EXHIBIT 1:
LINKEDIN CORPORATION FORM 10-K FOR FISCAL YEAR ENDED DECEMBER 31, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2013

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: 001-35168

LinkedIn Corporation

(Exact name of registrant as specified in its charter)

Delaware	**47-0912023**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2029 Stierlin Court
Mountain View, CA 94043
(Address of principal executive offices) (Zip Code)

(650) 687-3600
(Registrant's telephone number, including area code)

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

Title of Each Class	Name of Each Exchange on Which Registered
Class A Common Stock, par value $0.0001 per share	New York Stock Exchange

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

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

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

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 Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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

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

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

As of June 28, 2013 (the last business day of the registrant's most recently completed second fiscal quarter), the aggregate market value of Class A and Class B common stock held by non-affiliates of the registrant was $16,706,421,511.

As of February 5, 2014, there were 103,566,988 shares of the registrant's Class A common stock outstanding and 16,963,847 shares of the registrant's Class B common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement for its 2014 Annual Meeting of stockholders are incorporated by reference in Part III of this Annual Report on Form 10-K where indicated. Such proxy statement will be filed with the Securities and Exchange Commission within 120 days of the registrant's fiscal year ended December 31, 2013.

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Special Note Regarding Forward Looking Statements

This Annual Report on Form 10-K contains "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, particularly in Part I, Item 1: "Business," Part I, Item 1A: "Risk Factors" and Part 2, Item 7: "Management's Discussion and Analysis of Financial Condition and Results of Operations." These statements are often identified by the use of words such as "may," "will," "expect," "believe," "anticipate," "intend," "could," "should," "estimate," or "continue," and similar expressions or variations. All statements other than statements of historical fact could be deemed forward-looking, including, but not limited to:

- our ability to timely and effectively scale and adapt our existing technology and network infrastructure;
- our ability to increase engagement of our solutions by our members, enterprises and professional organizations;
- our ability to develop effective solutions for mobile devices;
- our ability to protect our users' information and adequately address privacy concerns;
- our ability to maintain an adequate rate of revenue growth;
- the effects of increased competition in our market;
- our ability to effectively manage our growth;
- our ability to retain our existing subscribers and our Talent Solutions and Marketing Solutions customers;
- our ability to successfully enter new markets and manage our international expansion;
- our ability to maintain, protect and enhance our brand and intellectual property;
- costs associated with defending intellectual property infringement and other claims;
- our investment philosophy for 2014;
- our expectations for our financial performance in 2014, including our revenues, cost of revenues, expenses and expected tax benefits; and
- the attraction and retention of qualified employees and key personnel.

For a discussion of some of the factors that could cause actual results to differ materially from our forward-looking statements, see the discussion on risk factors that appears in Part I, Item 1A: "Risk Factors" of this Annual Report on Form 10-K and other risks and uncertainties detailed in this and our other reports and filings with the Securities and Exchange Commission, or SEC. The forward-looking statements in this Annual Report on Form 10-K represent our views as of the date of this Annual Report on Form 10-K. We anticipate that subsequent events and developments will cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we have no current intention of doing so except to the extent required by applicable law. You should, therefore, not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this Annual Report on Form 10-K.

PART I

Item 1. *Business*

Overview

We are the world's largest professional network on the Internet with approximately 277 million members in over 200 countries and territories as of the date of this Annual Report on Form 10-K. We believe we are the most extensive, accurate and accessible network focused on professionals.

Our platform enables members to become more successful in their careers through three value propositions: managing and sharing who they are through their digital professional identity; engaging and expanding who they know through their professional network; and discovering professional knowledge and insights making them better at what they do. Our members create the core of our platform, and we, in turn, provide members with applications and tools to help them compete more effectively, make better decisions faster and manage their careers to achieve their full potential. The cornerstone of our business strategy is to focus on our members first. We provide the majority of our solutions to our members at no cost. We believe this approach provides the best way to continue to build a critical mass of members, resulting in beneficial network effects that promote greater utilization of our network, higher levels of engagement and, ultimately, increased value for all of our members.

We generate revenue across three distinct product lines: Talent Solutions, Marketing Solutions, and Premium Subscriptions. All three product lines are sold through two channels, an offline field sales organization which engages with both large and small enterprise customers; as well as an online, self-serve channel where we generate revenue from both enterprise customers and individual members purchasing subscriptions. We strive to ensure that our Talent Solutions, Marketing Solutions and Premium Subscriptions products provide both a high level of value for our customers and also a high degree of relevance for our members. We believe this monetization strategy properly aligns objectives among members, customers and our entire network and supports our financial objective of sustainable revenue and earnings growth over the long term.

We were incorporated in Delaware in March 2003 under the name LinkedIn, Ltd. and changed our name to LinkedIn Corporation in January 2005. Our principal executive offices are located at 2029 Stierlin Court, Mountain View, CA 94043, and our telephone number is (650) 687-3600. Our website address is www.linkedin.com. We completed our initial public offering in May 2011 and our Class A common stock is listed on the New York Stock Exchange ("NYSE") under the symbol "LNKD". Unless the context requires otherwise, the words "LinkedIn," "we," "Company," "us" and "our" refer to LinkedIn Corporation and our subsidiaries.

Our Mission

Our mission is to connect the world's professionals to make them more productive and successful. Our members come first. We believe that prioritizing the needs of our members is the most effective and, ultimately, the most profitable way to accomplish our mission and to create long-term value for all of our stakeholders. We will continue to concentrate on opportunities we believe are in the best interests of our members. Our long-term approach enables us to invest, innovate and pioneer in unexplored segments of our industry to increase the value proposition for our members through our proprietary platform and extensive data.

Our solutions are designed to enable professionals to achieve higher levels of performance and professional success and enable enterprises and professional organizations to find and connect with the world's best talent.

Our Vision

Our vision is to create economic opportunity for every member of the global workforce, each of whom has the ability to create economic opportunities for others. We believe this is the fundamental power of our network.

Ultimately, our goal is to create economic opportunity at massive scale by developing the world's first economic graph, a digital map of the global economy. In creating this map, we believe we can help our members navigate the increasingly challenging 21st century global economy.

Our Strategy

Our mission is to connect the world's professionals to make them more productive and successful. The key elements of our strategy are:

- ***Foster Viral Member Growth.*** With approximately 277 million members currently, we will continue to pursue initiatives that promote the viral growth of our member base, that is, members expanding our member base by inviting other members. These initiatives include registration optimization, including optimized mobile registration experience, enhanced search engine optimization, seamless integration with other applications and enhancements to our communications capabilities. Viral growth is a critical element in our mission to connect the world's professionals.
- ***Serve as the Professional Profile of Record.*** By maintaining the trust we have developed with our members and through continued improvements, such as enhancing our profile tools and search engine optimization, we seek to be the professional profile for every professional worldwide. We increasingly give members the ability to represent their identities in the form of a dynamic portfolio versus a static resume through rich media and other product enhancements. Using our platform, any member can find other professionals on LinkedIn, connect with members relevant to their professional network, and be found by other professionals on the Internet.
- ***Become the Definitive Professional Publishing Platform.*** As the amount of information shared across the Internet rapidly expands, we strive to deliver members relevant insights at the right time to make members better at what they do. By creating the web's definitive professional publishing platform, LinkedIn will help members discover, consume, and publish relevant professional content at global scale, ultimately making individual members more productive and successful. LinkedIn's publishing platform encompasses products including Groups, the LinkedIn homepage, our Pulse news product and Influencer program, the Slideshare platform, and more recently the Pulse news reader mobile app.
- ***Expand Our International Presence.*** We have seen significant growth in our international member base and have established operations around the world, including Europe, Asia, South America and the Middle East. We intend to continue to grow our international member base by making our platform available in more languages, by further developing our brand across various international geographies, and by expanding our sales, technical and support operations in additional international locations.
- ***Increase Monetization While Creating Value for Our Members.*** We intend to leverage our unique business model to further monetize our platform while adding value to members, enterprises and professional organizations on a global basis. For example, by providing our members with better tools to share their professional skills and insights, our Talent Solutions can more efficiently and effectively identify specific passive and active candidates for a particular opportunity resulting in benefits for both members and customers. A core part of our strategy is making our solutions more relevant for both our members and customers by significantly investing in targeting capabilities and analytics.

Our Solutions

Our solutions are designed to make professionals more productive and successful and to connect talent with opportunity at massive scale. To date our focus has been to develop products that enable our members to create, manage and share their professional identities online, build and engage with their professional networks, access shared knowledge and business insights, and find business opportunities.

Our principal free and monetized solutions are described below:

Free Solutions

Ability to Manage Professional Identity	Enhanced Ability to Build and Engage with Professional Networks	Access to Knowledge, Insights and Opportunities	Ubiquitous Access
Profile	LinkedIn Connections	Network Updates	Mobile
Public Profile	Invitations	Pulse	APIs
Who's Viewed Your Profile	Search	Influencers	Widgets
Rich Media Sharing	LinkedIn Contacts	Groups	
Skills/Endorsements	Introductions	Company Pages	
	People You May Know	Apply with LinkedIn	
	Addressbook Importer	University Pages	
	People Following	LinkedIn Alumni	
		Slideshare	
		Personalization Platform	

Monetized Solutions

Talent Solutions	Marketing Solutions	Premium Subscriptions
LinkedIn Corporate Solutions (Recruiter, Job Slots, Recruitment Media, Career Pages, Talent Pipeline)	Display Ads	Business
LinkedIn Jobs	Sponsored InMails	Business Plus
Recruiter Lite/Talent Basic/Talent Finder/Talent Pro	Sponsored Updates	Executive
Job Seeker Basic/Job Seeker/ Job Seeker Plus	LinkedIn Ads	InMail
	Ads API	Sales Navigator
		TeamLink
		Lead Builder

Free Solutions

Most of our member solutions are available at no cost and are designed to provide compelling professional benefits.

Ability to Manage Professional Identity

- ***Profile.*** Our core offering provides every member an online professional profile. A member's profile is accessible to all members on our network and includes user-generated information including current job title and employer, education, career history, domain expertise, accomplishments, skills and additional professional information such as honors, awards, association memberships, patents, publications, certifications and languages spoken. Members populate their own profile information, enabling them to ensure their professional identity is accurate, current and under their control. In addition, we're piloting Direct-to-Profile Certifications allowing members to update their Profiles with certifications of courses completed through partner sites.

- ***Who's Viewed Your Profile.*** The Who's Viewed Your Profile module provides real-time analytics to help members better manage their professional profile including information on who has viewed their profile, top search keywords used to reach their profile, and other details and trends on the demographics of the audience that has viewed their profile. Additional features of this product are available for members with Premium Subscriptions.
- ***Rich Media/Skills/Endorsements.*** Members can provide examples of their work and skills by sharing rich media content in their profiles. Additionally, members are able to both specify skills on their professional profiles and search for skills and expertise across our network, which surfaces key people within a community, top locations, related companies, relevant jobs, and groups where members can interact with like-minded professionals. In addition, Endorsements enables members to endorse their first degree connections for skills with one click.

Enhanced Ability to Build and Engage with Professional Networks

- ***LinkedIn Connections.*** Once two members are connected, their profile information is shared and, subject to privacy settings, each member has access to the other member's list of connections for further networking. Connections across the network are classified to three degrees: first degree connections are members who agree to connect, second degree connections are members who share one or more mutual connections, and third degree connections are related via two connections. Members can retrieve the contact information of their first degree connections and browse their second and third degree connections in order to find additional opportunities to network and connect.
- ***Invitations.*** Members can expand their networks by sending invitations. Any non-member accepting an invitation simultaneously becomes a LinkedIn member, connected to the sender, after completing the registration process.
- ***Search.*** Our proprietary search technology allows users to conduct real-time, multilingual searches of our rich dataset in a completely personalized manner, as a member's profile and network affect relevance and ranking of results. Our search covers:
  - **People.** Faceted, structured search across all member profiles.
  - **Job Postings.** Faceted, structured search across all of the available jobs listed on our network.
  - **Companies.** Faceted, structured search of enterprises and professional organizations.
  - **Groups.** Search all professional groups on our network.
  - **Network Updates.** Search our network's shared content updates.
  - **Inbox Messages.** Search inbox messages.
  - **Addressbook.** Detailed, structured search across all of the connections a member has on LinkedIn.
  - **Influencer Content.** Search Influencer posts on LinkedIn by topic or Influencer name.
  - **Universities.** Search all universities on our network.
- ***LinkedIn Contacts.*** Members can bring all of their contacts from their address books, email accounts, and calendars together and keep them up to date in one place. Contacts is available both on LinkedIn.com as well as a standalone app for the iPhone.

