of the world's leading exchanges and market centers, primarily in exchange-traded equities, equity options and equity-index options and futures.

Significant transactions and balances between the Operating Companies occur, primarily as a result of certain Operating Companies holding exchange or clearing organization memberships, which are utilized to provide execution and clearing services to affiliates. Charges for transactions between segments are designed to approximate full costs. Intra-segment and intra-region income and expenses and related balances have been eliminated in this segment and geographic information to reflect the external business conducted in each segment or geographic region. Corporate items include non-allocated corporate income and expenses that are not attributed to segments for performance measurement, net gains and losses on positions held as part of our overall currency diversification strategy, corporate assets and eliminations.

Management believes that the following information by business segment provides a reasonable representation of each segment's contribution to total net revenues and income before income taxes for the three months and nine months ended September 30, 2017 and 2016, and total assets as of September 30, 2017 and December 31, 2016:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(in millions)		(in millions)	
Net revenues				
Electronic brokerage	\$ 367	\$ 288	\$ 1,015	\$ 945
Market making	30	43	61	145
Corporate	29	14	111	113
Total net revenues	<u>\$ 426</u>	<u>\$ 345</u>	<u>\$ 1,187</u>	<u>\$ 1,203</u>
Income before income taxes				
Electronic brokerage	\$ 225	\$ 162	\$ 608	\$ 588
Market making	11	7	(35)	32
Corporate	32	14	112	113
Total income before income taxes	<u>\$ 268</u>	<u>\$ 183</u>	<u>\$ 685</u>	<u>\$ 733</u>

	September 30, 2017	December 31, 2016
	(in millions)	
Segment assets		
Electronic brokerage	\$ 56,698	\$ 50,072
Market making	8,662	11,765
Corporate	(5,517)	(7,164)
Total assets	\$ 59,843	\$ 54,673

The Company operates its automated global business in the U.S. and international markets on more than 120 electronic exchanges and market centers. A significant portion of the Company's net revenues are generated by subsidiaries operating outside the U.S. International operations are comprised of electronic brokerage and market making activities in 26 countries in Europe, Asia and the Americas (outside the U.S.). The following table presents total net revenues and income before income taxes by geographic area for the three months and nine months ended September 30, 2017 and 2016. The geographic analysis presented below is based on the location of the subsidiaries in which the transactions are recorded. This geographic information does not reflect the way the Company's business is managed.

Interactive Brokers Group, Inc. and Subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(in millions)		(in millions)	
Net revenues				
United States	\$ 345	\$ 265	\$ 964	\$ 947
International	81	80	223	256
Total net revenues	<u>\$ 426</u>	<u>\$ 345</u>	<u>\$ 1,187</u>	<u>\$ 1,203</u>
Income before income taxes				
United States	\$ 234	\$ 156	\$ 615	\$ 641
International	34	27	70	92
Total income before income taxes	<u>\$ 268</u>	<u>\$ 183</u>	<u>\$ 685</u>	<u>\$ 733</u>

13. Regulatory Requirements

As of September 30, 2017, aggregate excess regulatory capital for all of the Operating Companies was \$5.0 billion.

IB LLC, TH LLC and IB Corp are subject to the Uniform Net Capital Rule (Rule 15c3-1) under the Exchange Act and the Commodities and Futures Trading Commission's minimum financial requirements (Regulation 1.17), and THE is subject to the Swiss Financial Market Supervisory Authority eligible equity requirement. THA and IBA are subject to the Australian Securities Exchange liquid capital requirement, THLI is subject to the Financial Market Authority Liechtenstein eligible capital requirements, THC and IBC are subject to the Investment Industry Regulatory Organization of Canada risk adjusted capital requirement, IBUK is subject to the U.K. Financial Conduct Authority Capital Requirements Directive, IBHK is subject to the Hong Kong Securities Futures Commission liquid capital requirement, IBI is subject to the National Stock Exchange of India net capital requirements and IBSJ is subject to the Japanese Financial Supervisory Agency capital requirements. The following table summarizes capital, capital requirements and excess regulatory capital:

	Net Capital/ Eligible Equity	Requirement	Excess
	(in millions)		
IB LLC	\$ 3,869	\$ 418	\$ 3,451
TH LLC	333	1	332
THE	625	97	528
Other regulated Operating Companies	773	105	668
	<u>\$ 5,600</u>	<u>\$ 621</u>	<u>\$ 4,979</u>

Regulatory capital requirements could restrict the Operating Companies from expanding their business and declaring dividends if their net capital does not meet regulatory requirements. Also, certain Operating Companies are subject to other regulatory restrictions and requirements.

As of September 30, 2017, all of the regulated Operating Companies were in compliance with their respective regulatory capital requirements.

14. Related Party Transactions

Receivable from affiliate, reported in other assets in the condensed consolidated statement of financial condition, represents amounts advanced to Holdings and payable to affiliate represents amounts payable to Holdings under the Tax Receivable Agreement (see Note 4).

Included in receivables from and payables to customers in the condensed consolidated statements of financial condition as of September 30, 2017 and December 31, 2016 were accounts receivable from directors, officers and their affiliates of \$240 million and \$78 million and payables of \$612 million and \$468 million, respectively. The Company may extend credit to these related parties in

Interactive Brokers Group, Inc. and Subsidiaries
Notes to Unaudited Condensed Consolidated Financial Statements

connection with margin loans. Such loans are (i) made in the ordinary course of business, (ii) are made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to the Company, and (iii) do not involve more than the normal risk of collectability or present other unfavorable features.

15. Subsequent Events

As required by FASB ASC Topic 855, “Subsequent Events,” the Company has evaluated subsequent events for adjustment to or disclosure in its condensed consolidated financial statements through the date the condensed consolidated financial statements were issued.

Except as disclosed in Note 4 and Note 11, no other recordable or disclosable events occurred.

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

The following discussion should be read in conjunction with the unaudited condensed consolidated financial statements and the related notes in Item 1, included elsewhere in this report. In addition to historical information, the following discussion also contains forward-looking statements that include risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth under the heading “Risk Factors” in our Annual Report on Form 10-K filed with the Securities Exchange Commission (“SEC”) on February 28, 2017 and elsewhere in this report.

Introduction

Interactive Brokers Group, Inc. (the “Company” or “IBG, Inc.”) is a holding company whose primary asset is its ownership of approximately 17.4% of the membership interests of IBG LLC. The remaining approximately 82.6% of IBG LLC membership interests are held by IBG Holdings LLC (“Holdings”), a holding company that is owned by our founder, Chairman and Chief Executive Officer, Mr. Thomas Peterffy and his affiliates, management and other employees of IBG LLC, and certain other members. The table below shows the amount of IBG LLC membership interests held by IBG, Inc. and Holdings as of September 30, 2017.

	<u>IBG, Inc.</u>	<u>Holdings</u>	<u>Total</u>
Ownership %	17.4%	82.6%	100.0%
Membership interests	71,477,590	340,229,444	411,707,034

We are an automated global electronic broker and market maker (see Note 2 - Discontinued Operations and Costs Associated with Exit or Disposal Activities to the condensed consolidated financial statements elsewhere in this report). We custody and service accounts for hedge and mutual funds, registered investment advisers, proprietary trading groups, introducing brokers and individual investors. We specialize in routing orders and executing and processing trades in securities, futures and foreign exchange instruments on more than 120 electronic exchanges and market centers around the world. Since our inception in 1977, we have focused on developing proprietary software to automate broker-dealer functions. The proliferation of electronic exchanges in the last 26 years has provided us with the opportunity to integrate our software with an increasing number of exchanges and market centers into one automatically functioning, computerized platform that requires minimal human intervention.

When we use the terms “we,” “us,” and “our,” we mean IBG, Inc. and its subsidiaries for the periods presented.

Business Segments

We report our results in two operating business segments, electronic brokerage and market making. These segments are analyzed separately as these are the two principal business activities from which we derive our revenues and to which we allocate resources.

- Electronic Brokerage.** We conduct our electronic brokerage business through certain Interactive Brokers (“IB”) subsidiaries. As an electronic broker, we execute, clear and settle trades globally for both institutional and individual customers. Capitalizing on our proprietary technology originally developed for our market making business, IB’s systems provide our customers with the capability to monitor multiple markets around the world simultaneously and to execute trades electronically in these markets at a low cost, in multiple products and currencies from a single trading account. We offer our customers access to all classes of tradable, primarily exchange-listed products, including stocks, bonds, options, futures, forex and mutual funds traded on more than 120 exchanges and market centers in 26 countries and in 23 currencies seamlessly around the world. The emerging complexity of multiple market centers has provided us with the opportunity of building and continuously adapting our order routing software to secure excellent execution prices.

Our customer base is diverse with respect to geography and segments. Currently, more than half of our customers reside outside the U.S. in over 200 countries and over 50% of new customers come from outside the U.S. Approximately 64% of our customers' equity is in institutional accounts such as hedge funds, financial advisors, proprietary trading desks and introducing brokers. Specialized products and services that we have developed are successfully attracting these accounts. For example, we offer prime brokerage services, including capital introduction and securities lending to hedge funds; and our model portfolio technology and automated share allocation and rebalancing tools are particularly attractive to financial advisors. We provide a host of analytical tools such as the Probability LabSM, which allows our customers to analyze option strategies under various market assumptions. IB Investors' MarketplaceSM allows wealth advisors to search for money managers and assign them to customer accounts based on their investment strategy. IB EmployeeTrackSM is widely used by compliance officers of financial institutions to streamline the process of tracking their employees' brokerage activities. IB Portfolio Builder allows our customers to set up an investment strategy based on research and rankings from top research providers and fundamental data. In addition, Greenwich Compliance offers direct expert registration and start-up compliance services, as well as answers to basic day-to-day compliance questions for experienced investors and traders looking to start their own investment advisor firms. Greenwich Compliance professionals have regulatory and industry experience, and can help investment advisors trading on the IB platform meet their registration and compliance needs.

- **Market Making.** We conduct our market making business primarily through our Timber Hill subsidiaries. As a market maker on some of the world's leading exchanges, we provide liquidity by offering competitively tight bid/offer spreads over a broad base of tradable, exchange-listed products. As principal, we commit our own capital and derive revenues or incur losses from the difference between the price paid when securities are bought and the price received when those securities are sold. Because we provide continuous bid and offer quotations and we are continuously both buying and selling quoted securities, we may have either a long or a short position in a particular product at a given point in time. Our entire portfolio is evaluated many times per second and continuously rebalanced throughout the trading day, thus minimizing the risk of our portfolio at all times. This real-time rebalancing of our portfolio, together with our real-time proprietary risk management system, enables us to curtail risk in both up-market and down-market scenarios. In the past several years our market making business suffered from competitive pressures and, along with the rapid increase of our electronic brokerage business, its significance diminished. On March 8, 2017 we announced our intention to discontinue our options market making business globally and we are currently in the process of winding down these operations. Additionally, as we previously announced, we entered into a definitive transaction to transfer our U.S. options market making operations to Two Sigma Securities, LLC ("Two Sigma"). This transaction closed on September 29, 2017. We intend to continue conducting certain proprietary trading activities in stocks and related instruments to facilitate our electronic brokerage customers' trading in products such as ETFs, ADRs, CFDs and other financial instruments. However, we do not expect this activity to be of sufficient size as to require reporting these activities as a separate segment after we discontinue our options market making business.

The operating business segments are supported by our corporate segment which provides centralized services and executes our currency diversification strategy.

Financial Overview

Third Quarter Results: Diluted earnings per share were \$0.43 for the quarter ended September 30, 2017 ("current quarter"), compared to diluted earnings per share of \$0.30 for the quarter ended September 30, 2016 ("prior year quarter"). The calculation of diluted earnings per share is detailed in Note 4 to the condensed consolidated financial statements elsewhere in this report.

On a comprehensive basis, which includes other comprehensive income ("OCI"), diluted earnings per share were \$0.44 for the current quarter, compared to diluted earnings per share of \$0.30 for the prior year quarter.

In connection with our currency diversification strategy, we determine our net worth in GLOBALs, a basket of 14 major currencies in which we hold our equity. As a result, as of September 30, 2017, approximately 30% of our equity was denominated in currencies other than the U.S. dollar. In the current quarter, our currency diversification strategy increased our comprehensive earnings by \$32 million (versus an increase of \$13 million in the prior year quarter), as the U.S. dollar value of the GLOBAL increased by approximately 0.56% compared to its value as of June 30, 2017. The effects of our currency diversification strategy are reported as (1) a component of other income in the condensed consolidated statement of comprehensive income and (2) OCI in the condensed consolidated statement of financial condition and the condensed consolidated statement of comprehensive income. The full effect of the GLOBAL is captured in comprehensive income.

A discussion of our approach to managing foreign currency exposure is contained in Part I, Item 3 of this Quarterly Report on Form 10-Q entitled "Quantitative and Qualitative Disclosures about Market Risk."

Consolidated: For the current quarter, our net revenues were \$426 million and income before income taxes was \$268 million, compared to net revenues of \$345 million and income before income taxes of \$183 million in the prior year quarter. The increase in income before income taxes in the current quarter was mainly driven by a 34% increase in net interest income, a 159% increase in other income, a 13% increase in commissions, and a 21% decrease in general and administrative expense, partially offset by a 10% increase in employee compensation and benefits expense. Our pre-tax profit margin was 63%, compared to 53% for the prior year quarter.

Electronic Brokerage: For the current quarter, income before income taxes in our electronic brokerage segment increased \$63 million, or 39%, compared to the prior year quarter, driven by higher net interest income, commissions and other income, partially offset by higher execution and clearing, general and administrative, and employee compensation and benefits expenses. Net revenues increased 27%, mainly from a 31% increase in net interest income, driven by higher Federal Funds rates and higher average customer credit and margin loan balances, a 15% increase in commissions driven by higher customer trading volumes across all product types, and a 129% increase in other income, driven by a \$1 million net mark-to-market gain on our U.S. government securities portfolio (compared to a \$15 million net mark-to-market loss in the prior year quarter). Pre-tax profit margin was 61% for the current quarter and 56% for the prior year quarter. Customer accounts grew 24% and customer equity increased 40% from the prior year quarter. For the current quarter, total Daily Average Revenue Trades (“DARTs”) for cleared and execution-only customers increased 14% to 695 thousand, compared to 609 thousand in the prior year quarter.