We also provide other products to help our members develop their professional networks including: Introductions, which allows one member to request an introduction to another member through a mutual connection; People You May Know, which recommends members whom you may already know and with whom you may want to create a first degree connection; Addressbook Importer, which allows members to quickly and easily import contact information from their existing digital address books to LinkedIn; and People Following, which allows members to follow individuals or groups on LinkedIn.

Access to Knowledge, Insights and Opportunities

- ***Network Updates.*** Network Updates provide a real-time stream of data from professionals and professional sources, personalized for each member. The stream allows each member to control and select data by relevancy and remain up-to-date on what is happening in their professional world.
- ***Pulse.*** Pulse enables our members to be better informed in their everyday jobs by showing them relevant news that has been collected and organized by the members in their networks and fellow professionals in their industries.
- ***Influencers.*** LinkedIn Influencers provides a publishing platform for thought leaders to post unique knowledge and professional insights on LinkedIn. Members can follow these individuals to receive relevant content directly in their Network Updates and email. Members can "like" and comment directly on posts and share these insights with their networks.
- ***Groups.*** Groups provide a forum for our members to discuss topics of interest and meet and interact with other professionals who share those interests and have opinions and domain expertise in specific areas. Group members are able to discuss, share, comment and make their group memberships part of their profiles.
- ***Company Pages.*** Company Pages provide members with a holistic view of a company. By aggregating data across the members employed at a particular company, we can show which members have recently joined a company, recently changed their title at a company or recently left a company. Members can also see who they know at a particular company. Companies can add information to their profiles including information about careers at the company and can highlight specific brands and products via Showcase Pages. Members can follow companies and automatically receive recent updates and recommend products and services.
- ***Apply with LinkedIn.*** Apply with LinkedIn enables members to submit their profiles for job applications by clicking the "Apply with LinkedIn" button on company websites. Members can choose to update their profiles in real time, and members will also be shown their professional connections who work at the company where the profile is submitted.
- ***University Pages.*** University Pages provide students, prospective students, and alumni access to insights and information on more than 1,500 universities globally. Members can receive updates on campus news and activities from the schools themselves and engage with both the campus community and alumni of schools.
- ***LinkedIn Alumni.*** LinkedIn Alumni provides our members with insights about the alumni of their schools, enabling members to easily explore alumni career trends, make connections, and find opportunities. The product allows members to dynamically analyze the career trends of their fellow alumni by providing an interactive tool to view alumni by location, company, and job function.
- ***Slideshare.*** Slideshare provides our members with access to the world's largest community for sharing presentations on the Internet. Slideshare supports a wide variety of rich media including presentation files, documents, PDFs, videos and webinars.

We also provide other products to help our members access knowledge, insights and opportunities including the Personalization Platform, which has a number of analytically driven customized products, such as Jobs You May Be Interested In, Groups You May Like, Companies To Follow, People Who Viewed This Profile Also Viewed and People Who Viewed This Job Also Viewed.

Ubiquitous Access

Because professionals constantly require access to critical information, our platform is accessible online anytime and anywhere, including on mobile devices.

- ***LinkedIn Mobile.*** LinkedIn mobile applications are provided across a range of platforms and languages, including iOS for iPhone and iPad, Android, Blackberry, Nokia Asha, and Windows Mobile.
- ***Robust set of APIs.*** We believe that every modern business application is more useful and productive if it is personalized according to a professional's profile and his or her network of connections. In 2009, we launched a public website that allows any developer to agree to a standard set of guidelines and terms and then integrate our content and services into their applications leveraging standards-based technology. These applications can be hosted on third-party websites or deployed on our platform. In late 2011, we announced a Certified Developer Program, which is a network of developers screened to help marketers, agencies and companies use LinkedIn to connect with their audiences. Third parties are increasingly leveraging our APIs.
- ***Widgets.*** We provide a set of simple, embeddable widgets for standard features to allow any web developer to include rich content from our network into their website or application without complex programming. We currently provide the following widgets:
  - **Profile Widget.** Displays the public profile of a given member.
  - **Company Insider.** Displays information about whom the member knows at a particular company.
  - **Sharing.** Displays a simple button to help members easily share content with their network.
  - **Recommendation.** Displays a simple button to help members easily recommend a product or service offered by a company to their network.
  - **Alumni Widget.** Provides information about whom the member knows from a particular educational institution.

Monetized Solutions

In addition to our free solutions, we also charge for certain solutions that provide members, enterprises and professional organizations with enhanced functionality and additional benefits.

Talent Solutions

Our Talent Solutions include LinkedIn Corporate Solutions, LinkedIn Jobs and Subscriptions. Our solutions aim to be the most effective way for enterprises and professional organizations to efficiently identify and acquire the right talent for their needs.

LinkedIn Corporate Solutions. LinkedIn Corporate Solutions include the following products:

- ***LinkedIn Recruiter.*** Our flagship talent solution enables enterprises and professional organizations to find, contact and hire highly qualified passive and active candidates. We believe that a substantial majority of our members are passive in that they are not actively looking to change jobs. Recruiter provides premium functionality including:
  - **Advanced Searches.** Ability to search and view every profile on our network, giving most recruiters access to tens of millions more profiles than they would have available with our free offering. Advanced searches can be conducted using keywords found anywhere in a member's profile, such as schools attended and languages spoken, or by data derived from profiles, such as years of experience.

- **Project Management.** As enterprises and professional organizations find relevant profiles, they are able to organize them into project folders, add notes, and add reminders for follow-up.
- **InMail.** Enterprises and professional organizations can send messages directly to candidates to tell them more about their organization or the specific opportunity, subject to the member's discretion.
- **Collaboration.** Recruiters in the same enterprise or professional organization can see which profiles their colleagues have viewed, saved, or annotated.

- ***Job Slots.*** A Job Slot entitles an enterprise or professional organization to post a job. The job that is posted can be changed, updated or modified at any time over the life of the contract.
- ***LinkedIn Recruitment Media.*** Enterprises and professional organizations can target career-related messaging to qualified candidates. We provide promotional material in the form of advertisements, videos, or emails to specific audiences defined by enterprises and professional organizations based on professional profile data.
- ***LinkedIn Career Pages.*** Enterprises and professional organizations are able to customize the career section of Company Profiles and content on Career Pages to allow potential candidates to learn more about what it is like to work at the enterprise or professional organization, whom to contact if they are interested in a position and what relevant opportunities are available.
- ***LinkedIn Talent Pipeline.*** Enterprises and professional organizations can easily manage all of their talent leads in one place. LinkedIn Talent Pipeline is available as a standalone solution or as part of Recruiter.

LinkedIn Jobs. Enterprises and professional organizations of all sizes are able to advertise job opportunities on our network. Jobs includes:

- ***Self-Service Posting.*** This service enables recruiters and hiring managers to post and manage job opportunities on our network.
- ***TalentMatch.*** Candidate recommendations are presented to a job poster. Once a job is posted, TalentMatch evaluates the characteristics of the job and automatically finds the most relevant member profiles. TalentMatch customers can view these recommendations and directly message relevant candidates.
- ***Jobs You May Be Interested In (JYMBII).*** We use profile data to display relevant job postings to members even if they are not conducting a job search. Job recommendations are displayed on a member's homepage and can also be displayed on other websites. In addition, companies can highlight job recommendations in JYMBII through Sponsored Jobs.
- ***Work With Us.*** Enterprises and professional organizations can elect to display the JYMBII module as an add-on to each of their employee's profiles, allowing them to leverage their employee base to attract relevant candidates.

Subscriptions

- ***Recruiter Lite, Talent Basic, Talent Finder and Talent Pro.*** The Talent family of products enables recruiters and hiring managers to find, contact and manage potential candidates, leveraging Premium Search Filters, InMail, Profile Organizer and other premium features.
- ***Job Seeker Basic, Job Seeker and Job Seeker Plus.*** The Job Seeker family of products enables members to stand out to recruiters and hiring managers via the Job Seeker badge, which is visible on their profile and in search results, Featured Applicant status in the applicant list for jobs they apply to, and InMail.

Marketing Solutions

The goal of our Marketing Solutions is to be the most effective platform for marketers to engage with professionals. We offer marketers the unique ability to target our premium audience in a high-quality professional context. Our targeting capabilities allow marketers to reach LinkedIn members according to key attributes such as industry, function, seniority, and company size.

Enterprise Solutions. These products target larger advertisers which receive dedicated account management and have access to additional Marketing Solutions:

- ***Display Ads.*** Advertisers can use the same targeting engine used for LinkedIn Ads to serve ads in a variety of sizes and formats, including rich media. Additional LinkedIn-specific formats are also available, including Follow Ads, Poll Ads, and SlideShare Content Ads.
- ***Sponsored InMails.*** Advertisers can directly reach their target audience with long-form, customized messages through LinkedIn's InMail functionality.

Sponsored Updates. Available via both Enterprise and self-service channels, Sponsored Updates are content-rich promoted updates that enable advertisers to share and amplify content marketing messages to a targeted audience. Sponsored Updates appear in the desktop and mobile streams of targeted members.

LinkedIn Ads. Our self-service platform enables advertisers to build and target their advertisement to our members based on information in their profile. LinkedIn Ads includes the following features:

- ***Targeting.*** Ads are targeted to specific members based on their profile information. Targetable attributes include the member's title, function, employer, industry and geography.
- ***Daily Campaign Budgets.*** A maximum daily budget can be set for advertisements.
- ***Campaign Management.*** Advertisers can set up and manage multiple campaigns as well as multiple ad units per campaign.
- ***Reporting.*** Advertisers can continuously monitor clicks, impressions, click-through rates, average cost-per-click and total budget spent by ad.

Ads API. LinkedIn's Ads API program enables our social ad partners to build custom solutions for creating, managing, and optimizing LinkedIn Ads and Sponsored Updates campaigns at scale.

Premium Subscriptions

Our Premium Subscription services target small- and medium-sized enterprises and professional organizations, individual members and business groups in larger enterprises. Our Business, Business Plus and Executive subscription packages are designed for general professionals to manage their professional identity, grow their business and connect with talent. These subscriptions bundles are sold at different price points. Key features found in the subscription bundles include:

- ***3rd Degree Name Visibility.*** Expands network visibility of the searcher by exposing full names for third degree members.
- ***InMail.*** A message that can be sent directly to a member to whom the sender is not connected.
- ***Who's Viewed Your Profile Pro.*** Members see more information about who is viewing their profile, the keywords used by others members to arrive at their profile, and the number of times they have shown up in search results.
- ***Premium Search Filters.*** Advanced filters for narrowing a search based on derived data.
- ***Saved Searches.*** Members can save a search and be notified when profiles that fit their criteria are found.

- ***Profile Organizer.*** A productivity suite allowing members to save and categorize profiles and add notes.
- ***Sales Navigator.*** LinkedIn Sales Navigator is a premium social selling solution that provides sales professionals with the ability to quickly find, qualify and create new opportunities and helps sales management accelerate the social selling capabilities of their sales organization. It includes the following features:
  - **TeamLink.** Allows sales professionals to broaden their network to include everyone on their team, increasing the number of reachable prospects and allowing them to focus on the best prospects.
  - **Lead Builder & Premium Search.** Create lead lists using custom criteria to find new accounts or upload named accounts, helping sales professionals find the right people faster.
  - **CRM integration.** Turn contact records into rich profiles by seeing LinkedIn information directly in Salesforce.com or Microsoft Dynamics.

Sales, Marketing and Customer Support

Depending on the specific product, we sell our Talent and Marketing Solutions offline through our field sales organization or online on our website. We sell our Premium Subscriptions primarily online on our website. Our field sales organization uses a direct sales force to solicit customers and agencies. In the United States, our field sales organization is located in Chicago, New York and the San Francisco Bay Area. Outside of the United States, we have additional field sales offices around the world, including Europe, Asia, South America and the Middle East.

For our Talent Solutions, we divide our field sales organization between account executives who are responsible for new business and relationship managers who focus on renewing and selling additional seats and solutions to existing customers. Some of our Talent Solutions products, such as Recruiter Lite, Talent Finder and Job Seeker, are sold through our website.

For our Marketing Solutions, our field sales organization focuses on advertising agencies, large brand advertisers and performance advertisers that want to target professionals on our website. We also sell our Marketing Solutions to online advertisers that use our automated online self-service system to establish accounts, create ads, target members, and launch and manage their advertising campaigns.

To date, our member base has grown virally based on members inviting other members to join our network. Through this word-of-mouth marketing, we have been able to build our brand with relatively low marketing costs. We use the quality of our own products and solutions as our most effective marketing tool, and word-of-mouth momentum continues to drive member awareness and trust worldwide.

We believe that customer support is critical to retaining and expanding both our member base and customers. Our global customer operations group responds to both business and technical inquiries from individual members, enterprises and professional organizations relating to their accounts and how to use our features and products. Self-service support is available through our website and customers can also contact us via email. We have specific premium support teams dedicated to premium subscribers, online advertisers, and our Talent Solutions customers.

Customers

Our customers include individuals, enterprises, and professional organizations. No individual customer represented more than 10% of our net revenue in 2013, 2012 or 2011.

Technology Infrastructure

Our technology platform is designed to create an engaging professional networking experience for our members and is built to enable future growth at scale. We employ technological innovations whenever possible to increase efficiency and scale our business.

Our products rely upon and leverage the massive amounts of data in our network. This rich dataset has grown exponentially, requiring scalable computing resources. We will continue to invest in building proprietary technologies and using open sourced technologies for our data, search and solutions. Our product development expense was $395.6 million, $257.2 million and $132.2 million in 2013, 2012 and 2011, respectively.

Our key technology platforms are described below:

- ***Professional Graph.*** Our fully distributed system is comprised of a graph engine where nodes can represent individuals, companies, schools and other entities and edges can be a connection, a "follow," or an employee at a given company. The professional graph holds an individual's real-time network and enables a variety of complex calls like establishing the degree by which two nodes are connected (e.g., 2nd degree vs. 3rd degree).
- ***Open Sourced Technologies.*** We deploy aspects of our technology into the open source community to help increase the speed at which the technology can mature. The combination of open source and proprietary technologies used in our platforms increases the speed at which we can deploy our products at scale. For example, Hadoop is an open source project used to batch compute data for different features on our website based on our members' data and traffic patterns. Hadoop enables us to scale our calculations on an expanding set of data and to perform these calculations more frequently.
- ***Search.*** Our proprietary search technology combines structured and free-form content to allow users to search across numerous parameters. Our search is powered by our rich dataset based on facets and keywords and is fundamentally personalized as all search requests use a member's network to affect relevance and ranking. Our search is real time, distributed and multilingual and serves the needs of both members and enterprises and professional organizations.
- ***Customized Content, Matching, Targeting and Recommendations.*** We have developed a proprietary intelligence and recommendation engine for extracting professional insights by utilizing our rich dataset. This engine enables us to provide our users with customized content and recommendations. For example, based on a member's profile, their second and third degree connections, their viewing and clicking history, and a host of other criteria, our algorithms can provide intelligence and recommendations around Talent Match, People You May Know, Groups You May Like, Jobs You May Be Interested In, Sponsored Content or Companies You May Be Interested In. Our targeting and recommendation technologies continue beyond just a member's profile by providing intelligence around similar profile views and similar job views.
- ***Ad Targeting Platform.*** We use a combination of traditional and proprietary ad targeting and delivery technologies. The combination is optimized to work with our respective partners to provide the optimal user experience. Our proprietary systems leverage our feature extraction, information retrieval, and matching systems to provide the most relevant ads.
- ***Document Conversion Technologies.*** We use a combination of open source and proprietary technologies to convert documents in various formats (*e.g.*, pdf, doc, ppt) into HTML5, a mark-up language for structuring and presenting content on the Internet, so that the document can be displayed on LinkedIn.com and Slideshare.net, and embedded throughout the Internet.

- ***Service Infrastructure.*** We have invested and are continuing to invest in updating our online applications to our new service infrastructure, which we believe will improve developer productivity, agility, operability and accelerate our mobile strategy.

Operations

We have developed our website and related infrastructure with the goal of maximizing the availability of our platform to our members, enterprises and professional organizations. Our website and related infrastructure are hosted on a network located in multiple third-party facilities, and we lease data center facilities in various locations.

Intellectual Property

We protect our intellectual property rights by relying on federal, state and common law rights, as well as contractual restrictions. We control access to our proprietary technology, in part, by entering into confidentiality and invention assignment agreements with our employees and contractors, and confidentiality agreements with third parties.

In addition to these contractual arrangements, we also rely on a combination of trade secrets, copyrights, trademarks, trade dress, domain names and patents to protect our intellectual property. We pursue the registration of our domain names, trademarks, and service marks in the United States and in certain locations outside the United States. Our trademarks and registered trademarks in the United States and other countries include “LinkedIn” and the “in” design mark, as well as others. As of December 31, 2013, we owned 39 issued U.S. patents and eight issued foreign patents/utility models, which expire between 2017 and 2032, as well as 371 pending patent applications in the United States and internationally.

Circumstances outside our control could pose a threat to our intellectual property rights. For example, effective intellectual property protection may not be available in the United States or other countries in which our products and solutions are distributed. Also, the efforts we have taken to protect our proprietary rights may not be sufficient or effective. Any significant impairment of our intellectual property rights could harm our business or our ability to compete. Also, protecting our intellectual property rights is costly and time-consuming. Any unauthorized disclosure or use of our intellectual property could make it more expensive to do business and harm our operating results.

Companies in the Internet, social media technology and other industries may own large numbers of patents, copyrights, and trademarks and may frequently request license agreements, threaten litigation, or file suit against us based on allegations of infringement or other violations of intellectual property rights. From time to time, we face, and we expect to face in the future, allegations that we have infringed the trademarks, copyrights, patents and other intellectual property rights of third parties, including our competitors and non-practicing entities. As we face increasing competition and as our business grows, we will likely face more intellectual property claims.

Competition

We face significant competition in all aspects of our business. In particular, we compete for members, and we also compete for customers for our Marketing and Talent Solutions, which are typically, enterprises and professional organizations. The bases upon which we compete differ among these areas as discussed below.

- ***Members-Professional Networks.*** The market for online professional networks is new and rapidly evolving. Other companies such as Facebook, Google, Microsoft and Twitter are developing or could develop competing solutions. Further, some of these companies are partnering with third parties to offer products and services that could compete with ours. We face competition from a number of smaller companies in international markets, such as Xing in German-speaking regions and Viadeo in France, that provide online professional networking solutions, as well as Internet companies in the customer relationship management market. Additionally, we compete against smaller companies that focus on groups of professionals within a specific industry or vertical. Our competitors may announce new products, services or enhancements that better address changing industry standards or the needs of members and customers, such as mobile access. Any such increased competition could cause pricing pressure, loss of market share or decreased member engagement, any of which could adversely affect our business and operating results. Internet search engines could also change their methodologies in ways that adversely affect our ability to optimize our page rankings within their search results.

- ***Enterprises and Professional Organizations-Talent Solutions.*** With respect to our Talent Solutions, we compete with established online recruiting companies, such as Monster, CareerBuilder, and Indeed.com (owned by Recruit.net), talent management companies and larger companies that are focusing on talent management and human resource services, such as Oracle, SAP and IBM, and traditional recruiting firms. Additionally, other companies, including newcomers to the recruiting industry, may partner with Internet companies, including social networking companies, to provide services that compete with our solutions, either on their own or as third party applications. If the efficiency and usefulness of our products to enterprises and professional organizations do not continue to exceed those provided by competitors, we will not be able to compete successfully. These factors are influenced by the number and engagement of our members.
- ***Enterprises and Professional Organizations-Marketing Solutions.*** With respect to our Marketing Solutions, we compete with online and offline outlets that generate revenue from advertisers and marketers. To the extent competitors are better able to provide customers with cost-effective access to attractive demographics, either through new business models or increased user volume, we may not be successful in retaining our existing advertisers or attracting new advertisers.

Additionally, other companies that provide content for professionals could develop more compelling offerings that compete with our Premium Subscriptions and adversely impact our ability to sell and renew subscriptions to our members. Finally, we are developing our sales solutions products and we may not be able to compete effectively in this area.

We believe that we have competitive strengths that position us favorably in our markets. However, our industry is evolving rapidly and is becoming increasingly competitive. Larger and more established companies may focus on professional networking and could directly compete with us. Smaller companies could also launch new products and services that we do not offer and that could gain market acceptance quickly.

Government Regulation

We are subject to a number of foreign and domestic laws and regulations that affect companies conducting business online, many of which are still evolving and could be interpreted in ways that could harm our business. In the United States and abroad, laws relating to the liability of providers of online services for activities of their users and other third parties are currently being tested by a number of claims, including actions based on invasion of privacy and other torts, unfair competition, copyright and trademark infringement, and other theories based on the nature and content of the materials searched, the ads posted, or the content provided by users. Any court ruling or other governmental action that imposes liability on providers of online services for the activities of their users and other third parties could harm our business. In addition, rising concern about the use of social networking technologies for illegal conduct, such as the unauthorized dissemination of national security information, money laundering or supporting terrorist activities, may in the future produce legislation or other governmental action that could require changes to our products or services, restrict or impose additional costs upon the conduct of our business or cause users to abandon material aspects of our service.

In the area of information security and data protection, most states have passed laws requiring notification to users when there is a security breach for personal data, such as the 2002 amendment to California's Information Practices Act, or requiring the adoption of minimum information security standards that are often vaguely defined and difficult to practically implement. The costs of compliance with these laws may increase in the future as a result of changes in interpretation. Furthermore, any failure on our part to comply with these laws may subject us to significant liabilities.

We are also subject to federal, state, and foreign laws regarding privacy and protection of member data. Our privacy policy and user agreement describe our practices concerning the use, storage, transmission and disclosure of member data. Any failure by us to comply with these terms or privacy related laws and regulations could result in proceedings against us by governmental authorities or others, which could harm our business. In addition, the interpretation of privacy and data protection laws, and their application to online services is unclear, evolving and in a state of flux. There is a risk that these laws may be interpreted and applied in conflicting ways from state to state, country to country, or region to region, and in a manner that is not consistent with our current data protection practices, or that new regulations will be enacted. Complying with these varying domestic and international requirements could cause us to incur additional costs and change our business practices. Further, any failure by us to adequately protect our members' privacy and data could result in a loss of member confidence in our services and ultimately in a loss of members and customers, which could adversely affect our business.

In addition, because our services are accessible worldwide, certain foreign jurisdictions have claimed and others may claim that we are required to comply with their laws, including with respect to the storage, use and disclosure of member information, even in jurisdictions where we have no local entity, employees, or infrastructure.

Our Values and Company Culture

Our values and unique company culture serve as the foundation to our success. Our values are the principles by which we manage our day-to-day business and facilitate decision-making. Our core values are:

- ***Our Members Come First.*** We encourage employees to know and understand our members and to ensure that we foster the long-term vitality of the LinkedIn ecosystem.
- ***Relationships Matter.*** By fostering trust with colleagues and partners, we all succeed. We fundamentally believe that doing what is right is more important than being right. We manage compassionately by recognizing that people have experiences and perspectives that may differ from our own.
- ***Be Open, Honest and Constructive.*** We expect our employees to communicate with clarity and provide feedback with consistency in a constructive way.
- ***Demand Excellence.*** Our employees are encouraged to lead by example, seek to solve big challenges, set measureable and actionable goals, and continuously learn, iterate and improve.
- ***Take Intelligent Risks.*** Taking intelligent risks has been paramount in building the company to date. No matter how large the company becomes we strive to never lose our startup mentality.
- ***Act Like an Owner.*** Talent is our most important asset. We expect employees to act as an owner in each decision they make, no matter how big or small.

Our company culture reflects who we are and the company we aspire to be. Our culture is shaped in large part by our values and is best defined by:

- ***Transformation.*** People who work at LinkedIn are here because they seek to make a positive and lasting impact on the world, help realize the full potential of LinkedIn and fundamentally alter the trajectory of their careers.
- ***Integrity.*** We don't believe the ends justify the means. Rather, we expect employees to do the right thing no matter what.
- ***Collaboration.*** Much like the network effects inherent in our business model, we believe that as valuable as we are as individuals, we are all exponentially more valuable when aligned and working together.
- ***Humor.*** Fulfilling our mission and vision requires an intense focus, so we believe it is important to not take ourselves too seriously and try to have some fun while doing it.
- ***Results.*** We set clear, actionable goals and have high expectations for our performance. We count on our employees to consistently deliver excellent results, seek leverage through greater efficiency and effectiveness, and demonstrate leadership at all levels throughout the organization.