Market Making: For the current quarter, income before income taxes in our market making segment increased \$4 million, or 57% compared to the prior year quarter. Trading gains decreased 71% and total non-interest expenses decreased 47% as we wind down our options market making business. In addition, the results for the current quarter include a \$10 million one-time net recovery of costs related to the sale of our U.S. options market making operations.

On March 8, 2017, we announced our intention to discontinue our options market making business globally. Additionally, as we previously announced, on September 29, 2017 we completed the transfer of our U.S options market making operations to Two Sigma. We will continue to phase out our options market making operations outside of the U.S substantially over the coming months. Consistent with earlier estimates, we expect to incur approximately \$25 million in one-time restructuring costs, of which an additional \$1 million was recognized in the current quarter. A substantial portion of these exit costs is expected to be defrayed by continuing certain market making operations until the restructuring is complete. In addition, as a result of discontinuing our options market making business, we expect that approximately \$40 million in annual net expenses will be absorbed by the electronic brokerage segment, of which approximately \$4 million was absorbed during the current quarter.

We intend to continue conducting certain proprietary trading activities in stocks and related instruments to facilitate our electronic brokerage customers’ trading in products such as ETFs, ADRs, CFDs and other financial instruments. However, we do not expect this activity to be of sufficient size as to require reporting these activities as a separate segment after we discontinue our options market making business.

Nine-Month Results: Diluted earnings per share were \$1.10 for the nine months ended September 30, 2017 (“current nine-month period”), compared to diluted earnings per share of \$1.20 for the nine months ended September 30, 2016 (“prior year nine-month period”).

On a comprehensive basis, which includes other comprehensive income (“OCI”), diluted earnings per share were \$1.26 for the current nine-month period, compared to diluted earnings per share of \$1.25 for the prior year nine-month period.

Consolidated: For the current nine-month period, our net revenues were \$1,187 million and income before income taxes was \$685 million, compared to net revenues of \$1,203 million and income before income taxes of \$733 million in the prior year nine-month period. The decrease in income before income taxes in the current nine-month period was mainly driven by an 79% decrease in trading gains, a 10% decrease in other income and a 46% increase in general and administrative expenses, partially offset by a 23% increase in net interest income. Our pre-tax profit margin was 58%, compared to 61% for the prior year nine-month period.

Electronic Brokerage: For the current nine-month period, income before income taxes in our electronic brokerage segment increased \$20 million, or 3%, compared to the prior year nine-month period, driven by higher net interest income and commissions, partially offset by lower other income and higher execution and clearing, general and administrative, and employee compensation and benefits expenses. Net revenues increased 7%, mainly from a 23% increase in net interest income, driven by higher Federal Funds rates and higher average customer credit and margin loan balances, and a 3% increase in commissions, primarily driven by higher options contract and stock share volumes; partially offset by a 27% decrease in other income, driven by a \$3 million net mark-to-market loss on our U.S. government securities portfolio (compared to a \$37 million net mark-to-market gain in the prior year nine-month period). Pre-tax profit margin was 60% for the current nine-month period and 62% for the prior year nine-month period. Customer accounts grew 24% and customer equity increased 40% from the prior year nine-month period. For the current nine-month period, total Daily Average Revenue Trades (“DARTs”) for cleared and execution-only customers increased 1%, to 674 thousand, compared to 667 thousand in the prior year nine-month period.

Market Making: For the current nine-month period, income before income taxes in our market making segment decreased \$67 million, compared to the prior year nine-month period, to a loss of \$35 million. Trading gains decreased 79% on lower trading volume, as we wind down our options market making business, and on decreases in volatility and in the actual-to-implied volatility ratio compared to the prior year nine-month period. In addition, the results for the current nine-month period include approximately \$24 million in one-time exit costs, primarily consisting of the write-down of the value of exchange trading rights included in general and administrative expenses and severance costs for employee terminations included in employee compensation and benefits expense. These exit costs were partially offset by an \$11 million one-time recovery of costs related to the wind-down of our U.S. options market making operations included in other income.

As mentioned above, we will continue to phase out our market making operations outside of the U.S substantially over the coming months. Consistent with earlier estimates, we expect to incur approximately \$25 million in one-time restructuring costs, of which \$24 million was recognized in the current nine-month period. A substantial portion of these exit costs is expected to be defrayed by continuing certain market making operations until the restructuring is complete. In addition, as a result of discontinuing our options market making business, we expect that approximately \$40 million in annual net expenses will be absorbed by the electronic brokerage segment, of which approximately \$6 million was absorbed during the current nine-month period. As of September 30, 2017, we estimate that approximately 50% of the resources related to the \$40 million expected annual amount have been transferred to the electronic brokerage segment.

We intend to continue conducting certain proprietary trading activities in stocks and related instruments to facilitate our electronic brokerage customers' trading in products such as ETFs, ADRs, CFDs and other financial instruments. However, we do not expect this activity to be of sufficient size as to require reporting these activities as a separate segment after we discontinue our options market making business.

Sale of U.S. Options Market Making Operations: In connection with the sale of the majority of our U.S. options market making operations to Two Sigma on September 29, 2017, during the current quarter, we recorded a gain of \$11 million, reflecting the recovery of costs we incurred during the transition of these operations to Two Sigma. As of the end of the current quarter, we had wound down nearly all of our U.S. and the majority of our non-U.S. options market making operations.

Under the agreement with Two Sigma, we have the opportunity for future income from an earn-out agreement, based on the performance of the options market making business under Two Sigma's control. Under the agreement, we would earn a share of any U.S. profits after variable costs and other agreed-upon costs for three years; and a separate share of any non-U.S. profits after variable costs for four years. The agreement provides Two Sigma the opportunity to enter non-U.S. parts of this business and, while it does not preclude us from participating in those markets, the earn-out would be effective only in markets where we did not compete.

Trading Volumes and Brokerage Statistics

The following tables present historical trading volumes and brokerage statistics for our business. However, volumes are not the only drivers in our business.

TRADE VOLUMES:

(in 000's, except %)

Period	Market Making Trades	% Change	Brokerage Cleared Trades	% Change	Brokerage Non Cleared Trades	% Change	Total Trades	% Change	Avg. Trades per U.S. Trading Day
2014	64,530		206,759		18,055		289,344		1,155
2015	65,937	2%	242,846	17%	18,769	4%	327,553	13%	1,305
2016	64,038	-3%	259,932	7%	16,515	-12%	340,485	4%	1,354
3Q2016	15,474		61,181		3,736		80,391		1,256
3Q2017	6,834	-56%	66,262	8%	3,698	-1%	76,794	-4%	1,229
2Q2017	7,960		64,823		3,672		76,455		1,214
3Q2017	6,834	-14%	66,262	2%	3,698	1%	76,794	0%	1,229

CONTRACT AND SHARE VOLUMES:

(in 000's, except %)

TOTAL

Period	Options (contracts)	% Change	Futures ⁽¹⁾ (contracts)	% Change	Stocks (shares)	% Change
2014	631,265		123,048		153,613,174	
2015	634,388	0%	140,668	14%	172,742,520	12%
2016	572,834	-10%	143,287	2%	155,439,227	-10%
3Q2016	138,767		32,521		38,515,753	
3Q2017	93,470	-33%	31,508	-3%	55,195,706	43%
2Q2017	91,879		30,805		53,378,165	
3Q2017	93,470	2%	31,508	2%	55,195,706	3%

MARKET MAKING

Period	Options (contracts)	% Change	Futures ⁽¹⁾ (contracts)	% Change	Stocks (shares)	% Change
2014	344,741		15,668		12,025,822	
2015	335,406	-3%	14,975	-4%	15,376,076	28%
2016	307,377	-8%	14,205	-5%	13,082,887	-15%
3Q2016	74,966		3,338		2,874,332	
3Q2017	18,676	-75%	1,040	-69%	1,814,393	-37%
2Q2017	19,831		1,143		1,620,275	
3Q2017	18,676	-6%	1,040	-9%	1,814,393	12%

(1) Futures contract volume includes options on the futures.

BROKERAGE TOTAL

Period	Options (contracts)	% Change	Futures ⁽¹⁾ (contracts)	% Change	Stocks (shares)	% Change
2014	286,524		107,380		141,587,352	
2015	298,982	4%	125,693	17%	157,366,444	11%
2016	265,457	-11%	129,082	3%	142,356,340	-10%
3Q2016	63,801		29,183		35,641,421	
3Q2017	74,794	17%	30,468	4%	53,381,313	50%
2Q2017	72,048		29,662		51,757,890	
3Q2017	74,794	4%	30,468	3%	53,381,313	3%

BROKERAGE CLEARED

Period	Options (contracts)	% Change	Futures ⁽¹⁾ (contracts)	% Change	Stocks (shares)	% Change
2014	225,662		106,074		137,153,132	
2015	244,356	8%	124,206	17%	153,443,988	12%
2016	227,413	-7%	128,021	3%	138,523,932	-10%
3Q2016	55,579		28,986		34,817,202	
3Q2017	64,363	16%	30,034	4%	52,515,806	51%
2Q2017	62,342		29,255		50,807,138	
3Q2017	64,363	3%	30,034	3%	52,515,806	3%

(1) Futures contract volume includes options on futures.

BROKERAGE STATISTICS:

(in 000's, except % and where noted)

Year over Year	3Q2017	3Q2016	% Change
Total Accounts	457	370	24%
Customer Equity (in billions) *	\$ 115.7	\$ 82.7	40%
Cleared DARTs	646	564	15%
Total Customer DARTs	695	609	14%

Cleared Customers (in \$'s, except DART per account)

Commission per DART	\$ 3.96	\$ 3.91	1%
DART per Avg. Account (Annualized)	365	390	-6%
Net Revenue per Avg. Account (Annualized)	\$ 3,249	\$ 3,191	2%

Consecutive Quarters

	3Q2017	2Q2017	% Change
Total Accounts	457	428	7%
Customer Equity (in billions) *	\$ 115.7	\$ 104.8	10%
Cleared DARTs	646	621	4%
Total Customer DARTs	695	669	4%

Cleared Customers (in \$'s, except DART per account)

Commission per DART	\$ 3.96	\$ 4.00	-1%
DART per Avg. Account (Annualized)	365	372	-2%
Net Revenue per Avg. Account (Annualized)	\$ 3,249	\$ 3,141	3%

* Excludes non-customers.

Business Environment

Against a backdrop of a still sluggish trading environment amid historically low market volatility, we maintained our position as the largest U.S. electronic broker as measured by the number of customer revenue trades and increased our DARTs by 14% from the prior year quarter. New customer account growth remained robust as total customer accounts increased 24% from the prior year quarter to 457 thousand. Institutional customers, such as hedge funds, mutual funds, introducing brokers, proprietary trading groups and financial advisors, comprised approximately 48% of total accounts and approximately 64% of total customer equity as of September 30, 2017. Average equity per account increased by 13%, to \$254 thousand compared to the prior year quarter, as we continued to attract larger customers that seek securities finance services, including margin lending and short sale support.

Electronic brokerage net interest income grew 31%, compared to the prior year quarter. The Federal Reserve's increases in the Federal Funds target rate in December 2016, March 2017 and June 2017, together with higher average customer credit and margin loan balances, generated more net interest income than in the prior year quarter. Our low margin lending rates are tied to benchmark rates, such as the Federal Funds rate in the U.S. In the current quarter, our customers paid 1.3% to 2.7% for their U.S. dollar margin loans with us. Average customer credit balances rose 13% due to an inflow of new accounts, and average customer margin loan balances increased by 46% from the prior year quarter, due to customers' appetite for increased leverage, along with expanded prime broker financing.

Market making segment results increased in the current quarter on lower non-interest expenses and an \$11 million one-time recovery of costs related to the wind-down of our U.S. options market making operations, partially offset by lower trading gains. On March 8, 2017, we announced our intention to discontinue our options market making business globally, which represents the majority of our market making operations, and we are currently in the process of winding down these operations. Additionally on May 9, 2017, we announced the sale of our U.S options market making operations to Two Sigma Securities, LLC. This transaction closed on September 29, 2017.

The following is a summary of the key profit drivers that affect our business and how they compared to the prior year quarter:

Global trading volumes. According to data received from exchanges worldwide, volumes in exchange-listed equity-based options increased by approximately 3% in the U.S. and 11% globally for the current quarter, compared to the prior year quarter. During the current quarter we accounted for approximately 4.9% (8.0% in the prior year quarter) of the exchange-listed equity-based options volume traded worldwide (including options on ETFs and stock index products), and approximately 7.5% (11.2% in the prior year quarter) of exchange-listed equity-based options volume traded in the U.S. The decreases in both measures were driven by our pull-back in options market making. It is important to note that this metric is not directly correlated with our profits. See tables on pages 38-39 of this Quarterly Report on Form 10-Q for additional details regarding our trade volumes, contract and share volumes and brokerage statistics.

Volatility. Since we typically maintain an overall long volatility position, our market making profits are generally correlated with market volatility, protecting us against a severe market dislocation in either direction. Based on the Chicago Board Options Exchange Volatility Index ("VIX®"), the average volatility decreased to 11.0 in the current quarter, down 17% from the average of 13.3 in the prior year quarter. Lower volatility also impacts our electronic brokerage segment because it results in fewer trading opportunities for our customers. Despite a 6% decline in average DARTS per account, our total DARTs increased 14% compared to the prior year quarter.

The ratio of actual to implied volatility is also meaningful to our market making segment results. Because the cost of hedging our positions is based on implied volatility, while our trading profits are, in part, based on actual market volatility, a higher ratio has a generally favorable impact on our trading gains and a lower ratio generally has a negative effect. This ratio averaged approximately 65% during the current quarter, compared to an average of approximately 74% in the prior year quarter. As we are winding down our options market making activities, volatility had less of an impact in the current quarter than in the prior year quarter.

These volatility measures were at or near their historical lows.

Currency fluctuations. As a global electronic broker and market maker trading on exchanges around the world in multiple currencies, we are exposed to foreign currency risk. We actively manage this exposure by keeping our net worth in proportion to a defined basket of 14 currencies we call the "GLOBAL" in order to diversify our risk and to align our hedging strategy with the currencies that we use in our business. Because we report our financial results in U.S. dollars, the change in the value of the GLOBAL versus the U.S. dollar affects our earnings. During the current quarter the value of the GLOBAL, as measured in U.S. dollars, increased 0.56% compared to its value as of June 30, 2017, which had a positive impact on our comprehensive earnings for the current quarter.

A discussion of our approach for managing foreign currency exposure is contained in Part I, Item 3 of this Quarterly Report on Form 10-Q entitled "Quantitative and Qualitative Disclosures about Market Risk."