We believe we have assembled an extremely talented group of employees and strive to hire the best employees to solve very significant challenges. As of December 31, 2013, we had 5,045 employees, consisting of 2,171 employees in engineering, product development and customer operations, 2,159 employees in sales and marketing, and 715 employees in general and administrative.

While we encourage collaboration, we also embrace individual thinking and creativity. For example, one of our key approaches to attracting and retaining technical talent and fostering continued innovation is through our company-sponsored "inDays" and "hackdays" where our employees are encouraged to take the time to explore and implement new ideas. Participants then present their ideas in front of the whole company with prizes awarded for the best ideas. Some of our significant new products have been developed as a result of inDays and hackdays.

Information about Segment and Geographic Revenue

Information about segment and geographic revenue is set forth in Note 13 of the Notes to Consolidated Financial Statements under Item 8 of this Annual Report on Form 10-K.

Seasonality

Our business is affected by both cyclicality in business activity, and seasonal fluctuations in Internet usage. We believe our rapid growth has masked the cyclicality and seasonality of our business. As our revenue growth rate slows, we expect that the cyclicality and seasonality in our business may become more pronounced and may in the future cause our operating results to fluctuate. In particular, we expect new business and renewals of Talent Solutions to be stronger in the fourth quarter of the year due to budgetary cycles and our Marketing Solutions business to be stronger in the second and fourth quarter of the year in alignment with industry advertising spending.

Available Information

Our website is located at www.linkedin.com, and our investor relations website is located at http://investors.linkedin.com/. The following filings are available free of charge through our investor relations website after we file them with the SEC: Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and our Proxy Statements for our annual meetings of stockholders.

We webcast our earnings calls and certain events we participate in or host with members of the investment community on our investor relations website. Additionally, we provide notifications of news or announcements regarding our financial performance, including SEC filings, investor events, press and earnings releases, and blogs as part of our investor relations website. Investors and others can receive notifications of new information posted on our investor relations website in real time by signing up for email alerts and RSS feeds. Further corporate governance information, including our certificate of incorporation, bylaws, governance guidelines, board committee charters, and code of conduct, is also available on our investor relations website under the heading "Corporate Governance." The contents of our websites are not intended to be incorporated by reference into this Annual Report on Form 10-K or in any other report or document we file with the SEC, and any references to our websites are intended to be inactive textual references only.

Item 1A. *Risk Factors*

Investing in our Class A common stock involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all of the other information in this Annual Report on Form 10-K, including our consolidated financial statements and related notes, before deciding whether to purchase shares of our Class A common stock. If any of the following risks are realized, our business, operating results and prospects could be materially and adversely affected. In that event, the price of our Class A common stock could decline, and you could lose part or all of your investment.

Risks Related to Our Business

We have a limited operating history in new and unproven markets, which makes it difficult to evaluate our future prospects and may increase the risk that we will not be successful.

We have a limited operating history in new and unproven markets that may not develop as expected. This limited operating history makes it difficult to effectively assess or forecast our future prospects. You should consider our business and prospects in light of the risks and difficulties we encounter or may encounter in these rapidly evolving markets. These risks and difficulties include our ability to, among other things:

- hire, integrate and retain world class talent;
- continue to earn and preserve our members' trust with respect to their professional reputation and information;
- develop and maintain scalable, high-performance technology infrastructure that can efficiently and reliably handle increased member usage globally while also implementing appropriate localization, as well as the deployment of new features and products;
- avoid interruptions or disruptions in our service or slower than expected load times for our services;
- increase our number of members and member engagement;
- responsibly use the data that our members share with us to provide solutions that make our members more productive and successful and that are critical to the talent, marketing and sales needs of enterprises and professional organizations;
- process, store, protect and use personal data in compliance with governmental regulations, contractual obligations and other legal obligations related to privacy and security;
- halt the operations of websites that aggregate our data as well as data from other companies, or copycat websites that have misappropriated our data;
- increase revenue from the solutions we provide;

- successfully adapt to mobile markets and optimize services for mobile devices;
- successfully expand our business in markets outside the United States;
- successfully compete with other companies that are currently in, or may in the future enter, the online professional networking space; and
- defend ourselves against litigation, regulatory, intellectual property, privacy and other claims.

If the market for online professional networks does not develop as we expect, or if we fail to address the needs of this market, our business will be harmed. We may not be able to successfully address these risks and difficulties or others, including those described elsewhere in these risk factors. Failure to adequately address these risks and difficulties could harm our business and cause our operating results to suffer.

We may not timely and effectively scale and adapt our existing technology and network infrastructure to ensure that our services and solutions are accessible within an acceptable load time. Additionally, natural disasters or other catastrophic occurrences beyond our control could interfere with access to our services.

A key element to our continued growth is the ability of our members, users (whom we define as anyone who visits one of our websites through a computer or application on a mobile device, regardless of whether or not they are a member), enterprises and professional organizations in all geographies to access our websites, services and solutions within acceptable load times. We call this website performance. We have experienced, and may in the future experience, service disruptions, outages and other performance problems due to a variety of factors, including infrastructure changes, human or software errors, capacity constraints due to an overwhelming number of users accessing our services simultaneously, and denial of service or fraud or security attacks. In some instances, we may not be able to identify the cause or causes of these website performance problems within an acceptable period of time. We expect it will become increasingly difficult to maintain and improve our website performance, especially during peak usage times and as our solutions become more complex and our total user traffic increases. If our services are unavailable when users attempt to access them or they do not load as quickly as users expect, users may seek other websites or services to obtain the information for which they are looking, and may not return to our website or use our services as often in the future, or at all. This would negatively impact our ability to attract members, enterprises and professional organizations and increase engagement of our members and users. We expect to continue to make significant investments to maintain and improve website performance and to enable rapid releases of new features and products. To the extent that we do not effectively address capacity constraints, upgrade our systems as needed and continually develop our technology and network architecture to accommodate actual and anticipated changes in technology, our business and operating results may be harmed.

We have implemented a disaster recovery program, which allows us to move production to a back-up data center in the event of a catastrophe. Although this program is functional, it does not yet provide a real-time back-up data center, so if our primary data center shuts down, there will be a period of time that our services will remain shut down while the transition to the back-up data center takes place.

Our systems are also vulnerable to damage or interruption from catastrophic occurrences such as earthquakes, floods, fires, power loss, telecommunication failures, terrorist attacks and similar events. Our U.S. corporate offices and certain of the facilities we lease to house our computer and telecommunications equipment are located in the San Francisco Bay Area and Southern California, both regions known for seismic activity. Despite any precautions we may take, the occurrence of a natural disaster or other unanticipated problems at our hosting facilities could result in lengthy interruptions in our services.

We do not carry business interruption insurance sufficient to compensate us for the potentially significant losses, including the potential harm to the growth of our business that may result from interruptions in our service as a result of system failures.

If our security measures are compromised, or if our websites are subject to attacks that degrade or deny the ability of members or customers to access our solutions, or if our member data is compromised, members and customers may curtail or stop use of our solutions.

Our solutions involve the collection, processing, storage, sharing, disclosure and usage of members' and customers' information and communications, some of which may be private. We are vulnerable to computer viruses, break-ins, phishing attacks, attempts to overload our servers with denial-of-service or other attacks and similar disruptions from unauthorized use of our computer systems, any of which could lead to interruptions, delays, or website shutdowns, causing loss of critical data or the unauthorized disclosure or use of personally identifiable or other confidential information. For example, in June 2012, approximately 6.5 million of our members' encrypted passwords were stolen and published on an unauthorized website. We also work with third party vendors to process credit card payments by our customers and are subject to payment card association operating rules. If we experience compromises to our security that result in website performance or availability problems, the complete shutdown of our websites, or the loss or unauthorized disclosure of confidential information, such as credit card information, our members or customers may be harmed or lose trust and confidence in us, and decrease the use of our website and services or stop using our services in their entirety, and we would suffer reputational and financial harm.

In addition, we are, and in the future could be, subject to regulatory investigations and litigation in connection with a security breach or related issue, and we could also be liable to third parties for these types of breaches. Such litigation, regulatory investigations and our technical activities intended to prevent future security breaches are likely to require additional management resources and expenditures. If our security measures fail to protect this information adequately or we fail to comply with the applicable credit card association operating rules, we could be liable to both our customers for their losses, as well as the vendors under our agreements with them, we could be subject to fines and higher transaction fees, we could face regulatory action, and our customers and vendors could end their relationships with us, any of which could harm our business and financial results.

Our core value of putting our members first may conflict with the short-term interests of our business.

One of our core values is to make decisions based on the best long-term interests of our members, which we believe is essential to our success in increasing our member growth rate and engagement and in serving the best, long-term interests of the company and our stockholders. Therefore, in the past, we have forgone, and may in the future forgo, certain expansion or short-term revenue opportunities that we do not believe are in the best interests of our members, even if our decision negatively impacts our operating results in the short term. In addition, as part of our philosophy of putting our members first, as long as our members are adhering to our terms of service, this philosophy may cause disagreements, or negatively impact our relationships, with our existing or prospective customers. This could result in enterprises and professional organizations blocking access to our services or refusing to purchase our Talent or Marketing Solutions or Premium Subscriptions. Our decisions may not result in the long-term benefits that we expect, in which case our member engagement, business and operating results could be harmed.

The number of our registered members is higher than the number of actual members and a substantial majority of our page views are generated by a minority of our members. Our business may be adversely impacted if we are unable to attract and retain additional members who actively use our services. In addition, the tracking of certain of our performance metrics is done with internal tools and is not independently verified.

The number of registered members in our network is higher than the number of actual members because some members have multiple registrations, other members have died or become incapacitated, and others may have registered under fictitious names or created fraudulent accounts. While the number of registered members represents what we believe to be reasonable estimates of our member base, there are inherent challenges in ensuring that the number of registered members presents an accurate reflection of our member network. For example, we do not have a reliable system for identifying and counting duplicate or fraudulent accounts, or deceased, incapacitated or other non-members and so we rely on estimates and assumptions. In addition, our methodology for measuring our membership numbers, and specifically for making estimates regarding non-members who should not be included as registered members, has changed over time and may continue to change from time to time. While we are using what we believe to be accurate methods of measuring the number of registered members, there are no methodologies available that would provide us with an exact number of non-actual member types of accounts. Therefore, we cannot assure you that our current or future methodologies are accurate, and we will need to continue to adjust them in the future from time to time, which could result in the number of registered members being lower or higher than expected. Further, a substantial majority of our members do not visit our website on a monthly basis, and a substantial majority of our page views are generated by a minority of our members.

If the number of our actual members does not meet our expectations, if the rate at which we add new members slows or declines or if we are unable to increase the breadth and frequency of our visiting members, then our business may not grow as fast as we expect. In addition, we track certain performance metrics with internal tools, which are not independently verified by any third party. The tracking of this information has a number of limitations, including reliance on estimates and assumptions, which may not be accurate. Our methodologies for tracking these metrics may also change over time, which could result in unexpected changes to our metrics. If the internal tools we use to track these metrics undercount or overcount performance, the data we report may not be accurate. This may harm our operating and financial results and may cause our stock price to decline.

If our members' profiles are out-of-date, inaccurate or lack the information that users and customers want to see, we may not be able to realize the full potential of our network, which could adversely impact the growth of our business.

If our members do not update their information or provide accurate and complete information when they join LinkedIn, or do not establish sufficient connections, the value of our network may be negatively impacted because our value proposition as a professional network and as a source of accurate and comprehensive data will be weakened. For example, customers of our Talent Solutions may not find members that meet their qualifications or may misidentify a candidate as having such qualifications, which could result in mismatches that erode customer confidence in our solutions. Similarly, incomplete or outdated member information would diminish the ability of our Marketing Solutions customers to reach their target audiences and our ability to provide our customers with valuable insights. Therefore, we must provide features and products that demonstrate the value of our network to our members and motivate them to contribute additional, timely and accurate information to their profile and our network. If we fail to successfully motivate our members to do so, our business and operating results could be adversely affected.

Many individuals use mobile devices to access online services. If users of these devices do not widely adopt solutions we develop for these devices, our business could be adversely affected.