Certain Trends and Uncertainties

We believe that our current operations may be favorably or unfavorably impacted by the following trends that may affect our financial condition and results of operations:

- Our market making operations will continue to be impacted by the following trends until we complete its wind-down.
 - Over the past several years, the effects of market structure changes, competition (in particular, from high frequency traders) and market conditions have, during certain periods, exerted downward pressure on bid/offer spreads realized by market makers.
 - In recent years, in an effort to improve the quality of their executions as well as to increase efficiencies, market makers have increased the level of automation within their operations, which may allow them to compete more effectively with us.
 - A driver of our market making profits is the relationship between actual and implied volatility in the equities markets. The cost of maintaining our conservative risk profile is based on implied volatility, while our profitability, in part, is based on actual volatility. Hence, our profitability is increased when actual volatility runs above implied volatility and it is decreased when actual volatility falls below implied volatility. Implied volatility tends to lag actual volatility.
- Retail broker-dealer participation in the equity markets has fluctuated over the past few years due to investor sentiment, market conditions and a variety of other factors. Retail transaction volumes may not be sustainable and are not predictable.
- Scrutiny of equity and option market makers, hedge funds and soft dollar practices by regulatory and legislative authorities has increased. New legislation or modifications to existing regulations and rules could occur in the future.
- Additional consolidation among market centers may adversely affect the value of our SmartRoutingSM software.
- Benchmark interest rates have fluctuated over the past years due to economic conditions. Changes in interest rates may not be predictable.

See “Risk Factors” in Part I, Item 1A of our Annual Report on Form 10-K, filed with the SEC on February 28, 2017, and elsewhere in this report for a discussion of other risks that may affect our financial condition and results of operations.

Results of Operations

The tables in the period comparisons below provide summaries of our consolidated results of operations. The period-to-period comparisons below of financial results are not necessarily indicative of future results.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(in millions, except share and per share amounts)			
Revenues				
Trading gains	\$ 11	\$ 38	\$ 26	\$ 124
Commissions	163	144	477	462
Interest income	243	157	626	446
Other income	70	27	205	228
Total revenues	487	366	1,334	1,260
Interest expense	61	21	147	57
Total net revenues	426	345	1,187	1,203
Non-interest expenses				
Execution and clearing	61	62	185	183
Employee compensation and benefits	64	58	192	174
Occupancy, depreciation and amortization	11	13	34	38
Communications	7	7	22	23
General and administrative	15	19	67	46
Customer bad debt	-	3	2	6
Total non-interest expenses	158	162	502	470
Income before income taxes	268	183	685	733
Income tax expense	21	15	56	55
Net income	247	168	629	678
Less net income attributable to noncontrolling interests	216	148	551	598
Net income available for common stockholders	<u>\$ 31</u>	<u>\$ 20</u>	<u>\$ 78</u>	<u>\$ 80</u>
Earnings per share				
Basic	<u>\$ 0.44</u>	<u>\$ 0.30</u>	<u>\$ 1.12</u>	<u>\$ 1.22</u>
Diluted	<u>\$ 0.43</u>	<u>\$ 0.30</u>	<u>\$ 1.10</u>	<u>\$ 1.20</u>
Weighted average common shares outstanding				
Basic	<u>71,109,577</u>	<u>67,083,654</u>	<u>69,405,624</u>	<u>65,351,842</u>
Diluted	<u>71,973,483</u>	<u>68,470,224</u>	<u>70,409,619</u>	<u>66,738,754</u>
Comprehensive income				
Net income available for common stockholders	\$ 31	\$ 20	\$ 78	\$ 80
Other comprehensive income				
Cumulative translation adjustment, before income taxes	1	-	11	3
Income taxes related to items of other comprehensive income	-	-	-	-
Other comprehensive income, net of tax	1	-	11	3
Comprehensive income available for common stockholders	<u>\$ 32</u>	<u>\$ 20</u>	<u>\$ 89</u>	<u>\$ 83</u>
Comprehensive income attributable to noncontrolling interests				
Net income attributable to noncontrolling interests	\$ 216	\$ 148	\$ 551	\$ 598
Other comprehensive income - cumulative translation adjustment	5	2	55	19
Comprehensive income attributable to noncontrolling interests	\$ 221	\$ 150	\$ 606	\$ 617

Three Months Ended September 30, 2017 (“current quarter”) compared to the Three Months Ended September 30, 2016 (“prior year quarter”)

Net Revenues

Total net revenues, for the current quarter, increased \$81 million, or 23%, compared to the prior year quarter, to \$426 million. The increase in net revenues was primarily due to higher net interest income, other income and commissions, partially offset by lower trading gains. Trading volume is an important driver of revenues and costs for both our electronic brokerage and market making segments. During the current quarter, our options and futures contract volumes decreased 33% and 3% respectively, while stock share volume increased 43% (largely driven by low priced U.S. and Hong Kong shares), compared to the prior year quarter. The decreases are attributable to our pull-back in market making.

Trading Gains

Trading gains, for the current quarter, decreased \$27 million, or 71%, compared to the prior year quarter, to \$11 million. As we continue to wind down our options market making business, during the current quarter, our market making operations executed 6.8 million trades compared to 15.5 million trades executed in the prior year quarter. In addition, market making options and futures contract and stock share volumes decreased 75%, 69%, and 37%, respectively, compared to the prior year quarter.

Trading gains were also unfavorably impacted by decreases in volatility and in the actual-to-implied volatility ratio as compared to the prior year quarter. The VIX[®], which measures perceived U.S. equity market volatility, decreased 17% to an average of 11.0 for the current quarter, compared to an average of 13.3 for the prior year quarter. The ratio of actual to implied volatility decreased to an average of 65% for the current quarter, compared to an average of 74% for the prior year quarter. Both of these were negative trends for market making performance.

Included in trading gains are net dividends. Dividend income and expense arise from holding market making positions over dates on which dividends are paid to shareholders of record. When a stock pays a dividend, its market price is generally adjusted downward to reflect the value paid, which will not be received by those who purchase stock on or after the ex-dividend date. Hence, the apparent gains and losses due to these price changes, reflecting the value of dividends paid to shareholders, must be taken together with the dividends paid and received, respectively, to accurately reflect the results of our market making operations.

Commissions

Commissions, for the current quarter, increased \$19 million, or 13%, compared to the prior year quarter, to \$163 million, driven by higher customer trading volumes across all product types, continued customer account growth and higher average commission per customer order. Cleared customer options and futures contract and stock share volumes increased 16%, 4% and 51%, respectively, compared to the prior year quarter. Total DARTs for cleared and execution-only customers, for the current quarter, increased 14% to 695 thousand, compared to 609 thousand during the prior year quarter. DARTs for cleared customers, i.e., customers for whom we execute trades, as well as, clear and carry positions, for the current quarter, increased 15% to 646 thousand, compared to 564 thousand for the prior year quarter. Average commission per DART for cleared customers, for the current quarter, increased by 1% to \$3.96, compared to \$3.91 for the prior year quarter, reflecting larger average order sizes in stocks.

Interest Income and Interest Expense

Net interest income (interest income less interest expense), for the current quarter, increased \$46 million, or 34%, compared to the prior year quarter, to \$182 million. The increase in net interest income was driven by higher average customer credit and margin loan balances and higher benchmark interest rates.

Net interest income on customer balances, for the current quarter, increased \$41 million, compared to the prior year quarter, driven by a \$5.5 billion increase in average customer credit balances, a portion of which were invested in interest-bearing U.S. government securities, a \$7.7 billion increase in average customer margin loans, and a 76 basis point increase in the average Federal Funds effective rate to 1.15% compared to the prior year quarter. As a result of the increases in the Federal Funds effective rate since December 2016, interest expense on customer credit balances increased from the prior year quarter, in part, as certain customer credit balances that were not eligible to earn interest in the prior year quarter became eligible to earn interest in the current quarter. The increase in benchmark rates also drove higher interest income earned on investment of customer segregated cash and on margin lending to customers.

We earn income on securities loaned and borrowed to support customer long and short stock holdings in margin accounts. In addition, our Stock Yield Enhancement Program provides an opportunity for customers with fully-paid stock to allow us to lend it out. We pay customers a rebate on the cash collateral generally equal to 50% of the income we earn from lending the shares. We place cash collateral securing the loans in the customer's account.

In the market making segment, as a result of the way we have integrated our market making and securities lending systems, our trading income and our net interest income are interchangeable and depend on the mix of market making positions in our portfolio. When implied interest rates in the equity and equity options and futures markets exceed the actual interest rates available to us, our market making systems tend to buy stock and sell it forward, which produces higher trading gains and lower net interest income. When these rates are inverted, our market making systems tend to sell stock and buy it forward, which produces lower trading gains and higher net interest income.

In the current quarter, average securities borrowed decreased 4%, to \$4.1 billion and average securities loaned increased by 29%, to \$4.0 billion, compared to the prior year quarter. Net interest earned from securities lending is also affected by the level of demand for securities positions in our market making business and held by our customers. During the current quarter, net fees earned by our electronic brokerage and market making segments from securities lending transactions was unchanged, compared to the prior year quarter. It should be noted that securities lending transactions entered into to support customer activity may produce interest income (expense) that is offset by interest expense (income) related to customer balances.

The Company measures return on interest-earning assets using net interest margin (“NIM”). NIM is computed by dividing the annualized net interest income by the average interest-earning assets for the period. Interest-earning assets consist of cash and securities segregated for regulatory purposes (including U.S. government securities and securities purchased under agreements to resell), customer margin loans, securities borrowed and other interest-earning assets (solely firm assets).

The following table presents net interest income information corresponding to interest-earning assets and interest-bearing liabilities for the three months ended September 30, 2017 and 2016:

	Three Months Ended September 30,	
	2017	2016
	(in millions)	
Average interest-earning assets		
Segregated cash and securities	\$ 24,043	\$ 25,525
Customer margin loans	24,132	16,473
Securities borrowed	4,096	4,275
Other interest-earning assets	3,155	2,169
	<u>\$ 55,426</u>	<u>\$ 48,442</u>
Average interest-bearing liabilities		
Customer credit balances	\$ 46,910	\$ 41,414
Securities loaned	3,964	3,071
	<u>\$ 50,874</u>	<u>\$ 44,485</u>
Net Interest income		
Segregated cash and securities, net	\$ 66	\$ 40
Customer margin loans	106	54
Securities borrowed and loaned, net	42	42
Customer credit balances	(40)	(3)
Other net interest income ⁽¹⁾	9	3
Net interest income	<u>\$ 183</u>	<u>\$ 136</u>
Net interest margin ("NIM")		
	<u>1.31%</u>	<u>1.12%</u>
Annualized Yields		
Segregated cash and securities	1.09%	0.62%
Customer margin loans	1.74%	1.30%
Customer credit balances	0.34%	0.03%

(1) Includes income from financial instruments which has the same characteristics as interest, but is reported in other income.

Other Income

Other income, for the current quarter, increased \$43 million, or 159%, compared to the prior year quarter, to \$70 million, mainly driven by \$15 million higher gains on our currency diversification strategy (a gain of \$26 million for the current quarter, compared to a gain of \$11 million in the prior year quarter), a \$1 million net mark-to-market gain on our U.S. government securities portfolio in the current quarter, compared to \$15 million net mark-to-market loss in the prior year quarter, and an \$11 million one-time recovery of costs related to the wind-down of our U.S. options market making operations. In general, mark-to-market gains and losses on U.S. government securities are expected to reverse when, as intended, these securities are held to maturity. A discussion of our approach to managing foreign currency exposure is contained in Part I, Item 3 of this Quarterly Report on Form 10-Q entitled "Quantitative and Qualitative Disclosures about Market Risk."

Non-Interest Expenses

Non-interest expenses, for the current quarter, decreased \$4 million, or 2%, compared to the prior year quarter, to \$158 million, mainly due to a \$4 million decrease in general and administrative expenses, a \$3 million decrease in customer bad debt, and a \$2 million decrease in occupancy expenses, partially offset by a \$6 million increase in employee compensation and benefits, compared to the prior year quarter. As a percentage of total net revenues, non-interest expenses were 37% for the current quarter and 47% for the prior year quarter.

Execution and Clearing

Execution and clearing expenses, for the current quarter, decreased \$1 million, or 2%, compared to the prior year quarter, to \$61 million, driven by lower trading volume in our market making segment as we continue to wind down our option market making business globally, as options and futures contract and stock share volumes decreased 75%, 69% and 37%, respectively, from the prior year quarter. This was largely offset by our electronic brokerage segment, where options and futures contract and stock share volumes increased 17%, 4% and 50%, respectively, from the prior year quarter. In addition the current quarter includes a clearing fee rebate of \$3 million, whereas the prior year's rebate was recognized in the second quarter.

Employee Compensation and Benefits

Employee compensation and benefits expenses, for the current quarter, increased \$6 million, or 10%, compared to the prior year quarter, to \$64 million, mainly due to an increase in employee incentive compensation expenses, and one-time exit costs related to the wind-down of our options market making business. The number of employees decreased 1% to 1,186 at the end of the current quarter, compared to 1,194 at the end of the prior year quarter, due to terminations related to the wind-down of our options market making business and lower levels of hiring as we transfer certain employees from the market making segment to the electronic brokerage segment. Within the operating business segments, we continued to add staff in customer service, legal and compliance, and software development to support electronic brokerage and reduce staff in market making. As we continue to grow, our focus on automation has allowed us to maintain a relatively small staff. As a percentage of total net revenues, employee compensation and benefits expenses were 15% for the current quarter and 17% for the prior year quarter.

General and Administrative

General and administrative expenses, for the current quarter, decreased \$4 million, or 21%, compared to the prior year quarter, to \$15 million, mainly due to the non-recurrence of professional service fees and expenses related to legal and regulatory matters in the prior year quarter. As a percentage of total net revenues, general and administrative expenses were 4% for the current quarter and 6% for the prior year quarter.

Income Tax Expense

Income tax expense, for the current quarter, increased \$6 million, or 40%, to \$21 million, compared to the prior year quarter, due to higher taxable income and lower foreign tax credits in the current quarter. The following table presents information about our income tax expense for the three months ended September 30, 2017 and 2016.

	Three Months Ended September 30,	
	2017	2016
	(in millions, except %)	
Operating Companies		
Income before income taxes	\$ 268	\$ 184
Income tax expense	7	7
Net income available to members	<u>\$ 261</u>	<u>\$ 177</u>
IBG, Inc.		
Average ownership percentage in IBG LLC	17.3%	16.0%
Income before income taxes	45	28
Income tax expense	14	8
Net income available to common stockholders	<u>\$ 31</u>	<u>\$ 20</u>
Consolidated income tax expense		
Income tax expense attributable to Operating Companies	\$ 7	\$ 7
Income tax expense attributable IBG, Inc.	14	8
Total income tax expense	<u>\$ 21</u>	<u>\$ 15</u>

Our operating results, for the current quarter, excluding the effects of our currency diversification strategy, the net mark-to-market gains and losses on our U.S. government securities portfolio and a one-time net recovery of costs related to the wind-down of our U.S. options market making operations, compared to the prior year quarter, were as follows: net revenues were \$388 million, up 11% from the prior year quarter; income before income taxes was \$231 million, up 24%; and pre-tax profit margin increased to 60% for the current quarter, from 54% for the prior year quarter.

Nine Months Ended September 30, 2017 (“current nine-month period”) compared to the Nine Months Ended September 30, 2016 (“prior year nine-month period”)

Net Revenues

Total net revenues, for the current nine-month period, decreased \$16 million, or 1%, compared to the prior year nine-month period, to \$1,187 million. The decrease in net revenues was primarily due to lower trading gains and other income, partially offset by higher net interest income and commissions. Trading volume is an important driver of revenues and costs for both our electronic brokerage and market making segments. During the current nine-month period, our options and futures contract volumes decreased 29% and 15%, respectively, while stock share volume increased 42% (largely driven by low-priced U.S. and Hong Kong shares), compared to the prior year nine-month period.

Trading Gains

Trading gains, for the current nine-month period, decreased \$98 million, or 79%, compared to the prior year nine-month period, to \$26 million. As we continue to wind down our options market making business, during the current nine-month period, our market making operations executed 27.0 million trades compared to 48.8 million trades executed in the prior year nine-month period. In addition, market making options and futures contract and stock share volumes decreased 61%, 56%, and 50%, respectively, compared to the prior year nine-month period.

Trading gains were also unfavorably impacted by decreases in volatility and in the actual-to-implied volatility ratio as compared to the prior year nine-month period. Through our announcement on March 8, 2017, the market making segment had incurred net losses and the segment was not expected to return to meaningful profitability; however, the rate of continuing losses was substantially reduced after we began taking action to discontinue our options market making business.

The VIX[®], which measures perceived U.S. equity market volatility, decreased 31% to an average of 11.4 for the current nine-month period, compared to an average of 16.4 for the prior year nine-month period. The ratio of actual to implied volatility decreased to an average of 63% for the current nine-month period, compared to an average of 87% for the prior year nine-month period. Both of these were negative trends for market making performance.

Included in trading gains are net dividends. Dividend income and expense arise from holding market making positions over dates on which dividends are paid to shareholders of record. When a stock pays a dividend, its market price is generally adjusted downward to reflect the value paid, which will not be received by those who purchase stock on or after the ex-dividend date. Hence, the apparent gains and losses due to these price changes, reflecting the value of dividends paid to shareholders, must be taken together with the dividends paid and received, respectively, to accurately reflect the results of our market making operations.

Commissions

Commissions, for the current nine-month period, increased \$15 million, or 3%, compared to the prior year nine-month period, to \$477 million, driven by higher customer trading volumes in options and stocks, continued customer account growth and higher average commission per customer order. Cleared customer options contract and stock share volumes increased 11% and 54%, respectively, while futures contract volume decreased 11%, compared to the prior year nine-month period. Total DARTs for cleared and execution-only customers, for the current nine-month period, increased 1% to 674 thousand, compared to 667 thousand during the prior year nine-month period. DARTs for cleared customers, i.e., customers for whom we execute trades, as well as, clear and carry positions, for the current nine-month period, increased 2% to 625 thousand, compared to 615 thousand for the prior year nine-month period. Average commission per DART for cleared customers, for the current nine-month period, increased by 3% to \$3.99, compared to \$3.89 for the prior year nine-month period, reflecting larger average order sizes in stocks.

Interest Income and Interest Expense

Net interest income (interest income less interest expense), for the current nine-month period, increased \$90 million, or 23%, compared to the prior year nine-month period, to \$479 million. The increase in net interest income was driven by higher average customer credit and margin loan balances and higher benchmark interest rates, partially offset by lower net fees earned from securities lending transactions.

Net interest income on customer balances, for the current nine-month period, increased \$91 million, compared to the prior year nine-month period, driven by a \$5.6 billion increase in average customer credit balances, a portion of which were invested in interest-bearing U.S. government securities, a \$6.1 billion increase in average customer margin loans, and a 56 basis point increase in the average Federal Funds effective rate to 0.93%, partially offset by reductions in benchmark rates in certain foreign currencies,

compared to the prior year nine-month period. As a result of the increases in the Federal Funds effective rate since December 2016, interest expense on customer credit balances increased from the prior year nine-month period, in part, as certain customer credit balances that were not eligible to earn interest in the prior year nine-month period became eligible to earn interest in the current nine-month period. The increase in benchmark rates also drove higher interest income earned on investment of customer segregated cash and on margin lending to customers.

We earn income on securities loaned and borrowed to support customer long and short stock holdings in margin accounts. In addition, our Stock Yield Enhancement Program provides an opportunity for customers with fully-paid stock to allow us to lend it out. We pay customers a rebate on the cash collateral generally equal to 50% of the income we earn from lending the shares. We place cash collateral securing the loans in the customer's account.

In the market making segment, as a result of the way we have integrated our market making and securities lending systems, our trading income and our net interest income are interchangeable and depend on the mix of market making positions in our portfolio. When implied interest rates in the equity and equity options and futures markets exceed the actual interest rates available to us, our market making systems tend to buy stock and sell it forward, which produces higher trading gains and lower net interest income. When these rates are inverted, our market making systems tend to sell stock and buy it forward, which produces lower trading gains and higher net interest income.

In the current nine-month period, average securities borrowed increased slightly to \$4.1 billion and average securities loaned increased by 37%, to \$3.8 billion, compared to the prior year nine-month period. Net interest earned from securities lending is also affected by the level of demand for securities positions in our market making business and held by our customers. During the current nine-month period, net fees earned by our electronic brokerage and market making segments from securities lending transactions decreased \$6 million or 5%, compared to the prior year nine-month period. The decrease in net interest income from securities lending transactions was attributable to the electronic brokerage segment. It should be noted that securities lending transactions entered into to support customer activity may produce interest income (expense) that is offset by interest expense (income) related to customer balances.

The Company measures return on interest-earning assets using net interest margin ("NIM"). NIM is computed by dividing the annualized net interest income by the average interest-earning assets for the period. Interest-earning assets consist of cash and securities segregated for regulatory purposes (including U.S. government securities and securities purchased under agreements to resell), customer margin loans, securities borrowed and other interest-earning assets (solely firm assets).

The following table presents net interest income information corresponding to interest-earning assets and interest-bearing liabilities for the nine months ended September 30, 2017 and 2016:

	Nine Months Ended September 30,	
	2017	2016
	(in millions)	
Average interest-earning assets		
Segregated cash and securities	\$ 24,207	\$ 24,027
Customer margin loans	22,017	15,917
Securities borrowed	4,071	4,056
Other interest-earning assets	2,748	2,484
	<u>\$ 53,043</u>	<u>\$ 46,484</u>
Average interest-bearing liabilities		
Customer credit balances	\$ 44,901	\$ 39,297
Securities loaned	3,765	2,758
	<u>\$ 48,666</u>	<u>\$ 42,055</u>
Net Interest income		
Segregated cash and securities, net	\$ 160	\$ 110
Customer margin loans	270	157
Securities borrowed and loaned, net	112	118
Customer credit balances	(80)	(8)
Other net interest income ⁽¹⁾	18	12
Net interest income	<u>\$ 480</u>	<u>\$ 389</u>
Net interest margin ("NIM")		
	<u>1.21%</u>	<u>1.12%</u>
Annualized Yields		
Segregated cash and securities	0.88%	0.61%
Customer margin loans	1.64%	1.32%
Customer credit balances	0.24%	0.03%

(1) Includes income from financial instruments which has the same characteristics as interest, but is reported in other income.

Other Income

Other income, for the current nine-month period, decreased \$23 million, or 10%, compared to the prior year nine-month period, to \$205 million, mainly driven by a \$3 million net mark-to-market loss on our U.S. government securities portfolio in the current nine-month period, compared to \$37 million net mark-to-market gain in the prior year nine-month period and \$8 million lower gains on our currency diversification strategy (a gain of \$104 million for the current nine-month period, compared to a gain of \$112 million in the prior year nine-month period); partially offset by an \$11 million one-time recovery of costs related to the wind-down of our U.S. options market making operations and a \$5 million increase in net gains from other investments, compared to the prior year nine-month period. Despite an increase in average medium term interest rates during the current nine-month period, the net mark-to-market loss on our U.S. government securities portfolio was only \$3 million, reflecting a reduction in the size and average duration of the portfolio. In general, mark-to-market gains and losses on U.S. government securities are expected to reverse when, as intended, these securities are held to maturity. A discussion of our approach to managing foreign currency exposure is contained in Part I, Item 3 of this Quarterly Report on Form 10-Q entitled "Quantitative and Qualitative Disclosures about Market Risk."

Non-Interest Expenses

Non-interest expenses, for the current nine-month period, increased \$32 million, or 7%, compared to the prior year nine-month period, to \$502 million, mainly due to a \$21 million increase in general and administrative expenses and an \$18 million increase in employee compensation and benefits, partially offset by a \$4 million decrease in occupancy expenses and a \$4 million decrease in customer bad debt, compared to the prior year nine-month period. As a percentage of total net revenues, non-interest expenses were 42% for the current nine-month period and 39% for the prior year nine-month period.

Execution and Clearing

Execution and clearing expenses, for the current nine-month period, increased \$2 million, or 1%, compared to the prior year nine-month period, to \$185 million, driven by higher stock share volume and a reduction in liquidity rebates from exchanges operating a make-or-take pricing model, in which we are paid for adding liquidity and charged for removing liquidity, as options trading volume shifted away from orders that added liquidity to orders that removed liquidity in the current nine-month period compared to the prior year nine-month period, largely offset by lower trading volumes in options and futures contracts.

Employee Compensation and Benefits

Employee compensation and benefits expenses, for the current nine-month period, increased \$18 million, or 10%, compared to the prior year nine-month period, to \$192 million, mainly due to increases in employee incentive compensation, salary expense, and one-time exit costs related to the wind-down of our options market making business. For the current nine-month period, the average number of employees increased 6% to 1,205, compared to 1,141 for the prior nine-month period. Within the operating business segments, we continued to add staff in customer service, legal and compliance, and software development to support electronic brokerage and reduce staff in market making. As we continue to grow, our focus on automation has allowed us to maintain a relatively small staff. As a percentage of total net revenues, employee compensation and benefits expenses were 16% for the current nine-month period and 14% for the prior year nine-month period.

General and Administrative

General and administrative expenses, for the current nine-month period, increased \$21 million, or 46%, compared to the prior year nine-month period, to \$67 million, mainly due to a \$21 million write-down of the value of exchange trading rights related to the wind-down of our options market making business and higher advertising expenditures, partially offset by the non-recurrence of professional services fees and expenses related to legal and regulatory matters in the prior year nine-month period. As a percentage of total net revenues, general and administrative expenses were 6% for the current nine-month period and 4% for the prior year nine-month period.

Income Tax Expense

Income tax expense, for the current nine-month period, increased \$1 million, or 2%, to \$56 million, compared to the prior year nine-month period, due to lower foreign tax credits, partially offset by a decrease in income before taxes in the current nine-month period. The following table presents information about our income tax expense for the nine months ended September 30, 2017 and 2016.

	Nine Months Ended September 30,	
	2017	2016
	(in millions, except %)	
Operating Companies		
Income before income taxes	\$ 686	\$ 733
Income tax expense	22	22
Net income available to members	<u>\$ 664</u>	<u>\$ 711</u>
IBG, Inc.		
Average ownership percentage in IBG LLC	16.9%	16.0%
Income before income taxes	112	113
Income tax expense	34	33
Net income available to common stockholders	<u>\$ 78</u>	<u>\$ 80</u>
Consolidated income tax expense		
Income tax expense attributable to Operating Companies	\$ 22	\$ 22
Income tax expense attributable IBG, Inc.	34	33
Total income tax expense	<u>\$ 56</u>	<u>\$ 55</u>

Our operating results, for the current nine-month period, excluding the effects of our currency diversification strategy, the net mark-to-market gains and losses from our U.S. government securities portfolio, and one-time net costs related to the wind-down of our options market making business, compared to the prior year nine-month period, were as follows: net revenues were \$1,075 million, up 2%; income before income taxes was \$597 million, up 2%; and pre-tax profit margin increased to 56% for the current nine-month period, from 55% for the prior year nine-month period.

Business Segments

The following table sets forth the net revenues, non-interest expenses and income before income taxes of our business segments:

		<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
		<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
		(in millions)			
Electronic Brokerage	Net revenues	\$ 367	\$ 288	\$ 1,015	\$ 945
	Non-interest expenses	142	126	407	357
	Income before income taxes	<u>\$ 225</u>	<u>\$ 162</u>	<u>\$ 608</u>	<u>\$ 588</u>
	Pre-tax profit margin	61%	56%	60%	62%
Market Making	Net revenues	\$ 30	\$ 43	\$ 61	\$ 145
	Non-interest expenses	19	36	96	113
	Income (loss) before income taxes	<u>\$ 11</u>	<u>\$ 7</u>	<u>\$ (35)</u>	<u>\$ 32</u>
	Pre-tax profit (loss) margin	37%	16%	-57%	22%
Corporate⁽¹⁾	Net revenues	\$ 29	\$ 14	\$ 111	\$ 113
	Non-interest expenses	(3)	-	(1)	-
	Income before income taxes	<u>\$ 32</u>	<u>\$ 14</u>	<u>\$ 112</u>	<u>\$ 113</u>
Total	Net revenues	\$ 426	\$ 345	\$ 1,187	\$ 1,203
	Non-interest expenses	158	162	502	470
	Income before income taxes	<u>\$ 268</u>	<u>\$ 183</u>	<u>\$ 685</u>	<u>\$ 733</u>
	Pre-tax profit margin	63%	53%	58%	61%

(1) The corporate segment includes corporate related activities, inter-segment eliminations and gains and losses on positions held as part of our overall currency diversification strategy.