The number of people who access online services through mobile devices, as opposed to personal computers, such as smart phones, handheld tablets and mobile telephones, has increased dramatically in the past few years and is projected to continue to increase. If the mobile solutions we have developed do not meet the needs of our members or customers, they may reduce their usage of our platform and our business could suffer. Additionally, we are dependent on the interoperability of LinkedIn with popular mobile operating systems that we do not control, such as Android and iOS, and any changes in such systems and terms of service that degrade our solutions' functionality, give preferential treatment to competitive products or prevent our ability to promote advertising could adversely affect engagement and monetization on mobile devices. As new devices and new platforms are continually being released, it is difficult to predict the challenges we may encounter in developing versions of our solutions for use on these alternative devices, and we are devoting significant resources to the support and maintenance of such devices.

Growth in access to LinkedIn's services through mobile devices as a substitute for access on personal computers may negatively affect our revenue and financial results.

Because access to online services through mobile devices is growing, our members are increasingly accessing LinkedIn on mobile devices. While many of our members who use our online services on mobile devices also access LinkedIn through personal computers, as we have developed our mobile solutions, we have seen substantial growth in mobile usage, and we anticipate that the rate of growth in mobile usage will continue to grow. Advertising is a source of revenue for us, and it is not clear that we will be able find ways for our Marketing Solutions product to be effectively used on mobile devices. Historically, our Marketing Solutions products have not been made widely available on mobile products, and subsequently have not generated a material amount of revenue. We are devoting valuable resources to solutions related to monetization of mobile usage, and have only recently launched these solutions. We cannot assure you that these solutions will be successful. If our members increasingly use mobile devices as a substitute for access to our online services as opposed to personal computers, and if we are unable to successfully implement monetization strategies for our solutions on mobile devices, or these strategies are not as successful as our offerings for personal computers, or if we incur excessive expenses in this effort, our financial performance and ability to grow revenue would be negatively affected.

We collect, process, store, share, disclose and use personal information and other data, which subjects us to governmental regulations and other legal obligations related to privacy and security, and our actual or perceived failure to comply with such obligations could harm our business.

We collect, process, store, share, disclose and use information from and about our members, customers and users, including personal information and other data, and we enable our members to passively and proactively share their personal information with each other and with third parties and to communicate and share news and other information into and across our platform. There are numerous federal, state and local laws around the world regarding privacy and the collection, storing, sharing, using, processing, disclosing and protecting of personal information and other data from and about our members, the scope of which are changing, subject to differing interpretations, and which may be costly to comply with and may be inconsistent among countries and jurisdictions or conflict with other rules. In addition, governmental agencies may request or take member or customer data for security or informational purposes. We generally comply with industry standards and are subject to the terms of our privacy policies and privacy-related obligations to third parties (including voluntary third-party certification bodies such as TRUSTe). We strive to comply with applicable laws, policies, and legal obligations and certain applicable industry codes of conduct relating to privacy and data protection. However, these obligations may be interpreted and applied in new ways and/or in a manner that is inconsistent from one jurisdiction to another and may conflict with other rules or our practices. In addition, privacy and data security is an active area and new regulations are likely to be enacted.

Any failure or perceived failure by us to comply with our privacy policies, our privacy-related obligations to members, customers or other third parties, or our privacy-related legal obligations, or any compromise of security that results in the unauthorized release or transfer of personal or other information, which may include personally identifiable information or other member data, may result in governmental enforcement actions, litigation or public statements against us by consumer advocacy groups or others and could cause our members and customers to lose trust in us, which could have an adverse effect on our business. Additionally, if third parties we work with, such as customers, vendors or developers, violate applicable laws, our policies or other policy-related obligations, such violations may also put our members' information at risk and could in turn have an adverse effect on our business.

Public scrutiny of Internet privacy and security issues may result in increased regulation and different industry standards, which could deter or prevent us from providing our current products and solutions to our members and customers, thereby harming our business.

The regulatory framework for privacy and security issues worldwide is evolving and is likely to remain in flux so for the foreseeable future. Practices regarding the collection, use, storage, display, processing, transmission and security of personal information by companies offering online services have recently come under increased public scrutiny. The U.S. government, including the White House, the Federal Trade Commission, the Department of Commerce and many state governments, are reviewing the need for greater regulation of the collection, use and storage of information concerning consumer behavior with respect to online services, including regulation aimed at restricting certain targeted advertising practices and collection and use of data from mobile devices. The FTC in particular has approved consent decrees resolving complaints and their resulting investigations into the privacy and security practices of a number online, social media companies. Similar actions may also impact LinkedIn directly. In addition, the European Union is in the process of promulgating a new General Data Protection Regulation, which may result in significantly greater compliance burdens for companies with users and operations in Europe. Various government and consumer agencies have also called for new regulation and changes in industry practices. Recently, the State of California and other states passed laws relating to disclosure of companies' practices with regard to Do-Not-Track signals from Internet browsers, the ability to delete information of minors, and new definitions that may impact data breach notification requirements. California and several other states have also adopted privacy guidelines with respect to mobile applications. In addition, government agencies and regulators have reviewed, are reviewing and will continue to review, our privacy policy and practices. These reviews can and have resulted in recommended changes to our products, and could result in additional recommendations in the future. If we are unable to comply with such recommendations, or if the recommended changes result in degradation of our products, our business could be harmed.

Our business, including our ability to operate and expand internationally or on new technology platforms, could be adversely affected if legislation or regulations are adopted, interpreted, or implemented in a manner that is inconsistent with our current business practices and that require changes to these practices, the design of our websites, mobile applications, products, features or our privacy policy. In particular, the success of our business has been, and we expect will continue to be, driven by our ability to responsibly use the data that our members share with us. Therefore, our business could be harmed by any significant change to applicable laws, regulations or industry standards or practices regarding the storage, use or disclosure of data our members choose to share with us, or regarding the manner in which the express or implied consent of consumers for such use and disclosure is obtained. Such changes may require us to modify our products and features, possibly in a material manner, and may limit our ability to develop new products and features that make use of the data that we collect about our members.

Our business is subject to a variety of U.S. and foreign laws, many of which are unsettled and still developing and which could subject us to claims or otherwise harm our business.

We are subject to a variety of laws in the United States and abroad, including laws regarding privacy, data protection, data security, data retention and consumer protection and the provision of online payment services that are continuously evolving and developing. In addition, some of our members are subject to laws and/or licensing or certification obligations that may restrict their ability to engage with LinkedIn's online services. The scope and interpretation of the laws and other obligations that are or may be applicable to us or certain groups of our members are often uncertain and may be conflicting, particularly laws and other obligations outside the United States. For example, laws relating to the liability of providers of online services for activities of their users and other third parties are currently being tested pursuant to actions based on, among other things, invasion of privacy and other torts, unfair competition, copyright and trademark infringement, and other theories based on the nature and content of the materials searched, the ads posted, or the content provided by users.=. In addition, regulatory authorities around the world are considering a number of legislative and regulatory proposals concerning privacy, data storage, data protection and other matters that may be applicable to our business. Compliance with these laws may require substantial investment or may provide technical challenges for our business. It is also likely that as our business grows and evolves and our solutions are used in a greater number of countries and additional groups, we will become subject to laws and regulations in additional jurisdictions. Further, as our services and solutions expand to include more content (including from third parties), additional laws and regulations may become applicable to our products and offerings including laws requiring us to restrict the availability of such content on a geographical basis or to certain groups of members. In some cases, laws and legal obligations of various jurisdictions may be ambiguous or conflict as to LinkedIn's right to display and distribute certain content as part of its online services. Users of our site and our solutions could also abuse or misuse our products in ways that violate laws. It is difficult to predict how existing laws will be applied to our business and the new laws and legal obligations to which we may become subject.

If we are not able to comply with these laws or other legal obligations or if we (or our members) become liable under these laws or legal obligations, we could be directly harmed, and we may be forced to implement new measures to reduce exposure to this liability. This may require us to expend substantial resources or to discontinue certain solutions, which would negatively affect our business, financial condition and results of operations. In addition, the increased attention focused upon liability issues as a result of lawsuits and legislative proposals could harm our reputation or otherwise impact the growth of our business. Any costs incurred as a result of this potential liability could harm our business and operating results.

We expect our operating results to fluctuate on a quarterly and annual basis, which may result in a decline in our stock price if such fluctuations result in a failure to meet the expectations of securities analysts or investors.

Our revenue and operating results could vary significantly from quarter-to-quarter and year-to-year and may fail to match our past performance, our projections or the expectations of securities analysts because of a variety of factors, many of which are outside of our control. Any of these events could cause the market price of our Class A common stock to fluctuate. Factors that may contribute to the variability of our operating results include:

- our ability to increase our member base and member engagement;
- disruptions or outages in the availability of our websites or services, actual or perceived breaches of privacy, and compromises of our member data;
- our commitment to putting our members first even if it means forgoing short-term revenue opportunities;

- shifts in the way members and users access our websites and services from personal computers to mobile devices;
- the unproven nature of our business model;
- changes in our pricing policies or those of our competitors;
- our ability to increase sales of our products and solutions to new customers and expand sales of additional products and solutions to our existing customers;
- the size and seasonal variability of our customers' recruiting and marketing budgets;
- the extent to which existing customers renew their agreements with us and the timing and terms of those renewals;
- macroeconomic changes, in particular, deterioration in labor markets, which would adversely impact sales of our Talent Solutions, or economic growth that does not lead to job growth, for instance increases in productivity;
- the cost of investing in our technology infrastructure, product initiatives and international expansion may be greater than we anticipate;
- expenses related to hiring, incentivizing and retaining employees;
- the timing and costs of expanding our field sales organization and delays or inability in achieving expected productivity;
- the timing of certain expenditures, including hiring of employees and capital expenditures;
- the entrance of new competitors in our market whether by established companies or the entrance of new companies; and
- general industry and macroeconomic conditions.

Given our limited operating history and the rapidly evolving market of online professional networks, our historical operating results may not be useful to you in predicting our future operating results. We believe our rapid growth has masked the cyclicality and seasonality of our business. As our revenue growth rate slows, we expect that the cyclicality and seasonality in our business may become more pronounced and may in the future cause our operating results to fluctuate. In particular, we expect sales of Talent Solutions to be weaker in the first quarter of the year due to budgetary cycles and sales of our Marketing Solutions to be weaker in the third quarter of the year as use of online services during the summer months generally slows. In addition, global economic concerns continue to create uncertainty and unpredictability and add risk to our future outlook. Sovereign debt issues and economic uncertainty in the United States, Europe and around the world raise concerns in markets important to our business. An economic downturn in any particular region in which we do business or globally could result in reductions in sales of our Talent Solutions and Marketing Solutions, decreased renewals of existing arrangements and other adverse effects that could harm our operating results.

We expect our revenue growth rate to decline, and, as our costs increase, we may not be able to generate sufficient revenue to sustain our profitability over the long term.

From 2008 to 2013, our annual net revenue grew from $78.8 million to $1,528.5 million, which represents a compounded annual growth rate of approximately 81%. As our net revenue has increased, our revenue growth rate has slowed, and we expect that it will continue to decline over time. We also expect that the growth rates of each of our three primary business lines will fluctuate and that these business lines may not grow at the same rate. As with 2013, our philosophy in 2014 is to continue to invest for future growth. We expect to continue to expend substantial financial and other resources on:

- our technology infrastructure, including architecture, development tools scalability, availability, performance and security, as well as disaster recovery measures;
- product development, including investments in our product development team and the development of new features for both members and customers, including those for mobile use and our sales solutions products;
- sales and marketing, including a significant expansion of our field sales organization;
- international expansion in an effort to increase our member base, engagement and sales;
- general administration, including legal and accounting expenses related to being a public company with an expanding global presence; and
- capital expenditures, including facilities.

These investments may not result in increased revenue or growth in our business, and will increase our expenses. Even if our revenue continues to increase, we expect that due to increased expenses, in particular, stock-based compensation, depreciation and amortization and provision for income taxes, we may incur a GAAP loss during future periods, including the first quarter of 2014. If we fail to continue to grow our revenue and overall business, our operating results and business would be harmed.

We expect to face increasing competition in the market for online professional networks from social networking sites and Internet search companies, among others, as well as continued competition for customers of our Talent Solutions and Marketing Solutions.

We face significant competition in all aspects of our business, and we expect such competition to increase, particularly in the market for online professional networks and engagement of professionals.