The following sections discuss the results of our operations by business segment, excluding a discussion of corporate segment income and expense. In the following tables, revenues and expenses directly associated with each business segment are included in determining income before income taxes. Due to the integrated nature of the business segments, estimates and judgments have been made in allocating certain revenue and expense items. Transactions between business segments generally result from one subsidiary facilitating the business of another subsidiary through the use of its existing trading memberships and clearing arrangements. In such cases, certain revenue and expense items are eliminated to accurately reflect the external business conducted in each business segment. Rates on transactions between business segments are designed to approximate full costs. In addition to execution and clearing expenses, which are the main cost driver for both the market making and the electronic brokerage segments, each business segment's operating expenses include: (i) employee compensation and benefits expenses that are incurred directly in support of each business segment, (ii) general and administrative expenses, which include directly incurred expenses for property leases, professional fees, travel and entertainment, communications and information services, equipment, and (iii) indirect support costs (including compensation and other related operating expenses) for administrative services provided by corporate segment subsidiaries. Such administrative services include, but are not limited to, computer software development and support, accounting, tax, legal and facilities management.

Electronic Brokerage

The following table sets forth the results of our electronic brokerage operations for the indicated periods:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(in millions)			
Revenues				
Commissions	\$ 164	\$ 143	\$ 478	\$ 462
Interest income	220	141	563	397
Other income	32	14	83	114
Total revenues	416	298	1,124	973
Interest expense	49	10	109	28
Total net revenues	367	288	1,015	945
Non-interest expenses				
Execution and clearing	55	46	158	135
Employee compensation and benefits	32	28	92	82
Occupancy, depreciation and amortization	4	6	13	16
Communications	4	3	12	11
General and administrative	47	40	130	107
Customer bad debt	-	3	2	6
Total non-interest expenses	142	126	407	357
Income before income taxes	\$ 225	\$ 162	\$ 608	\$ 588

Three Months Ended September 30, 2017 (“current quarter”) compared to the Three Months Ended September 30, 2016 (“prior year quarter”)

Electronic brokerage total net revenues, for the current quarter, increased \$79 million, or 27%, compared to the prior year quarter, to \$367 million, due to higher net interest income, commissions and other income.

Commissions, for the current quarter, increased \$21 million, or 15%, compared to the prior year quarter, to \$164 million, driven by higher customer trading volumes across all product types, continued customer account growth and higher average commission per customer order. Cleared customer options and futures contract and stock share volumes increased 16%, 4% and 51%, respectively, compared to the prior year quarter. Total DARTs for cleared and execution-only customers, for the current quarter, increased 14% to 695 thousand, compared to 609 thousand during the prior year quarter. DARTs for cleared customers, i.e., customers for whom we execute trades, as well as, clear and carry positions, for the current quarter, increased 15% to 646 thousand, compared to 564 thousand for the prior year quarter. Average commission per DART for cleared customers, for the current quarter, increased 1% to \$3.96, compared to \$3.91 for the prior year quarter, reflecting larger average order sizes in stocks.

Net interest income on customer balances, for the current quarter, increased \$41 million, compared to the prior year quarter, driven by a \$5.5 billion increase in average customer credit balances, a portion of which were invested in interest-bearing U.S. government securities, a \$7.7 billion increase in average customer margin loans, and a 76 basis point increase in the average Federal Funds effective rate to 1.15%, compared to the prior year quarter. As a result of increases in the Federal Funds effective rate since December 2016, interest expense on customer credit balances increased from the prior year quarter, in part, as certain customer credit balances that were not eligible to earn interest in the prior year quarter became eligible to earn interest in the current quarter. The increase in benchmark rates also drove higher interest income earned on investment of customer segregated cash and on margin lending to customers.

Other income, for the current quarter, increased \$18 million, or 129%, compared to the prior year quarter, to \$32 million, mainly driven by a \$1 million net mark-to-market gain on our U.S. government securities portfolio in the current quarter, compared to a \$15 million net mark-to-market loss in the prior year quarter. In general, mark-to-market gains and losses on U.S. government securities are expected to reverse when, as intended, these securities are held to maturity.

Non-interest expenses, for the current quarter, increased \$16 million, or 13%, compared to the prior year quarter, to \$142 million. Within non-interest expenses, execution and clearing expenses increased \$9 million, or 20%, driven by higher trading volumes in

options, futures and stocks. An 8% increase in the number of employees providing services to the electronic brokerage segment led to increases in employee compensation and benefits expenses of \$4 million, or 14%, and in general and administrative expenses of \$7 million, where the latter includes software development provided by the corporate segment on a consulting basis. Partially offsetting these increases for the current quarter were the non-recurrence of professional fees and lower expenses related to legal and regulatory matters as compared to the prior year quarter. As a percentage of total net revenues, non-interest expenses were 39% for the current quarter and 44% for the prior year quarter.

Income before income taxes, for the current quarter, increased \$63 million, or 39%, compared to the prior year quarter, to \$225 million. As a percentage of total net revenues for the electronic brokerage segment, income before income taxes was 61% for the current quarter and 56% for the prior year quarter.

Electronic brokerage operating results, for the current quarter, excluding the net mark-to-market gains and losses on our U.S. government securities portfolio, compared to the prior year quarter, were as follows: net revenues were \$366 million, up 21%; income before income taxes was \$224 million, up 27%; and pre-tax profit margin increased to 61% for the current quarter from 58% for the prior year quarter.

Nine Months Ended September 30, 2017 (“current nine-month period”) compared to the Nine Months Ended September 30, 2016 (“prior year nine-month period”)

Electronic brokerage total net revenues, for the current nine-month period, increased \$70 million, or 7%, compared to the prior year nine-month period, to \$1,015 million, primarily due to higher net interest income and commissions, partially offset by lower other income.

Commissions, for the current nine-month period, increased \$16 million, or 3%, compared to the prior year nine-month period, to \$478 million, driven by higher customer trading volumes in options and stocks, continued customer account growth and higher average commission per customer order. Cleared customer options contract and stock share volumes increased 11% and 54%, respectively, while futures contract volume decreased 11%, compared to the prior year nine-month period. Total DARTs for cleared and execution-only customers, for the current nine-month period, increased 1% to 674 thousand, compared to 667 thousand during the prior year nine-month period. DARTs for cleared customers, i.e., customers for whom we execute trades, as well as, clear and carry positions, for the current nine-month period, increased 2% to 625 thousand, compared to 615 thousand for the prior year nine-month period. Average commission per DART for cleared customers, for the current nine-month period, increased by 3% to \$3.99, compared to \$3.89 for the prior year nine-month period, reflecting larger average order sizes in stocks.

Net interest income on customer balances, for the current nine-month period, increased \$91 million, compared to the prior year nine-month period, driven by a \$5.6 billion increase in average customer credit balances, a portion of which were invested in interest-bearing U.S. government securities, a \$6.1 billion increase in average customer margin loans, and a 56 basis point increase in the average Federal Funds effective rate to 0.93%, partially offset by reductions in benchmark rates in certain foreign currencies, compared to the prior year nine-month period. As a result of increases in the Federal Funds effective rate since December 2016, interest expense on customer credit balances increased from the prior year nine-month period, in part, as certain customer credit balances that were not eligible to earn interest in the prior year nine-month period became eligible to earn interest in the current nine-month period. The increase in benchmark rates also drove higher interest income earned on investment of customer segregated cash and on margin lending to customers.

Other income, for the current nine-month period, decreased \$31 million, or 27%, compared to the prior year nine-month period, to \$83 million, mainly driven by a \$3 million net mark-to-market loss on our U.S. government securities portfolio in the current nine-month period, compared to a \$37 million net mark-to-market gain in the prior year nine-month period, partially offset by higher exposure and market data fee income. Despite an increase in average medium term interest rates during the current nine-month period the net mark-to-market loss on our U.S. Government securities portfolio was only \$3 million, reflecting a reduction in the size and average duration of the portfolio. In general, mark-to-market gains and losses on U.S. government securities are expected to reverse when, as intended, these securities are held to maturity.

Non-interest expenses, for the current nine-month period, increased \$50 million, or 14%, compared to the prior year nine-month period, to \$407 million. Within non-interest expenses, execution and clearing expenses increased \$23 million, or 17%, driven by higher trading volumes in options and stocks and a reduction in liquidity rebates from exchanges operating a make-or-take pricing model, in which we are paid for adding liquidity and charged for removing liquidity, as options trading volume shifted away from orders that added liquidity to orders that removed liquidity in the current nine-month period compared to the prior year nine-month period. An 8% increase in the number of employees providing services to the electronic brokerage segment led to increases in employee compensation and benefits expenses of \$10 million, or 12%, and in general and administrative expenses of \$17 million, where the latter includes software development provided by the corporate segment on a consulting basis. In addition, general and administrative expenses for the current nine-month period included higher advertising expenditures, compared to the prior year nine-month period. As a percentage of total net revenues, non-interest expenses were 40% for the current nine-month period and 38% for the prior year nine-month period.

Income before income taxes, for the current nine-month period, increased \$20 million, or 3%, compared to the prior year nine-month period, to \$608 million. As a percentage of total net revenues for the electronic brokerage segment, income before income taxes was 60% for the current nine-month period and 62% for the prior year nine-month period.

Electronic brokerage operating results, for the current nine-month period, excluding the net mark-to-market gains and losses from our U.S. government securities portfolio, compared to the prior year nine-month period, were as follows: net revenues were \$1,018 million, up 12%; income before income taxes was \$611 million, up 11%; and pre-tax profit margin decreased to 60% for the current nine-month period from 61% for the prior year nine-month period.

Market Making

The following table sets forth the results of our market making operations for the indicated periods:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(in millions)			
Revenues				
Trading gains	\$ 11	\$ 38	\$ 26	\$ 124
Interest income	23	18	65	51
Other income	11	-	14	4
Total revenues	45	56	105	179
Interest expense	15	13	44	34
Total net revenues	30	43	61	145
Non-interest expenses				
Execution and clearing	6	17	28	49
Employee compensation and benefits	7	7	20	23
Occupancy, depreciation and amortization	-	1	2	3
Communications	2	2	6	8
General and administrative	4	9	40	30
Total non-interest expenses	19	36	96	113
Income (loss) before income taxes	\$ 11	\$ 7	\$ (35)	\$ 32

Three Months Ended September 30, 2017 (“current quarter”) compared to the Three Months Ended September 30, 2016 (“prior year quarter”)

Market making total net revenues, for the current quarter, decreased \$13 million, or 30%, compared to the prior year quarter, to \$30 million, primarily due to lower trading gains.

Trading gains, for the current quarter, decreased \$27 million, or 71% compared to the prior year quarter, to \$11 million, unfavorably impacted by lower trading volume, as we continue to wind down our options market making business, and by decreases in volatility and in the actual-to-implied volatility ratio, compared to the prior year quarter. The VIX[®], which measures perceived U.S. equity market volatility, decreased 17% to an average of 11.0 for the current quarter, compared to an average of 13.3 for the prior year quarter. The ratio of actual-to-implied volatility decreased to an average of 65% for the current quarter, compared to an average of 74% for the prior year quarter. Options and futures contract and stock share volumes decreased 75%, 69%, and 37%, respectively, compared to the prior year quarter.

Net interest income, for the current quarter, increased \$3 million, or 60%, compared to the prior year quarter, to \$8 million. As described above, our trading gains and our net interest income are interchangeable and depend on the mix of market making positions in our portfolio and on relative interest rates in the stock and options markets.

Other income, for the current quarter, increased \$11 million, compared to the prior year quarter, due to an \$11 million one-time recovery of costs related to the sale of our U.S. options market making operations.

Non-interest expenses, for the current quarter, decreased \$17 million, or 47%, compared to the prior year quarter, to \$19 million. Within non-interest expenses, execution and clearing fees decreased \$11 million, or 65%, on lower trading volume across product

types. General and administrative expenses decreased \$5 million, or 56%, due to lower consulting expenses, primarily for internal software development. As a percentage of total net revenues, non-interest expenses were 63% for the current quarter and 84% for the prior year quarter.

Income before income taxes, for the current quarter, increased \$4 million, or 57%, compared to the prior year quarter, to \$11 million. Excluding a one-time net recovery of costs related to the wind-down of our U.S. options market making operations, income before income taxes for the current quarter was \$1 million.

Nine Months Ended September 30, 2017 (“current nine-month period”) compared to the Nine Months Ended September 30, 2016 (“prior year nine-month period”)

Market making total net revenues, for the current nine-month period, decreased \$84 million, or 58%, compared to the prior year nine-month period, to \$61 million, primarily due to lower trading gains.

Trading gains, for the current nine-month period, decreased \$98 million, or 79%, compared to the prior year nine-month period, to \$26 million, unfavorably impacted by lower trading volume, as we began to wind down our options market making business in March 2017, and by decreases in volatility and in the actual-to-implied volatility ratio, compared to the prior year nine-month period. The VIX®, which measures perceived U.S. equity market volatility, decreased 31% to an average of 11.4 for the current nine-month period, compared to an average of 16.4 for the prior year nine-month period. The ratio of actual-to-implied volatility decreased to an average of 63% for the current nine-month period, compared to an average of 87% for the prior year nine-month period. Options and futures contract and stock share volumes decreased 61%, 56%, and 50%, respectively, compared to the prior year nine-month period.

Net interest income, for the current nine-month period, increased \$4 million, or 24%, compared to the prior year quarter, to \$21 million. As described above, our trading gains and our net interest income are interchangeable and depend on the mix of market making positions in our portfolio and on relative interest rates in the stock and options markets.

Other income, for the current nine-month period, increased \$10 million, compared to the prior nine-month period, to \$14 million due to an \$11 million one-time recovery of costs related to the sale of our U.S. options market making operations.

Non-interest expenses, for the current nine-month period, decreased \$17 million, or 15%, compared to the prior nine-month period, to \$96 million. Within non-interest expenses, execution and clearing fees decreased \$21 million, or 43%, on lower trading volume across product types. Employee compensation and benefits expenses decreased \$3 million, or 13%, driven by continued reductions in staff. General and administrative expenses increased \$10 million, or 33%, due to a \$21 million write-down of the value of exchange trading rights related to the wind-down of our options market making business, partially offset by lower consulting expenses, primarily for internal software development. As a percentage of total net revenues, non-interest expenses were 157% for the current nine-month period and 78% for the prior year nine-month period.