Our industry is evolving rapidly and is becoming increasingly competitive. Larger and more established companies may focus on our market and could directly compete with us. Smaller companies, including application developers, could also launch new products and services that compete with us and that could gain market acceptance quickly. We also expect our existing competitors in the markets for Talent Solutions and Marketing Solutions to continue to focus on these areas. A number of these companies may have greater resources than us, which may enable them to compete more effectively. Specifically, we are investing significantly in our Marketing Solutions products with respect to mobile solutions, and we may not be successful in generating revenue through advertising on mobile devices, especially as compared to our competitors. Additionally, users of social networks may choose to use, or increase their use of, those networks for professional purposes, which may result in those users decreasing or eliminating their use of LinkedIn. Companies that currently focus on social networking could also expand their focus to professionals. We and other companies have historically established alliances and relationships with some of these companies to allow broader exposure to users and access to data on the Internet. We may also, in the future, establish alliances or relationships with other competitors or potential competitors. To the extent companies terminate such relationships and establish alliances and relationships with others, our business could be harmed. Specifically, we compete for members, enterprises and professional organizations as discussed below.

Members-professional networks. The market for online professional networks is new and rapidly evolving. Other companies such as Facebook, Google, Microsoft and Twitter are developing or could develop competing solutions. Further, some of these companies are partnering with third parties to offer products and services that could compete with ours. We face competition from a number of smaller companies in international markets, such as Xing in German-speaking regions and Viadeo in France, that provide online professional networking solutions, as well as Internet companies in the customer relationship management market. Additionally, we compete against smaller companies that focus on groups of professionals within a specific industry or vertical. Our competitors may announce new products, services or enhancements that better address changing industry standards or the needs of members and customers, such as mobile access. Any such increased competition could cause pricing pressure, loss of market share or decreased member engagement, any of which could adversely affect our business and operating results. Internet search engines could also change their methodologies in ways that adversely affect our ability to optimize our page rankings within their search results.

Enterprises and professional organizations-Talent Solutions. With respect to our Talent Solutions, we compete with established online recruiting companies, such as Monster, CareerBuilder, and Indeed.com (owned by Recruit.net), talent management companies and larger companies that are focusing on talent management and human resource services, such as Oracle, SAP and IBM, and traditional recruiting firms. Additionally, other companies, including newcomers to the recruiting industry, may partner with Internet companies, including social networking companies, to provide services that compete with our solutions, either on their own or as third party applications. If the efficiency and usefulness of our products to enterprises and professional organizations do not continue to exceed those provided by competitors, we will not be able to compete successfully. These factors are influenced by the number and engagement of our members.

Enterprises and professional organizations-Marketing Solutions. With respect to our Marketing Solutions, we compete with online and offline outlets that generate revenue from advertisers and marketers. To the extent competitors are better able to provide customers with cost-effective access to attractive demographics, either through new business models or increased user volume, we may not be successful in retaining our existing advertisers or attracting new advertisers, and our business would be harmed.

Additionally, other companies that provide content for professionals could develop more compelling offerings that compete with our Premium Subscriptions and adversely impact our ability to sell and renew subscriptions to our members. Finally, we are developing our sales solutions products and we may not be able to compete effectively in this area.

If we fail to effectively manage our growth, our business and operating results could be harmed.

We continue to experience rapid growth in our headcount and operations, which will continue to place significant demands on our management and our operational and financial infrastructure. As of December 31, 2013, approximately 38% of our employees had been with us for less than one year and approximately 87% for less than two years. As we continue to grow, we must effectively integrate, develop and motivate a large number of new employees in various countries around the world, and we must maintain the beneficial aspects of our corporate culture. In particular, we intend to continue to make substantial investments to expand our engineering, research and development, field sales, and general and administrative organizations, and our international operations. To attract top talent, we have had to offer, and believe we will need to continue to offer, highly competitive compensation packages before we can validate the productivity of those employees. The significant increase in the price of our Class A common stock since we became a public company in 2011 may make it more difficult or costly in the future to use equity compensation to motivate, incentivize and retain our employees. We face significant competition for talent from other Internet and high-growth companies, which include both publicly traded and privately-held companies. As we have transitioned from a private company to a public company, this competition has become even more acute in assessing appropriate compensation packages, particularly, determining the mix of cash and equity compensation. The risks of over-hiring (especially given overall macroeconomic risks) or over-compensating and the challenges of integrating a rapidly growing employee base into our corporate culture are exacerbated by our international expansion, and because of our growth, we have significantly expanded our operating lease commitments, which has increased our expenses. We may not be able to hire new employees quickly enough to meet our needs. If we fail to effectively manage our hiring needs and successfully integrate our new hires, our efficiency and ability to meet our forecasts and our employee morale, productivity and retention could suffer, and our business and operating results could be adversely affected.

Additionally, if we do not effectively manage the growth of our business and operations, the quality of our solutions could suffer, which could negatively affect our brand, operating results and overall business. Further, we have made changes in the past, and will make changes in the future, to our features, products and services that our members or customers may not like, find useful or agree with. We may also decide to discontinue certain features, products or services, or charge for certain features, products or services that are currently free or increase fees for any of our features, products or services. If members or customers are unhappy with these changes, they may decrease their engagement on our site, or stop using features, products or services or the site generally. They may, in addition, choose to take other types of action against us such as organizing petitions or boycotts focused on our company, our website or any of our services, filing claims with the government or other regulatory bodies, or filing lawsuits against us. Any of these actions could negatively impact our member growth and engagement and our brand, which would harm our business. To effectively manage this growth, we will need to continue to improve our operational, financial and management controls, and our reporting systems and procedures by, among other things:

- improving our information technology infrastructure to maintain the effectiveness of our solutions;
- enhancing information and communication systems to ensure that our employees and offices around the world are well-coordinated and can effectively communicate with each other and our growing base of members, enterprises and professional organizations;
- enhancing our internal controls to ensure timely and accurate reporting of all of our operations; and
- appropriately documenting our information technology systems and our business processes.

These systems enhancements and improvements will require significant capital expenditures and allocation of valuable management and employee resources. If we fail to implement these improvements effectively, our ability to manage our expected growth and comply with the rules and regulations that are applicable to publicly reporting companies will be impaired.

Our international operations are subject to increased challenges and risks.

We have offices around the world and our websites and mobile applications are available in numerous other languages. For the year ended December 31, 2013, international revenue represented 38% of our total revenue. We expect to continue to expand our international operations in the future by opening offices in new jurisdictions and expanding our offerings in new languages. However, we have limited operating history as a company outside the United States, and our ability to manage our business and conduct our operations internationally requires considerable management attention and resources and is subject to the particular challenges of supporting a rapidly growing business in an environment of multiple languages, cultures, customs, legal systems, alternative dispute resolution systems, regulatory systems and commercial infrastructures. International expansion has required and will continue to require us to invest significant funds and other resources. Operating internationally subjects us to new risks and may increase risks that we currently face, including risks associated with:

- recruiting and retaining talented and capable employees in foreign countries and maintaining our company culture across all of our offices;
- providing solutions across a significant distance, in different languages and among different cultures, including potentially modifying our solutions and features to ensure that they are

culturally relevant in different countries, which may include modifying content in certain jurisdictions if it may be considered objectionable;

- increased competition from local websites and services, that provide online professional networking solutions, such as Germany-based Xing and France-based Viadeo, and online recruitment services, such as Australia-based Seek and Japan-based Recruit, who have and may continue to expand their geographic footprint;
- differing and potentially lower levels of member growth and engagement in new and nascent geographies;
- compliance with applicable foreign laws and regulations, which may change or conflict with each other, as well as potential risk of penalties to individual members of management if our practices are deemed to be out of compliance;
- longer payment cycles in some countries;
- credit risk and higher levels of payment fraud;
- compliance with anti-bribery laws including, without limitation, compliance with the Foreign Corrupt Practices Act and the UK Anti-Bribery Act;
- implementing and maintaining effective internal processes and controls;
- compliance with various economic and trade sanctions regulations which restrict certain conduct of business;
- currency exchange rate fluctuations;
- foreign exchange controls that might prevent us from repatriating cash earned outside the United States;
- foreign exchange controls that might require significant lead time in setting up operations and bank accounts before monetizing our operations in certain geographic territories;
- political and economic instability in some countries, specifically in Ireland;
- modifications we make to our site in certain jurisdictions due to local laws and regulations;
- double taxation of our non-U.S. earnings and potentially adverse tax consequences due to changes in the tax laws of the United States or the foreign jurisdictions in which we operate; and
- higher costs of doing business internationally.

If our revenue from our international operations, and particularly from our operations in the countries and regions on which we have focused our spending, do not exceed the expense of establishing and maintaining these operations, our business and operating results will suffer. In addition, as our member base expands internationally, members in certain geographies may have lower levels of engagement with our website and services. Finally, we have recently established a joint venture for the purpose of exploring the expansion of our operations in the People's Republic of China, which is in the early stages. We will need to ensure that our business practices in China are compliant with local laws and regulations, which will result in some modifications to the way our site, as well as our products and features, function in China as compared to other countries in which we have local language sites. We will need to allocate significant resources to developing our presence in China, and we may not be successful in doing so.

Our business depends on a strong and trusted brand, and any failure to maintain, protect and enhance our brand would hurt our ability to retain or expand our base of members, enterprises and professional organizations, our ability to increase their level of engagement and our ability to attract and retain high level employees.

We have developed a strong and trusted brand that we believe has contributed significantly to the success of our business. Our brand is predicated on the idea that individual professionals will trust us and find immense value in building and maintaining their professional identities and reputations on our platform. Maintaining, protecting and enhancing the "LinkedIn" brand is critical to expanding our base of members, enterprises, advertisers, corporate customers and other partners, and increasing their engagement with our services, and will depend largely on our ability to maintain member trust, be a technology leader and continue to provide high-quality solutions, which we may not do successfully. Despite our efforts to protect our brand and prevent its misuse, if others misuse our brand or pass themselves off as being endorsed or affiliated with us, it could harm our reputation and our business could suffer. If our members or potential members determine that they can use other platforms, such as social networks, for the same purposes as or as a replacement for our network, or if they choose to blend their professional and social networking activities, our brand and our business could be harmed. Our members or customers could find that new products or features that we introduce are difficult to use or may feel that they degrade their experience on LinkedIn, which could harm our reputation for delivering high-quality products. Our brand is also important in attracting and maintaining high performing employees. If we do not successfully maintain a strong and trusted brand, our business could be harmed.

We may not be able to halt the operations of online services that aggregate our data as well as data from other companies, including social networks, or copycat online services that have misappropriated our data in the past or may misappropriate our data in the future. These activities could harm our brand and our business.

From time to time, third parties have accessed data from our networks through scraping, robots or other means and used this data or aggregated this data on their online services with other data. In addition, "copycat" online services have misappropriated data on our network and attempted to imitate our brand or the functionality of our services, and these services or others could use similar tactics to develop products that compete with ours. These activities could degrade our brand, negatively impact our website performance and harm our business. When we have become aware of such online services, in many instances we have employed contractual, technological or legal measures in an attempt to halt unauthorized activities, but these measures may not be successful. In addition, if our customers do not comply with our terms of service, they also may be able to abuse our products and services and provide access to our solutions to unauthorized users. However, we may not be able to detect any or all of these types of activities in a timely manner and, even if we could, technological and legal measures may be insufficient to stop their operations. In some cases, particularly in the case of online services operating from outside of the United States, our available legal remedies may not be adequate to protect our business against such activities. Regardless of whether we can successfully enforce our rights against these parties, any measures that we may take could require us to expend significant financial or other resources.

Failure to protect or enforce our intellectual property rights could harm our business and operating results.

We regard the protection of our trade secrets, copyrights, trademarks, trade dress, databases, domain names and patents as critical to our success. We strive to protect our intellectual property rights by relying on federal, state and common law rights and other rights provided under foreign laws, as well as through contractual restrictions. We have a practice of entering into confidentiality and invention assignment agreements with our employees and contractors, and often enter into confidentiality agreements with parties with whom we conduct business in order to limit access to, and disclosure and use of, our proprietary information. However, these contractual arrangements and the other steps we have taken to protect our intellectual property may not prevent the misappropriation of our proprietary information, infringement of our intellectual property rights or deter independent development of similar or competing technologies by others.

Obtaining and maintaining effective intellectual property rights is expensive, including the costs of defending our rights. We are seeking to protect our trademarks and patents, and other intellectual property rights in a number of jurisdictions, a process that is expensive and may not be successful in all jurisdictions for every such right or which we may not pursue in every location. In particular, we believe it's important maintain, protect and enhance the "LinkedIn" brand. Accordingly, we pursue the registration of domain names and our trademarks and service marks in the United States and in certain locations outside the United States. We have already and may, over time, increase our investment in protecting innovations through investments in patents and similar rights that is expensive and time-consuming.

Litigation may be necessary to enforce our intellectual property rights, protect our proprietary rights or determine the validity and scope of proprietary rights claimed by others. Any litigation of this nature, regardless of outcome or merit, could result in substantial costs and diversion of management and technical resources, any of which could adversely affect our business and operating results. We may incur significant costs in enforcing our trademarks against those who attempt to imitate our "LinkedIn" brand and other valuable trademarks and service marks.

In addition, we have chosen to make certain of our technology available under open source licenses that allow others to use the technology without payment to us. While we hope to benefit from these activities by having access to others' useful technology under open source licenses, there is no assurance that we will receive the business benefits we expect.

If we fail to maintain, protect and enhance our intellectual property rights, our business and operating results may be harmed, and the market price of our Class A common stock could decline.

We are, and expect in the future to be, subject to legal proceedings and litigation, including intellectual property and privacy disputes, which are costly to defend and could materially harm our business and operating results.

We are party to lawsuits and legal proceedings in the normal course of business. These matters are often expensive and disruptive to normal business operations. We are currently facing, or may face in the future, allegations, lawsuits and regulatory inquiries, audits and investigations regarding data privacy, security and intellectual property infringement, including claims related to privacy, patents, publicity, trademarks, copyrights and other rights. Litigation and regulatory proceedings, and particularly the patent infringement and class action matters we are facing or may face, may be protracted and expensive, and the results are difficult to predict. Certain of these matters include speculative claims for substantial or indeterminate amounts of damages, and include claims for injunctive relief. Additionally, our litigation costs are significant. Adverse outcomes with respect to litigation or any of these legal proceedings may result in significant settlement costs or judgments, penalties and fines, or require us to modify our products and features or require us to stop offering certain features, all of which could negatively impact our membership and revenue growth. Additionally, we are subject to mandatory periodic audits, which would likely increase our regulatory compliance costs, and may require us to change our business practices, which could negatively impact our revenue growth. Managing legal proceedings, litigation and audits, even if we achieve favorable outcomes, is time-consuming and diverts management's attention from our business.

In addition, we use open source software in our solutions and plan to continue to use open source software in the future. We may face claims from others claiming ownership of open source software, or breach of open source license terms, including a demand for release of material portions of our source code or otherwise seeking to enforce the terms of the applicable open source license. These claims could also result in litigation, require us to purchase a costly license, require us to establish specific open source compliance procedures, or require us to devote additional research and development resources to change our solutions, any of which would have a negative effect on our business and operating results.

The results of regulatory proceedings, litigation, claims and audits cannot be predicted with certainty, and determining reserves for pending litigation and other legal, regulatory and audit matters requires significant judgment. There can be no assurance that our expectations will prove correct, and even if these matters are not resolved in our favor or without significant cash settlements, these matters, and the time and resources necessary to litigate or, resolve them, could harm our business, our operating results, our reputation or the market price of our Class A common stock.

If we do not continue to attract new customers, or if existing customers do not renew their subscriptions, renew on less favorable terms, or fail to purchase additional solutions, we may not achieve our revenue projections, and our operating results would be harmed.

In order to grow our business, we must continually attract new customers, sell additional solutions to existing customers and reduce the level of non-renewals in our business. Our ability to do so depends in large part on the success of our sales and marketing efforts. We do not typically enter into long-term contracts with our customers, and even when we do, they can generally terminate their relationship with us. We have limited historical data with respect to rates of customer renewals, upgrades and expansions, so we may not accurately predict future trends for any of these metrics. Furthermore, the nature of our products and solutions is such that customers may decide to terminate or not renew their agreements with us without causing significant disruptions to their own businesses.

We must demonstrate that our Talent Solutions are an important recruiting tool for enterprises and professional organizations and that our Marketing Solutions provide them with access to an audience of one of the most influential, affluent and highly educated audiences on the Internet. However, potential customers may not be familiar with our solutions or may prefer other more traditional products and services for their talent, advertising and marketing needs.

The rate at which we expand our customer base or increase our customers' renewal rates may decline or fluctuate because of several factors, including the prices of our solutions, the prices of products and services offered by our competitors, reduced hiring by our customers or reductions in their talent or marketing spending levels due to macroeconomic or other factors and the efficacy and cost-effectiveness of our solutions. If we do not attract new customers or if our customers do not renew their agreements for our solutions, renew on less favorable terms, or do not purchase additional functionality or offerings, our revenue may grow more slowly than expected or decline.

Ultimately, attracting new customers and retaining existing customers requires that we continue to provide high quality solutions that our customers value. In particular, our Talent Solutions customers will discontinue their purchases of our solutions if we fail to effectively connect them with the talent they seek, and our premium subscribers will discontinue their subscriptions if they do not find the networking and business opportunities that they value. Similarly, customers of our Marketing Solutions will not continue to do business with us if their advertisements do not reach their intended audiences. Therefore we must continue to demonstrate to our customers that using our Marketing Solutions is the most effective and cost-efficient way to maximize their results. Even if our Marketing Solutions are providing value to our customers, advertisers are sensitive to general economic downturns and reductions in consumer spending, among other events and trends, which generally results in reduced advertising expenditures and could adversely affect sales of our Marketing Solutions. Finally, we are in the early stages of developing our sales solutions products which may not be successful. If we fail to provide high quality solutions and convince customers of our value proposition, we may not be able to retain existing customers or attract new customers, which would harm our business and operating results.

Because we recognize most of the revenue from our Talent Solutions and our Premium Subscriptions over the term of the agreement, a significant downturn in these businesses may not be immediately reflected in our operating results.

We recognize most of the revenue from sales of our Talent Solutions and Premium Subscriptions over the terms of the agreements, which is typically 12 months. As a result, a significant portion of the revenue we report in each quarter is generated from agreements entered into during previous quarters. Consequently, a decline in new or renewed agreements in any one quarter may not significantly impact our revenue in that quarter but will negatively affect our revenue in future quarters. In addition, we may be unable to adjust our fixed costs in response to reduced revenue. Accordingly, the effect of significant declines in the sales of these offerings may not be reflected in our short-term results of operations.

We depend on world class talent to grow and operate our business, and if we are unable to hire, retain and motivate our personnel, we may not be able to grow effectively.

Our future success will depend upon our continued ability to identify, hire, develop, motivate and retain world class talent. Our ability to execute efficiently is dependent upon contributions from all of our employees, in particular our senior management team. Key institutional knowledge remains with a small group of long-term employees whom we may not be able to retain. We may not be able to retain the services of any of our long-term employees or other members of senior management in the future. We do not have employment agreements other than offer letters with any key employee, and we do not maintain key person life insurance for any employee. In addition, from time to time, there may be changes in our senior management team that may be disruptive to our business. If our senior management team, including any new hires that we may make, fails to work together effectively and to execute our plans and strategies on a timely basis, our business could be harmed.

Our growth strategy also depends on our ability to expand and retain our organization with world class talent. Identifying, recruiting, training and integrating qualified individuals will require significant time, expense and attention. In addition to hiring new employees, we must continue to focus on retaining our best talent. Competition for these resources is intense, particularly in the San Francisco Bay Area, where our headquarters is located. We may need to invest significant amounts of cash and equity for new employees and we may never realize returns on these investments. If we are not able to effectively increase and retain our talent, our ability to achieve our strategic objectives will be adversely impacted, and our business will be harmed.

We believe that our culture has the potential to be a key contributor to our success. From 2012 to 2013, we increased the size of our workforce by more than 46%, and we expect to continue to hire aggressively as we expand. If we do not continue to develop our corporate culture as we grow and evolve, including maintaining our culture of transparency with our employees, it could harm our ability to foster the innovation, creativity and teamwork we believe we need to support our growth. In addition, we completed our initial public offering in May 2011. As a result, employees who have been with us for longer than three years have been able to and may continue to realize substantial financial gains in connection with the sales of their shares from the exercise of their vested options, which could result in a loss of employees. There will likely be disparities of wealth between those of our employees whom we hired prior to our initial public offering in May 2011 and those who joined us after we became a public company, which could adversely impact relations among employees and our culture in general.

The effectiveness of our Marketing Solutions depends in part on our relationships with advertising serving technology companies.

We rely, in part, on advertising serving technology companies to deliver our Marketing Solutions product. Our agreements with these companies may not be extended or renewed after their respective expirations, or we may not be able to extend or renew our agreements on terms and conditions favorable to us. If these agreements are terminated, we may not be able to enter into agreements with alternative companies on acceptable terms or on a timely basis or both, which could negatively impact revenue from our Marketing Solutions.

Enterprises or professional organizations, including governmental agencies, may restrict access to our services, which could lead to the loss or slowing of growth in our member base or the level of member engagement.

Our solutions depend on the ability of our members to access the Internet and our services. Enterprises or professional organizations, including governmental agencies, could block or restrict access to our online services, website or the Internet generally for a number of reasons such as security or confidentiality concerns or regulatory reasons, or they may adopt policies that prohibit listing the employers' names on the employees' LinkedIn profiles in order to minimize the risk that employees will be contacted and hired by other employers.

In some cases, certain governments may seek to restrict the Internet or our service providers' websites, services and solutions and the performance of our websites, services and solutions could be suspended, blocked (in whole or part) or otherwise adversely impacted in these jurisdictions. For example, the government of the People's Republic of China has blocked access to many social networking and other sites, including ours, and certain self-regulatory organizations have policies that could result in access to our content, services or features being blocked. Any restrictions on the use of our services by our members and users could lead to the loss or slowing of growth in our member base or the level of member engagement.

If Internet search engines' methodologies are modified or our search result page rankings decline for other reasons, our member engagement could decline.

We depend in part on various Internet search engines, such as Google, Bing and Yahoo!, to direct a significant amount of traffic to our website. Similarly, we depend on providers of mobile application "store fronts" to allow users to locate and download our mobile applications that enable our service. Our ability to maintain the number of visitors directed to our website and users of our online services is not entirely within our control. Our competitors' search engine optimization, or SEO, efforts may result in their websites receiving a higher search result page ranking than ours, or Internet search engines could revise their methodologies in an attempt to improve their search results, which could adversely affect the placement of our search result page ranking. If search engine companies modify their search algorithms in ways that are detrimental to our new user growth or in ways that make it harder for our members to use our website, or if our competitors' SEO efforts are more successful than ours, overall growth in our member base could slow, member engagement could decrease, and we could lose existing members. These modifications may be prompted by search engine companies entering the online professional networking market or aligning with competitors. Our website has experienced fluctuations in search result rankings in the past, and we anticipate similar fluctuations in the future. Any reduction in the number of users directed to our websites would harm our business and operating results.

Our business depends on continued and unimpeded access to the Internet by us and our members on personal computers and mobile devices. If government regulations relating to the Internet or other areas of our business change, if Internet access providers are able to block, degrade, or charge for access to certain of our products and services, or if third parties disrupt access to the Internet, we could incur additional expenses and the loss of members and customers.

Our products and services depend on the ability of our members and customers to access the Internet through their personal computers and mobile devices. Currently, this access is provided by companies that have significant market power in the broadband and Internet access marketplace, including incumbent telephone companies, cable companies, mobile communications companies, and government-owned service providers, any of whom could take actions that degrade, disrupt, or increase the cost of user access to our products or solutions, which would, in turn, negatively impact our business. In addition, Internet access could be disrupted by other third parties. Further, the adoption of any laws or regulations that adversely affect the growth, popularity or use of the Internet, including laws limiting Internet neutrality, could decrease the demand for our subscription service or the usage of our services and increase our cost of doing business.

Our growth depends in part on the success of our strategic relationships with third parties.