Income before income taxes, for the current nine-month period, decreased \$67 million, compared to the prior year nine-month period, to a loss of \$35 million. Excluding one-time net costs related to the wind-down of our options market making business, income before income taxes for the current nine-month period was a loss of \$22 million.

Liquidity and Capital Resources

We maintain a highly liquid balance sheet. The majority of our assets consist of investments of customer funds, collateralized receivables arising from customer-related and proprietary securities transactions, and exchange-listed marketable securities, which are marked-to-market daily. Collateralized receivables consist primarily of customer margin loans, securities borrowed, and, to a lesser extent receivables from clearing houses for settlement of securities transactions, and securities purchased under agreements to resell. As of September 30, 2017, total assets were \$59.8 billion of which approximately \$59.4 billion, or 99.3% were considered liquid.

Daily monitoring of liquidity needs and available collateral levels is undertaken to help ensure that an appropriate liquidity cushion, in the form of unpledged collateral, is maintained at all times. Our ability to quickly reduce funding needs by balance sheet contraction without adversely affecting our core businesses and to pledge additional collateral in support of secured borrowings is continuously evaluated to ascertain the adequacy of our capital base.

We actively manage our excess liquidity and we maintain significant borrowing facilities through the securities lending markets and with banks. As a general practice, we maintain sufficient levels of cash on hand to provide us with a buffer should we need immediately available funds for any reason.

Liability balances, as of September 30, 2017, in connection with our payables to customers, securities loaned and short term borrowings were higher than their respective average monthly balances during the current quarter. Based on our current level of operations, we believe our cash flows from operations, available cash and available borrowings will be adequate to meet our future liquidity needs for more than the next twelve months.

Cash and cash equivalents held by our non-U.S. operating companies as of September 30, 2017 were \$586 million (\$448 million as of December 31, 2016). These funds are primarily intended to finance each individual operating company's local operations, and thus would not be available to fund U.S. domestic operations unless repatriated through payment of dividends to IBG LLC. In June 2016, December 2016, and September 2017 dividends of \$40 million, \$22 million, and \$32 million, respectively, were paid to IBG LLC from two of our non-U.S. subsidiaries. As of September 30, 2017, we had no intention to repatriate further amounts from non-U.S. operating companies. In the event dividends were to be paid to the Company in the future by a non-U.S. operating company, the Company would be required to accrue and pay income taxes on such dividends to the extent that U.S. income taxes had not been paid previously on the income of the paying company.

Historically, our consolidated equity has consisted primarily of accumulated retained earnings, which to date have been sufficient to fund our operations and growth. Our consolidated equity increased 8% to \$6.3 billion as of September 30, 2017 from \$5.9 billion as of September 30, 2016. This increase is attributable to total comprehensive income, partially offset by distributions and dividends paid during the last four quarters.

Cash Flows

The following table sets forth our cash flows from operating activities, investing activities and financing activities for the periods indicated:

	Nine Months Ended September 30,	
	2017	2016
	(in millions)	
Net cash provided by operating activities	\$ 373	\$ 114
Net cash provided by (used in) investing activities	(14)	11
Net cash used in financing activities	(294)	(198)
Effect of exchange rate changes on cash and cash equivalents	66	22
Increase (decrease) in cash and cash equivalents	<u>\$ 131</u>	<u>\$ (51)</u>

Our cash flows from operating activities are largely a reflection of the size and composition of trading positions held by our market making subsidiaries, and of the changes in customer credit and margin loan balances in our electronic brokerage business. Our cash flows from investing activities are primarily related to other investments, capitalized internal software development, purchases and sales of memberships at exchanges where we trade, and strategic investments where such investments may enable us to offer better execution alternatives to our current and prospective customers, or create new opportunities for ourselves as market makers or where we can influence exchanges to provide competing products at better prices using sophisticated technology. Our cash flows from financing activities are comprised of short-term borrowings and capital transactions. Short-term borrowings from banks are part of our daily cash management in support of operating activities. Capital transactions consist primarily of quarterly dividends paid to common stockholders and related distributions paid to Holdings.

Nine Months Ended September 30, 2017: Our cash and cash equivalents increased by \$131 million to \$2.1 billion for the nine months ended September 30, 2017. We raised \$373 million in net cash from operating activities. We used net cash of \$308 million in our investing and financing activities, primarily for distributions to noncontrolling interests, dividends paid to our common stockholders and payments made under the Tax Receivable Agreement.

Nine Months Ended September 30, 2016: Our cash and cash equivalents decreased by \$51 million to \$1.6 billion for the nine months ended September 30, 2016. We raised \$114 million in net cash from operating activities. We used net cash of \$187 million in our investing and financing activities, primarily for distributions to noncontrolling interests, dividends paid to our common stockholders and payments made under the Tax Receivable Agreement. Under investing activities, purchases and sales of other investments mainly consisted of transactions in marketable securities held for investment purposes, and distributions received from investments.

Regulatory Capital Requirements

Our principal operating companies are subject to separate regulation and capital requirements in the U.S. and other jurisdictions. IB LLC and TH LLC are registered U.S. broker-dealers and their primary regulators include the SEC, the CFTC, the Chicago Board Options Exchange, the Chicago Mercantile Exchange and FINRA. IB LLC is also a registered U.S. futures commission merchant, as such it is regulated by the NFA. THE is registered to do business in Switzerland as a securities dealer and is regulated by the Swiss Financial Market Supervisory Authority. Our various other operating companies are similarly regulated. See the notes to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q for further information regarding our regulated operating companies.

As of September 30, 2017, aggregate excess regulatory capital for all of the operating companies was \$5.0 billion, and all of the operating companies were in compliance with their respective regulatory capital requirements.

	Net Capital/ Eligible Equity	Requirement (in millions)	Excess
IB LLC	\$ 3,869	\$ 418	\$ 3,451
TH LLC	333	1	332
THE	625	97	528
Other regulated Operating Companies	773	105	668
	<u>\$ 5,600</u>	<u>\$ 621</u>	<u>\$ 4,979</u>

Capital Expenditures

Our capital expenditures are comprised of compensation costs of our software engineering staff for development of software for internal use and expenditures for computer, networking and communications hardware. These expenditure items are reported as property, equipment, and intangible assets. Capital expenditures for property, equipment, and intangible assets were approximately \$16 million and \$21 million for the nine months ended September 30, 2017 and 2016, respectively. In the future, we plan meet capital expenditure needs as we continue our focus on technology infrastructure initiatives to further enhance our competitive position. We anticipate that we will fund capital expenditures with cash from operations and cash on hand. In response to changing economic conditions, we believe we have the flexibility to modify our capital expenditures by adjusting them (either upward or downward) to match our actual performance. If we pursue any strategic acquisitions, we may incur additional capital expenditures.

Seasonality

Our businesses are subject to seasonal fluctuations, reflecting varying numbers of market participants at times during the year, varying numbers of trading days from quarter-to-quarter, and declines in trading activity due to holidays. Typical seasonal trends may be superseded by market or world events, which can have a significant impact on prices and trading volume.

Inflation

Although we cannot accurately anticipate the effects of inflation on our operations, we believe that, for the three most recent years, inflation has not had a material impact on our results of operations and will not likely have a material impact in the foreseeable future.

Investments in U.S. Government Securities

We invest in U.S. government securities for the purpose of satisfying U.S. regulatory requirements. As a broker-dealer, unlike banks, we are required to mark these investments to market even though we intend to hold them to maturity. Sudden increases in interest rates will cause mark-to-market losses on these securities, which are recovered if we hold them to maturity, as currently intended. The impact of changes in interest rates is further described in Part I, Item 3 of this Quarterly Report on Form 10-Q entitled “Quantitative and Qualitative Disclosures about Market Risk.”

Strategic Investments and Acquisitions

We regularly evaluate potential strategic investments and acquisitions. We hold strategic investments in electronic trading exchanges, including BOX Options Exchange, LLC and OneChicago LLC. In addition, on September 20, 2017, we announced our agreement to make a strategic investment in Tiger Brokers, an online stock brokerage established for global Chinese retail and institutional clients.

We intend to continue making acquisitions on an opportunistic basis, generally only when the acquisition candidate will, in our opinion, enable us to acquire either technology or customers faster than we could develop them on our own.

As of September 30, 2017, there were no other definitive agreements with respect to any material acquisition.

Certain Information Concerning Off-Balance-Sheet Arrangements

We may be exposed to a risk of loss not reflected in our condensed consolidated financial statements for futures products, which represent our obligations to settle at contracted prices, and which may require us to repurchase or sell in the market at prevailing prices. Accordingly, these transactions result in off-balance sheet risk, as our cost to liquidate such futures contracts may exceed the amounts reported in our condensed consolidated statements of financial condition.

Critical Accounting Policies

Principles of Consolidation, including Noncontrolling Interests

The condensed consolidated financial statements include the accounts of IBG, Inc. and its majority and wholly owned subsidiaries. As sole managing member of IBG LLC, we exert control over the Group's operations. In accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") ASC Topic 810, "Consolidation", we consolidate the Group's consolidated financial statements and record as noncontrolling interest the interests in the Group that we do not own.

We are the sole managing member of IBG LLC and, as such, operate and control all of the business and affairs of IBG LLC and its subsidiaries and as such, consolidate IBG LLC's financial results into our financial statements. We hold approximately 17.4% ownership interest in IBG LLC. Holdings is owned by the original members of IBG LLC and holds approximately 82.6% ownership interest in IBG LLC. Our current share of IBG LLC's net income is approximately 17.4%.

Our policy is to consolidate all other entities in which we own more than 50% unless we do not have control. All inter-company balances and transactions have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts and disclosures in the condensed consolidated financial statements and accompanying notes. These estimates and assumptions are based on judgment and the best available information at the time. Therefore, actual results could differ materially from those estimates. Such estimates include the allowance for doubtful accounts, valuation of certain investments, compensation accruals, current and deferred income taxes, and contingency reserves.

Valuation of Financial Instruments

Due to the nature of our operations, substantially all of our financial instrument assets, comprised of financial instruments owned, securities purchased under agreements to resell, securities borrowed, receivable from customers, and receivables from brokers, dealers and clearing organizations are carried at fair value based on published market prices and are marked to market daily, or are assets which are short-term in nature and are reported at amounts that approximate fair value. Similarly, all of our financial instrument liabilities that arise from financial instruments sold but not yet purchased, securities sold under agreements to repurchase, securities loaned, payables to customers, and payables to brokers, dealers and clearing organizations are carried at fair value based on published market prices and are marked to market daily, or are liabilities which are short-term in nature and are reported at amounts that approximate fair value. Our long and short positions are mainly valued at the last consolidated trade price at the close of regular trading hours, in their respective markets. Given that we manage a globally integrated market making portfolio, we have large and substantially offsetting positions in securities and commodities that trade on different exchanges that close at different times of the trading day. As a result, there may be large and anomalous swings in the value of our positions daily and, accordingly, in our earnings in any period. This is especially true on the last business day of each calendar quarter or year, although such swings tend to come back into equilibrium on the first business day of the succeeding calendar quarter or year.

Earnings per Share

Earnings per share ("EPS") are computed in accordance with FASB ASC Topic 260, "Earnings per Share." Basic EPS is computed by dividing the net income available for common stockholders by the weighted average number of shares outstanding for that period. Diluted EPS is calculated by dividing the net income available for common stockholders by the diluted weighted average shares outstanding for that period. Diluted EPS includes the determinants of the basic EPS and, in addition, reflects the dilutive effect of shares of common stock estimated to be distributed in the future under our stock-based compensation plans, with no adjustments to net income available for common stockholders for dilutive potential common shares.

Stock-Based Compensation

We follow FASB ASC Topic 718, "Compensation - Stock Compensation" ("ASC Topic 718"), to account for our stock-based compensation plans. ASC Topic 718 requires all share-based payments to employees to be recognized in the consolidated financial statements using a fair value-based method. Grants, which are denominated in U.S. dollars, are communicated to employees in the year of grant, thereby establishing the fair value of each grant. The fair value of awards granted to employees are generally expensed as follows: 50% in the year of grant in recognition of the plans' post-employment provisions (as described below) and the remaining 50% over the related vesting period utilizing the "graded vesting" method permitted under ASC Topic 718. In the case of "retirement eligible" employees (those employees older than 59), 100% of awards are expensed when granted.

Awards granted under the stock-based compensation plans are subject to the plans' post-employment provisions in the event an employee ceases employment with us. The plans provide that employees who discontinue employment with us without cause and continue to meet the terms of the plans' post-employment provisions will be eligible to earn 50% of previously granted, but not yet earned awards, unless the employee is over the age of 59, in which case the employee would be eligible to receive 100% of previously granted, but not yet earned awards.

Contingencies

Our policy is to estimate and accrue for potential losses that may arise out of litigation and regulatory proceedings, to the extent that such losses are probable and can be estimated, in accordance with FASB ASC Topic 450, "Contingencies." Significant judgment is required in making these estimates and our final liabilities may ultimately be materially different. Our total liability accrued with respect to litigation and regulatory proceedings is determined on a case-by-case basis and represents an estimate of probable losses based on, among other factors, the progress of each case, our experience with and industry experience with similar cases and the opinions and views of internal and external legal counsel. Given the inherent difficulty of predicting the outcome of our litigation and regulatory matters, particularly in cases or proceedings in which substantial or indeterminate damages or fines are sought, or where cases or proceedings are in the early stages, we cannot estimate losses or ranges of losses for cases or proceedings where there is only a reasonable possibility that a loss may be incurred.

We have been from time to time subject to certain pending and legal actions which arise out of the normal course of business. Litigation is inherently unpredictable, particularly in proceedings where claimants seek substantial or indeterminate damages, or which are in their early stages. We cannot predict with certainty the actual loss or range of loss related to such legal proceedings, the manner in which they will be resolved, the timing of final resolution or the ultimate settlement. Consequently, we cannot estimate losses or ranges of losses related to such legal matters, even in instances where it is reasonably possible that a future loss will be incurred. As of September 30, 2017, we, along with certain of our subsidiaries, have been named parties to legal actions, which we and/or such subsidiaries intend to defend vigorously. Although the results of legal actions cannot be predicted with certainty, it is the opinion of management that the resolution of these actions is not expected to have a material adverse effect, if any, on our business or financial condition, but may have a material impact on the results of operations for a given period. As of September 30, 2017 and December 31, 2016, reserves provided for potential losses related to litigation matters were not material.

Income Taxes

We account for income taxes in accordance with FASB ASC Topic 740, "Income Taxes" ("ASC Topic 740"). Our income tax expense, deferred tax assets and liabilities, and reserves for unrecognized tax benefits are based on enacted tax laws and reflect management's best assessment of estimated future taxes to be paid. We are subject to income taxes in both the U.S. and numerous foreign jurisdictions. Determining income tax expense requires significant judgments and estimates.

We recognize interest related to income tax matters as interest income or interest expense and penalties related to income tax matters as income tax expense.

Deferred income tax assets and liabilities arise from temporary differences between the tax and financial statement recognition of the underlying assets and liabilities. In evaluating our ability to recover our deferred tax assets within the jurisdictions from which they arise, we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax-planning strategies, and results of recent operations. In projecting future taxable income, historical results are adjusted for changes in accounting policies and incorporate assumptions including the amount of future state, federal and foreign pre-tax operating income, the reversal of temporary differences, and the implementation of feasible and prudent tax-planning strategies. These assumptions require significant judgment about the forecasts of future taxable income and are consistent with the plans and estimates we are using to manage the underlying businesses. In evaluating the objective evidence that historical results provide, three years of cumulative operating income (loss) are considered. Deferred income taxes have not been provided for U.S. tax liabilities or for additional foreign taxes on the unremitted earnings of foreign subsidiaries that have been indefinitely reinvested.

The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax laws and regulations in a multitude of jurisdictions across our global operations. Changes in tax laws and rates could also affect recorded deferred tax assets and liabilities in the future. Management is not aware of any such changes that would have a material effect on our results of operations, cash flows, or financial position.

We recognize that a tax benefit from an uncertain tax position may be recognized only when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, on the basis of the technical merits. A tax position that meets this standard is measured at the largest amount of benefit that will more likely than not be realized on settlement.

We record tax liabilities in accordance with ASC Topic 740 and adjust these liabilities when management's judgment changes as a result of the evaluation of new information not previously available. Because of the complexity of some of these uncertainties, the ultimate resolution may result in payments that are different from the current estimates of these tax liabilities. These differences will be reflected as increases or decreases to income tax expense in the period in which new information becomes available.

Recently Issued Accounting Pronouncements

Following is a summary of recently issued FASB Accounting Standards Updates ("ASUs") that have affected or may affect our condensed consolidated financial statements:

	<u>Affects</u>	<u>Status</u>
ASU 2016-01	<i>Financial Instruments - Overall (Subtopic 825-10)</i> : Recognition and Measurement of Financial Assets and Financial Liabilities.	Effective for fiscal years beginning after December 15, 2017.
ASU 2016-02	<i>Leases (Topic 842)</i> : Requires that, at lease inception, a lessee recognize a right-of-use asset, representing the right to use the underlying asset for the lease term, and a lease liability, representing the liability to make lease payments, in the statements of financial condition, among other requirements.	Effective for fiscal years beginning after December 15, 2018.
ASU 2016-08	<i>Revenue from Contracts with Customers (Topic 606)</i> : Principal versus Agent Considerations (Reporting Revenue Gross versus Net).	Effective for annual reporting periods beginning after December 15, 2017.
ASU 2016-10	<i>Revenue from Contracts with Customers (Topic 606)</i> : Identifying Performance Obligations and Licensing.	Effective for annual reporting periods beginning after December 15, 2017.
ASU 2016-13	<i>Financial Instruments - Credit Losses (Topic 326)</i> : Measurement of Credit Losses on Financial Instruments.	Effective for fiscal years beginning after December 15, 2019.
ASU 2016-15	<i>Statement of Cash Flows (Topic 230)</i> : Classification of Certain Cash Receipts and Cash Payments.	Effective for fiscal years beginning after December 15, 2017.
ASU 2016-16	<i>Income Taxes (Topic 740)</i> : Intra-Entity Transfers of Assets Other Than Inventory.	Effective for annual reporting periods beginning after December 15, 2017.
ASU 2017-01	<i>Business Combinations (Topic 805)</i> : Clarifying the Definition of a Business.	Effective for annual periods beginning after December 15, 2017.
ASU 2017-04	<i>Intangibles - Goodwill and Other (Topic 350)</i> : Simplifying the Test for Goodwill Impairment.	Effective for fiscal years beginning after December 15, 2019.
ASU 2017-05	<i>Other Income - Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20)</i> : Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets.	Effective for annual reporting periods beginning after December 15, 2017.
ASU 2017-08	<i>Receivables—Nonrefundable Fees and Other Costs (Subtopic 310-20)</i> : Amending the amortization period for certain purchased callable debt securities held at a premium.	Effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018.
ASU 2017-09	<i>Compensation—Stock Compensation (Topic 718)</i> : Providing clarity and reduce both diversity in practice and cost and complexity when applying the guidance in Topic 718, Compensation—Stock Compensation, to a change to the terms or conditions of a share-based payment award.	Effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017.
ASU 2017-11	<i>Earnings Per Share (Topic 260)</i> <i>Distinguishing Liabilities from Equity (Topic 480)</i> <i>Derivatives and Hedging (Topic 815)</i> : Changing the classification analysis of certain equity-linked financial instruments (or embedded features) with down round features.	Effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018.
ASU 2017-12	<i>Derivatives and Hedging (Topic 815)</i> : Targeted Improvements to Accounting for Hedging Activities.	Effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018.

Adoption of those ASUs that became effective during 2016 and 2017 prior to the issuance of our condensed consolidated financial statements, did not have a material effect on these financial statements.

The Company has reviewed the impact of FASB ASU Topic 606, "Revenue from Contracts with Customers" ("ASC Topic 606"), and expects to identify similar performance obligations under ASC Topic 606 as compared with deliverables and separate units of account previously identified, as a result the Company expects the timing of our revenue to remain the same as compared to FASB ASC Topic 605, "Revenue Recognition." The Company expects to adopt ASC Topic 606 using the modified retrospective method.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to various market risks. Our exposures to market risks arise from assumptions built into our pricing models, equity price risk, foreign currency exchange rate fluctuations related to our international operations, changes in interest rates which impact our variable-rate debt obligations, if any, and risks relating to the extension of margin credit to our customers.

Market risk refers to the risk that a change in the level of one or more market prices, rates, indices, implied volatilities (the price volatility of the underlying instrument imputed from option prices), correlations or other market factors, such as market liquidity, will result in losses for a position or portfolio. Generally, we incur trading-related market risk as a result of activities in the market making segment, where the substantial majority of our Value-at-Risk (“VaR”) for market risk exposures is generated. In addition, we incur non-trading-related market risk primarily from investment activities and from foreign currency exposure held in the equity of our foreign affiliates, i.e., our non-U.S. brokerage affiliates and information technology affiliates, and held to meet target balances in our currency diversification strategy.

We use various risk management tools in managing our market risk, which are embedded in our real-time market making systems. We employ certain hedging and risk management techniques to protect us from a severe market dislocation. Our risk management policies are developed and implemented by our Chairman and our steering committee, which is comprised of senior executives of our various companies. Our strategy is to calculate quotes a few seconds ahead of the market and execute small trades at a tiny but favorable differential as a result. This is made possible by our proprietary pricing model, which evaluates and monitors the risks inherent in our portfolio, assimilates external market data and reevaluates the outstanding quotes in our portfolio many times per second. Our model automatically rebalances our positions throughout each trading day to manage risk exposures on our options and futures positions and the underlying securities, and will price the increased risk that a position would add to the overall portfolio into the bid and offer prices we post. Under risk management policies implemented and monitored primarily through our computer systems, reports to management, including risk profiles, profit and loss analysis and trading performance, are prepared on a real-time basis as well as daily and periodical bases. Although our market making is completely automated, the trading process and our risk are monitored by a team of individuals who, in real time, observe various risk parameters of our consolidated positions. Our assets and liabilities are marked-to-market daily for financial reporting purposes and re-valued continuously throughout the trading day for risk management and asset/liability management purposes.

We use a covariant VaR methodology to measure, monitor and review the market risk of our market making portfolios, with the exception of fixed income products, and our currency exposures. The risk of fixed income products, which comprise primarily U.S. government securities, is measured using a stress test.

Pricing Model Exposure

As described above, our proprietary pricing model, which continuously evaluates and monitors the risks inherent in our portfolio, assimilates external market data and reevaluates the outstanding quotes in our entire portfolio many times per second. Certain aspects of the model rely on historical prices of securities. If the behavior of price movements of individual securities diverges substantially from what their historical behavior would predict, we might incur trading losses. We attempt to limit such risks by diversifying our portfolio across many different options, futures and underlying securities and avoiding concentrations of positions based on the same underlying security. Historically, our losses from these events have been immaterial in comparison to our annual trading profits.

Foreign Currency Exposure

As a result of our international market making activities and accumulated earnings in our foreign subsidiaries, our income and net worth is exposed to fluctuations in foreign exchange rates. For example, our European operations and some of our Asian operations are conducted by our Swiss subsidiary, THE. THE is regulated by the Swiss Financial Market Supervisory Authority as a securities dealer and its financial statements are presented in Swiss francs. Accordingly, THE is exposed to certain foreign exchange risks as described below:

- THE buys and sells futures contracts and securities denominated in various currencies and carries bank balances and borrows and lends such currencies in its regular course of business. At the end of each accounting period, THE’s assets and liabilities are revalued into Swiss francs for presentation in its financial statements. The resulting foreign currency gains or losses are reported in THE’s income statement and, as translated into U.S. dollars for U.S. GAAP purposes, in our condensed consolidated statement of comprehensive income, as a component of other income.
- THE’s financial statements are presented in Swiss francs (i.e., its functional currency) as noted above. At the end of each accounting period, THE’s net worth is translated at the then prevailing exchange rate into U.S. dollars and the resulting translation gain or loss is reported as OCI in our condensed consolidated statement of financial condition and condensed consolidated statement of comprehensive income. OCI is also produced by our other non-U.S. subsidiaries.

Historically, we have taken the approach of not hedging the above exposures, based on the notion that the cost of constantly hedging over the years would amount to more than the random impact of rate changes on our non-U.S. dollar balances. For instance, an increase in the value of the Swiss franc would be unfavorable to the earnings of THE but would be counterbalanced to some extent by the fact that the translation gain or loss into U.S. dollars is likely to move in the opposite direction.

Our market making systems incorporate cash forex and forex options to hedge our currency exposure at little or no cost throughout each day on a continuous basis. The majority of currency spot positions held as part of our currency diversification strategy are regularly transferred from the market making segment to the parent holding company, IBG LLC, where they are held and reported in the corporate segment. In connection with the development of our currency diversification strategy, we determined to base our net worth in GLOBALs, a basket of currencies.

The table below shows a comparison of the U.S. dollar equivalent of the GLOBAL as of September 30, 2017 and 2016.

Currency	Composition	As of 9/30/2016				New Composition	As of 9/30/2017				CHANGE in % of Comp.
		FX Rate	GLOBAL in USD Equiv.	% of Comp. (in USD millions)	Net Equity		FX Rate	GLOBAL in USD Equiv.	% of Comp. (in USD millions)	Net Equity	
USD	0.45	1.0000	0.450	45.8%	2,689	0.68	1.0000	0.680	69.6%	4,394	23.8%
EUR	0.17	1.1242	0.191	19.5%	1,142	0.09	1.1815	0.106	10.9%	687	-8.6%
JPY	8.00	0.0099	0.079	8.0%	472	4.41	0.0089	0.039	4.0%	253	-4.0%
GBP	0.03	1.2977	0.039	4.0%	233	0.02	1.3398	0.027	2.7%	173	-1.2%
HKD	0.26	0.1289	0.034	3.4%	200	0.14	0.1280	0.018	1.8%	116	-1.6%
INR	2.00	0.0150	0.030	3.1%	180	1.10	0.0153	0.017	1.7%	109	-1.3%
CHF	0.03	1.0292	0.031	3.1%	185	0.02	1.0328	0.021	2.1%	133	-1.0%
CAD	0.04	0.7617	0.030	3.1%	182	0.02	0.8019	0.016	1.6%	104	-1.5%
CNH	0.19	0.1498	0.028	2.9%	170	0.10	0.1504	0.015	1.5%	97	-1.4%
AUD	0.03	0.7660	0.023	2.3%	137	0.02	0.7834	0.016	1.6%	101	-0.7%
MXN	0.30	0.0516	0.015	1.6%	92	0.17	0.0548	0.009	1.0%	60	-0.6%
SEK	0.09	0.1167	0.010	1.1%	63	0.05	0.1227	0.006	0.6%	40	-0.4%
SGD	0.01	0.7336	0.007	0.7%	44	0.00					-0.7%
NOK	0.06	0.1253	0.008	0.8%	45	0.03	0.1256	0.004	0.4%	24	-0.4%
DKK	0.04	0.1510	0.006	0.6%	36	0.02	0.1588	0.003	0.3%	21	-0.3%
			0.982	100.0%	5,870			0.977	100.0%	6,312	0.0%

Because we conduct business in many countries and many currencies and because we consider ourselves a global enterprise based in a diversified basket of currencies rather than a U.S. dollar based company, we actively manage our global currency exposure by maintaining our equity in GLOBALs. The U.S. dollar value of the GLOBAL decreased from \$0.982 to \$0.977, or 0.54%, as of September 30, 2017 compared to September 30, 2016. As of September 30, 2017, approximately 30% of our equity was denominated in currencies other than the U.S. dollar.

Changes in the Composition of the “GLOBAL”

In light of our decision to discontinue our options market making activities globally, we removed the Singapore dollar (SGD) and realigned the relative weights of the U.S. dollar (USD) versus the other currency components to better reflect our businesses going forward. The new composition contains 14 currencies, one fewer than the prior composition. The new composition was effective as of the close of business on March 31, 2017 and the conversion to the new targeted currency holdings took place shortly thereafter.

The effects of our currency diversification strategy appear in two places in the condensed consolidated financial statements: (1) as a component of other income in the condensed consolidated statement of comprehensive income and (2) as OCI in the condensed consolidated statement of financial condition and the condensed consolidated statement of comprehensive income. The full effect of the GLOBAL is captured in the condensed consolidated statement of comprehensive income.

Reported results on a comprehensive basis reflect the U.S. GAAP convention that requires the reporting of currency translation results contained in OCI as part of reportable earnings.

Interest Rate Risk

We had no variable-rate debt outstanding as of September 30, 2017.

We pay our electronic brokerage customers interest based on benchmark overnight interest rates in various currencies, on balances above \$10 thousand, or equivalent, and on accounts holding more than \$100 thousand (or equivalent) net asset value. In a normal rate environment, we typically invest a portion of these funds in U.S. government securities with maturities of up to two years. If interest rates were to increase rapidly and substantially, our net interest income would not increase proportionally with the interest rates for the portion of the funds invested in the U.S. government securities with fixed yields. In addition, the mark-to-market changes in the value of these fixed rate securities will be reflected in other income, instead of net interest income. Based on customer balances and investments outstanding as of September 30, 2017, and assuming reinvestment of maturing instruments in instruments of short-term duration, an increase of 0.25% over current U.S. dollar interest rate levels would increase our net interest income by approximately \$12 million over the first year and also on an annualized basis, assuming the full effect of reinvestment at higher rates. Our interest rate sensitivity estimate has been updated to separate assumptions for U.S. dollar rates from other currencies' rates and to isolate the effects of a rate increase on reinvestments. We do not approximate mark-to-market impact from interest rate changes; if U.S. government securities whose prices were to fall under these scenarios were held to maturity, as intended, then the reduction in other income would be temporary, as the securities would mature at par value.

We also face the potential for reduced net interest income from customer deposits due to interest rate spread compression in a low rate environment. Based on customer balances and investments outstanding as of September 30, 2017, and assuming reinvestment of maturing instruments in instruments of short-term duration, a decrease in U.S. dollar interest rates of 0.25% would decrease our net interest income by approximately \$15 million on an annualized basis, assuming the full effect of reinvestment at lower rates.

We also face substantial interest rate risk due to positions carried in our market making business to the extent that long or short stock positions may have been established for future or forward dates on options or futures contracts and the value of such positions are impacted by interest rates. We hedge such risks by entering into interest rate futures contracts. To the extent that these futures positions do not perfectly hedge this interest rate risk, our trading gains may be adversely affected. The amount of such risk cannot be quantified.

Dividend Risk

We face dividend risk in our market making business as we derive significant revenues and incur significant expenses in the form of dividend income and expense, respectively, from our inventory of equity securities, and must make significant payments in lieu of dividends on short positions in equity securities within our portfolio. Projected future dividends are an important component of pricing equity options and other derivatives, and incorrect projections may lead to trading losses. The amount of such risk cannot be quantified.

Margin Loans

We extend margin loans to our customers, which are subject to various regulatory requirements. Margin loans are collateralized by cash and securities in the customers' accounts. The risks associated with margin loans increase during periods of fast market movements or in cases where collateral is concentrated and market movements occur. During such times, customers who utilize margin loans and who have collateralized their obligations with securities may find that the securities have a rapidly depreciating value and may not be sufficient to cover their obligations in the event of a liquidation. We are also exposed to credit risk when our customers execute transactions, such as short sales of options and equities that can expose them to risk beyond their invested capital.

We expect this kind of exposure to increase with the growth of our overall business. Because we indemnify and hold harmless our clearing firms from certain liabilities or claims, the use of margin loans and short sales may expose us to significant off-balance-sheet risk in the event that collateral requirements are not sufficient to fully cover losses that customers may incur and those customers fail to satisfy their obligations. As of September 30, 2017, we had \$25.3 billion in margin loans extended to our customers. The amount of risk to which we are exposed from the margin loans we extend to our customers and from short sale transactions by our customers is unlimited and not quantifiable as the risk is dependent upon analysis of a potential significant and undeterminable rise or fall in stock prices. Our account level margin requirements meet or exceed those required by Regulation T of the Board of Governors of the Federal Reserve and SEC portfolio margin rules, as applicable. As a matter of practice, we enforce real-time margin compliance monitoring and liquidate customers' positions if their equity falls below required margin requirements.

We have a comprehensive policy implemented in accordance with regulatory standards to assess and monitor the suitability of investors to engage in various trading activities. To mitigate our risk, we also continuously monitor customer accounts to detect excessive concentration, large orders or positions, patterns of day trading and other activities that indicate increased risk to us.

Our credit exposure is to a great extent mitigated by our policy of automatically evaluating each account throughout the trading day and closing out positions automatically for accounts that are found to be under-margined. While this methodology is effective in most situations, it may not be effective in situations where no liquid market exists for the relevant securities or commodities or where, for any reason, automatic liquidation for certain accounts has been disabled.

Value-at-Risk

We estimate VaR using an historical approach, which uses the historical daily price returns of underlying assets as well as estimates of the end of day implied volatility for options. Our one-day VaR is defined as the unrealized loss in portfolio value that, based on historically observed market risk factors, would have been exceeded with a frequency of one percent, based on a calculation with a confidence interval of 99%.

Our VaR model generally takes into account exposures to equity and commodity price risk and foreign exchange rates.

We use VaR as one of a range of risk management tools. Among their benefits, VaR models permit estimation of a portfolio's aggregate market risk exposure, incorporating a range of varied market risks and portfolio assets. One key element of the VaR model is that it reflects risk reduction due to portfolio diversification or hedging activities. However, VaR has various strengths and limitations, which include, but are not limited to: use of historical changes in market risk factors, which may not be accurate predictors of future market conditions, and may not fully incorporate the risk of extreme market events that are outsized relative to observed historical market behavior or reflect the historical distribution of results beyond the confidence interval; and reporting of losses in a single day, which does not reflect the risk of positions that cannot be liquidated or hedged in one day. A small proportion of market risk generated by trading positions is not included in VaR. The modeling of the risk characteristics of some positions relies on approximations that, under certain circumstances, could produce significantly different results from those produced using more precise measures. VaR is most appropriate as a risk measure for trading positions in liquid financial markets and will understate the risk associated with severe events, such as periods of extreme illiquidity.

The VaR calculation simulates the performance of the portfolio based on several years of the daily price changes of the underlying assets and determines the VaR as the calculated loss that occurs at the 99th percentile.

Since the reported VaR statistics are estimates based on historical data, VaR should not be viewed as predictive of our future revenues or financial performance or of our ability to monitor and manage risk. There can be no assurance that our actual losses on a particular day will not exceed the indicated VaR or that such losses will not occur more than one time in 100 trading days. VaR does not predict the magnitude of losses which, should they occur, may be significantly greater than the VaR amount.

Stress Test

We estimate the market risk of our fixed income portfolio using a risk analysis model provided by a leading external vendor. For corporate bonds, this stress test is configured to calculate the change in value of each fixed income security in the portfolio over one day in seven scenarios each of which represents a parallel shift of the U.S. Treasury yield curve. The scenarios are shifts of +/-100, +/-200 and +/-300 basis points. For U.S. government securities, the stress test is configured to calculate the change in value of each fixed income security in the portfolio over one day in three scenarios each of which represents a parallel shift of the U.S. Treasury yield curve. The scenarios are shifts of +/-25 basis points.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Exchange Act as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this quarterly report, our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) are effective, in all material respects, to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

In addition, no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) occurred during the period covered by this report quarter that has materially affected, or is likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There have been no material changes to the legal proceedings disclosed under Part 1, Item 3 of our Annual Report on Form 10-K filed with the SEC on February 28, 2017 except as updated by this Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 in Note 11 to the unaudited condensed consolidated financial statements.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors disclosed in under Part 1, Item 1A of our Annual Report on Form 10-K filed with the SEC on February 28, 2017.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Purchases of IBG LLC membership interests, held by Holdings, by the Company are governed by the Exchange Agreement, which was filed on Exhibit 10.1 to the Quarterly Report on Form 10-Q for Quarterly Period Ended September 30, 2015 filed by the Company on November 9, 2015. At the time of the Company's IPO in 2007, three hundred sixty (360) million shares of authorized common stock were reserved for future sales and redemptions.

On an annual basis, each holder of a membership interest may request that the liquefiable portion of that holder's interest be redeemed by Holdings. We expect Holdings to use the net proceeds it receives from such sales to redeem an identical number of Holdings membership interests from the requesting holders.

With the consent of Holdings and the Company (on its own behalf and acting as the sole managing member of IBG LLC), IBG LLC agreed in July 2017 to redeem certain membership interests from Holdings through the sale of common stock and the distribution of the proceeds of such sale to the beneficial owners of such membership interests.

On July 28, 2017, the Company issued 1,214,860 shares of Class A common stock (with a fair value of \$49 million) to Holdings, for sale for the benefit of, certain of its members in exchange for membership interests in IBG LLC equal in number to such number of shares of common stock issued by the Company. The acquired shares are to be sold for the benefit of certain of the members of Holdings who elected to redeem a portion of their Holdings membership interests in open market transactions pursuant to one or more Rule 10b5-1 trading plans (collectively, the "Plans"). A portion of the acquired shares was sold during the current quarter pursuant to the Plans. The remaining shares are held for sale under certain conditions, pursuant to the Plans, in open market transactions. All sales made pursuant to the Plans are disclosed publicly in accordance with applicable securities laws, rules and regulations through appropriate filings with the SEC, as applicable.

Certain officers and directors are among the members of Holdings who have elected to redeem a portion of their Holdings membership interests and therefore have an interest in the proceeds of sale of 340,000 shares of the Class A common stock to be sold pursuant to the Plans. In addition, certain employees of the Company and its subsidiaries also elected the redemption of a portion of their membership interests in Holdings and therefore have an interest in the balance of the shares to be sold under the Plans and/or distributed by Holdings. Neither Mr. Thomas Peterffy nor his affiliates have elected to redeem any of their Holdings membership interests and therefore have no interest in the proceeds of sale or distribution of the shares of Class A common stock acquired by Holdings on July 28, 2017.

As a consequence of this transaction, IBG, Inc.'s interest in IBG LLC increased to approximately 17.4%, with Holdings owning the remaining 82.6%. The redemptions also resulted in an increase in the Holdings interest held by Mr. Thomas Peterffy and his affiliates from approximately 88.8% to approximately 89.2%.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of Interactive Brokers Group, Inc. (filed as Exhibit 3.1 to Amendment No. 2 to the Registration Statement on Form S-1 filed by the Company on April 4, 2007). **
3.2	Amended bylaws of Interactive Brokers Group, Inc. (filed as Exhibit 3.1 to the Form 8-K filed by the Company on February 24, 2016). **
10.1	Amended and Restated Operating Agreement of IBG LLC (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the Quarterly Period Ended March 31, 2007 filed by the Company on June 15, 2007). **
10.2	Form of Limited Liability Company Operating Agreement of IBG Holdings LLC (filed as Exhibit 10.5 to Amendment No. 1 to the Registration Statement on Form S-1 filed by the Company on February 12, 2007). **
10.3	Exchange Agreement by and among Interactive Brokers Group, Inc., IBG Holdings LLC, IBG LLC and the Members of IBG LLC (filed as Exhibit 10.3 to the Quarterly Report on Form 10-Q for the Quarterly Period Ended September 30, 2009 filed by the Company on November 11, 2009). **
10.4	Tax Receivable Agreement by and between Interactive Brokers Group, Inc. and IBG Holdings LLC (filed as Exhibit 10.3 to the Quarterly Report on Form 10-Q for the Quarterly Period Ended March 31, 2007 filed by the Company on June 15, 2007). **
10.5	Amended Interactive Brokers Group, Inc. 2007 Stock Incentive Plan. (filed as Exhibit 10.5 to Form 10-K for the Year Ended December 31, 2014 filed by the Company on March 2, 2015). **+
10.6	Interactive Brokers Group, Inc. 2007 ROI Unit Stock Plan. (filed as Exhibit 10.9 to Amendment No. 2 to the Registration Statement on Form S-1 filed by the Company on April 4, 2007). **+
10.7	Interactive Brokers Group, Inc. Amendment to the Exchange Agreement (filed as Exhibit 10.1 to the Form 8-K filed by the Company on June 6, 2012). **+
10.8	Second Amendment to Exchange Agreement by and among Interactive Brokers Group, Inc., IBG Holdings LLC, IBG (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the Quarterly Period Ended September 31, 2015 filed by the Company on November 9, 2015). **
10.9	First Amendment to Limited Liability Company Agreement of IBG Holdings LLC (filed as Exhibit 10.2 to the Quarterly Report on Form 10-Q for the Quarterly Period Ended September 31, 2015 filed by the Company on November 9, 2015). **
31.1	Certification of Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Chief Executive Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document*
101.SCH	XBRL Extension Schema*
101.CAL	XBRL Extension Calculation Linkbase*
101.DEF	XBRL Extension Definition Linkbase*
101.LAB	XBRL Extension Label Linkbase*
101.PRE	XBRL Extension Presentation Linkbase*

** Previously filed; incorporated herein by reference.

+ These exhibits relate to management contracts or compensatory plans or arrangements.

* Attached as Exhibit 101 to this Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017, are the following materials formatted in XBRL (Extensible Business Reporting Language) (i) the Condensed Consolidated Statements of Financial Condition, (ii) the Condensed Consolidated Statements of Comprehensive Income, (iii) the Condensed Consolidated Statements of Cash Flows, (iv) the Condensed Consolidated Statement of Changes in Stockholders' Equity and (v) Notes to the Condensed Consolidated Financial Statements tagged in detail levels 1-4.

SIGNATURES

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

INTERACTIVE BROKERS GROUP, INC.

/s/ PAUL J. BRODY

Name: Paul J. Brody

Title: *Chief Financial Officer, Treasurer and Secretary*
(Signing both in his capacity as a duly authorized officer
and as principal financial officer of the registrant)

Date: November 8, 2017

CERTIFICATION

I, Thomas Peterffy, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 of Interactive Brokers Group, Inc.;

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

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

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

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

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

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

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

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

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

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

By: /s/ Thomas Peterffy

Name: Thomas Peterffy

Title: Chairman and Chief Executive Officer

Date: November 8, 2017

CERTIFICATION

I, Paul J. Brody, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 of Interactive Brokers Group, Inc.;

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

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

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

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

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

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

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

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

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

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

By: /s/ Paul J. Brody

Name: Paul J. Brody

Title: Chief Financial Officer, Treasurer and Secretary

Date: November 8, 2017

CERTIFICATION

Pursuant to 18 U.S.C. § 1350, the undersigned officer of Interactive Brokers Group, Inc. (the “Company”) hereby certifies that the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Thomas Peterffy

Name: Thomas Peterffy

Title: Chairman and Chief Executive Officer

Date: November 8, 2017

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document.

CERTIFICATION

Pursuant to 18 U.S.C. § 1350, the undersigned officer of Interactive Brokers Group, Inc. (the “Company”) hereby certifies that the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Paul J. Brody

Name: Paul J. Brody

Title: Chief Financial Officer, Treasurer and Secretary

Date: November 8, 2017

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document.