We anticipate that we will continue to depend on relationships with various third parties, including technology and content providers to grow our business. Identifying, negotiating and maintaining relationships with third parties requires significant time and resources, as does integrating third-party content and technology. Our agreements with technology and content providers and similar third parties are typically non-exclusive and do not prohibit them from working with our competitors or from offering competing services. In some cases, in particular, with respect to content providers, these relationships are undocumented, or, if there are agreements in place, they may be easily terminable. Our competitors may be effective in providing incentives to these parties to favor their solutions or may prevent us from developing strategic relationships with these parties. In addition, these third parties may not perform as expected under our agreements with them, and we have had, and may in the future have, disagreements or disputes with these parties, which could negatively affect our brand and reputation. It is possible that these third parties may not be able to devote the resources we expect to the relationship or they may terminate their relationships with us. Further, as users increasingly access our services through mobile devices, we are becoming more dependent on the distribution of our mobile applications through third parties, and we may not be able to access their application program interfaces or be able to distribute our applications, and this may also impact our ability to monetize our mobile products. If we are unsuccessful in establishing or maintaining our relationships with third parties, our ability to compete in the marketplace or to grow our business could be impaired, and our operating results would suffer. Even if we are successful, these relationships may not result in improved operating results.

If currency exchange rates fluctuate substantially in the future, the results of our operations, which are reported in U.S. dollars, could be adversely affected.

As we continue to expand our international operations, we become more exposed to the effects of fluctuations in currency exchange rates. We incur expenses for employee compensation and other operating expenses at our non-U.S. locations in the local currency, and accept payment from customers in currencies other than the U.S. dollar. Since we conduct business in currencies other than U.S. dollars but report our financial results in U.S. dollars, we face exposure to fluctuations in currency exchange rates. Consequently, exchange rate fluctuations between the U.S. dollar and other currencies could have a material impact on our profitability. Although we hedge a portion of our international currency exposure, significant fluctuations in exchange rates between the U.S. dollar and foreign currencies may adversely affect our net income (loss). Additionally, hedging programs rely on our ability to forecast accurately and could expose us to additional risks that could adversely affect our financial condition and results of operations.

The intended tax efficiency of our corporate structure and intercompany arrangements depend on the application of the tax laws of various jurisdictions and on how we operate our business, and changes to our effective tax rate could adversely impact our results.

Our corporate structure and intercompany arrangements, including the manner in which we develop and use our intellectual property and the transfer pricing of our intercompany transactions, are intended to optimize business efficiency as well as reduce our worldwide effective tax rate. The application of the tax laws of various jurisdictions, including the United States and the other jurisdictions in which we operate, to our international business activities is subject to interpretation and depends on our ability to operate our business in a manner consistent with our corporate structure and intercompany arrangements. The taxing authorities of the jurisdictions in which we operate may challenge our methodologies for valuing developed technology or for transfer pricing on intercompany arrangements. In particular, our non-U.S. headquarters is located in Dublin, Ireland, but tax authorities in other jurisdictions where we operate may make a determination that the manner in which we operate results in our business not achieving the intended tax consequences. This could increase our worldwide effective tax rate and harm our financial position and results of operations. Our effective tax rate could be adversely affected by several other factors, many of which are outside of our control, such as: increases in expenses that are not deductible for tax purposes, the tax effects of restructuring charges or purchase accounting for acquisitions, changes related to our ability to ultimately realize future benefits attributed to our deferred tax assets, including those related to other-than-temporary impairment, and a change in our decision to indefinitely reinvest foreign earnings. Further, we are currently undergoing review and audit by both domestic and foreign tax authorities and expect such actions to continue in the future. Any adverse outcome of such a review or audit could have a negative effect on our operating results and financial condition.

The enactment of legislation implementing changes in the U.S. taxation of international business activities, the adoption of other tax reform policies or changes in tax legislation or policies in jurisdictions outside the United States could materially impact our financial position and results of operations.

Members of the U.S. House of Representatives and the U.S. Senate have released draft proposals to reform the U.S. system for taxing cross-border income. Possible future changes to U.S. tax laws, including limitations on the ability of taxpayers to claim and utilize foreign tax credits and the deferral of certain tax deductions until earnings outside of the United States are repatriated to the United States, as well as changes to U.S. tax laws that may be enacted in the future, could impact the tax treatment of our foreign earnings and adversely impact our effective tax rate. Additionally, the Organisation for Economic Co-Operation and Development ("OECD") is focused on developing resolutions in various areas, including addressing the "tax challenges of the digital economy" and definitional changes to permanent establishment, which could ultimately impact the tax treatment of our foreign earnings and adversely impact our effective tax rate. Due to the large and expanding scale of our international business activities, any changes in the U.S. or international taxation of such activities may increase our worldwide effective tax rate and harm our financial position and results of operations.

We may require additional capital to support business growth, and this capital might not be available on acceptable terms, if at all.

We intend to continue to make investments to support our business growth and may require additional funds to respond to business challenges, including the need to develop new features and products or enhance our existing solutions, improve our operating infrastructure or acquire complementary businesses and technologies. Accordingly, we may engage in equity or debt financings to secure additional funds. If we raise additional funds through future issuances of equity or convertible debt securities, our existing stockholders could suffer significant dilution, and any new equity securities we issue could have rights, preferences and privileges superior to those of holders of our Class A common stock. Any debt financing we secure in the future could involve restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions. We may not be able to obtain additional financing on terms favorable to us, if at all. If we are unable to obtain adequate financing or financing on terms satisfactory to us when we require it, our ability to continue to support our business growth and to respond to business challenges could be significantly impaired, and our business may be harmed.

Acquisitions and investments could result in operating difficulties, dilution, and other harmful consequences that may adversely impact our business and results of operations.

We have made and will continue to make acquisitions to add employees, complementary companies, products, or technologies. These transactions could be material to our financial condition and results of operations. We also expect to continue to evaluate and enter into discussions regarding a wide array of potential strategic transactions. The process of integrating an acquired company, business, or technology has created, and will continue to create, unforeseen operating difficulties and expenditures. The areas where we face risks include:

- loss of key employees of the acquired company and other challenges associated with integrating new employees into our culture;
- diversion of management time and focus from operating our business to acquisition integration challenges;
- implementation or remediation of controls, procedures, and policies at the acquired company;
- integration of the acquired company's accounting, human resource, and other administrative systems, and coordination of product, engineering, and sales and marketing function;
- assumption of contractual obligations that contain terms that are not beneficial to us, require us to license or waive intellectual property rights or increase our risk for liability;
- failure to successfully further develop the acquired technology; and
- liability for activities of the acquired company before the acquisition, including patent and trademark infringement claims, violations of laws, commercial disputes, tax liabilities, and other known and unknown liabilities.

These risks or other problems encountered in connection with our acquisitions and investments could cause us to fail to realize the anticipated benefits of such acquisitions or investments, incur unanticipated liabilities, and adversely affect our business generally.

Future acquisitions could also result in dilutive issuances of our equity securities, the incurrence of debt, contingent liabilities, or amortization expenses, or write-offs of goodwill, any of which could harm our financial condition.

Risks Related to Our Class A Common Stock

The dual class structure of our common stock as contained in our charter documents has the effect of concentrating voting control with those stockholders who held our stock prior to our initial public offering, including our founders and our executive officers, employees and directors and their affiliates, and limiting our other stockholders' ability to influence corporate matters.

Our Class B common stock has 10 votes per share, and our Class A common stock has one vote per share. Stockholders who hold shares of Class B common stock, including our founders, and our executive officers, employees and directors and their affiliates, together held approximately 62.4% of the voting power of our outstanding capital stock as of December 31, 2013. Our co-founder and Chair, Reid Hoffman, held approximately 13.0% of our outstanding shares of Class A and Class B common stock, representing approximately 57.0% of the voting power of our outstanding capital stock as of December 31, 2013. Mr. Hoffman has significant influence over the management and affairs of the company and over all matters requiring stockholder approval, including election of directors and significant corporate transactions, such as a merger or other sale of our company or its assets. Mr. Hoffman will continue to have significant influence over these matters for the foreseeable future.

In addition, the holders of Class B common stock collectively will continue to be able to control all matters submitted to our stockholders for approval even if their stock holdings represent less than 50% of the outstanding shares of our common stock. Because of the 10-to-1 voting ratio between our Class B and Class A common stock, the holders of our Class B common stock collectively will continue to control a majority of the combined voting power of our common stock even when the shares of Class B common stock represent as little as 10% of the combined voting power of all outstanding shares of our Class A and Class B common stock. This concentrated control will limit the ability of our Class A stockholders to influence corporate matters for the foreseeable future, and, as a result, the market price of our Class A common stock could be adversely affected.

Future transfers by holders of Class B common stock will generally result in those shares converting to Class A common stock, which will have the effect, over time, of increasing the relative voting power of those holders of Class B common stock who retain their shares in the long term. If, for example, Mr. Hoffman retains a significant portion of his holdings of Class B common stock for an extended period of time, he could, in the future, continue to control a majority of the combined voting power of our Class A and Class B common stock. As a board member, Mr. Hoffman owes a fiduciary duty to our stockholders and must act in good faith in a manner he reasonably believes to be in the best interests of our stockholders. As a stockholder, even a controlling stockholder, Mr. Hoffman is entitled to vote his shares in his own interests, which may not always be in the interests of our stockholders generally.

Our stock price has been volatile in the past and may be subject to volatility in the future.

The trading price of our Class A common stock has been volatile historically, and could be subject to wide fluctuations in response to various factors, some of which are beyond our control. During fiscal year 2013, the closing price of our Class A common stock ranged from $109.80 to $257.56. Fluctuations in the valuation of companies perceived by investors to be comparable to us or in valuation metrics, such as our price to earnings ratio, could impact our stock price. Additionally, the stock markets have at times experienced extreme price and volume fluctuations that have affected and might in the future affect the market prices of equity securities of many companies. These fluctuations have, in some cases, been unrelated or disproportionate to the operating performance of these companies. Further, the trading prices of publicly traded shares of companies in our industry have been particularly volatile and may be very volatile in the future. These broad market and industry fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes, international currency fluctuations or political unrest, may negatively impact the market price of our Class A common stock. In the past, companies that have experienced volatility in the market price of their stock have been subject to securities class action litigation. We may be the target of this type of litigation in the future. Securities litigation against us could result in substantial costs and divert our management's attention from other business concerns, which could harm our business.

There may be a limited market for investors in our industry.

There are few publicly traded companies in the social and professional networking and related industries at this time, and we were among the first social networking companies to go public. Investors may have limited funds to invest in the social and professional networking sector, and as publicly traded securities in these industries become more available, investors who have purchased or may in the future purchase securities in this sector may choose to sell LinkedIn securities that they have already purchased in favor of other companies, and/or choose to invest in other companies, including our competitors. As a result, demand for our Class A common stock could decline, which would result in a corresponding decline in our stock price.

Anti-takeover provisions in our charter documents and under Delaware law could make an acquisition of us more difficult, limit attempts by our stockholders to replace or remove our current management and limit the market price of our Class A common stock.

Provisions in our amended and restated certificate of incorporation and amended and restated bylaws, may have the effect of delaying or preventing a change of control or changes in our management. Our certificate of incorporation and bylaws include provisions that:

- authorize our board of directors to issue, without further action by the stockholders, up to 100,000,000 shares of undesignated preferred stock;
- require that any action to be taken by our stockholders be effected at a duly called annual or special meeting and not by written consent;
- specify that special meetings of our stockholders can be called only by our board of directors, the Chair of our board of directors, or our Chief Executive Officer;
- establish an advance notice procedure for stockholder proposals to be brought before an annual meeting, including proposed nominations of persons for election to our board of directors;
- establish that our board of directors is divided into three classes, Class I, Class II and Class III, with each class serving three-year staggered terms;
- prohibit cumulative voting in the election of directors;
- provide that our directors may be removed only for cause;
- provide that vacancies on our board of directors may be filled only by a majority of directors then in office, even though less than a quorum;
- require the approval of our board of directors or the holders of a supermajority of our outstanding shares of capital stock to amend our bylaws and certain provisions of our certificate of incorporation; and
- reflect two classes of common stock, as discussed above.

These provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors, which is responsible for appointing the members of our management. In addition, institutional shareholder representative groups, shareholder activists and others may disagree with our corporate governance provisions or other practices, including our dual class structure and the other anti-takeover provisions, such as those listed above. We generally will consider recommendations of institutional shareholder representative groups, but we will make decisions based on what our board and management believe to be in the best long term interests of our company and stockholders. Our dual class structure concentrates the voting power of our stock in a small group of stockholders who would have the ability to control the outcome of a stockholder vote. Additionally, these groups could make recommendations to our stockholders against our practices or our board members if they disagree with our positions. Finally, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law, which generally prohibits a Delaware corporation from engaging in any of a broad range of business combinations with any "interested" stockholder for a period of three years following the date on which the stockholder became an "interested" stockholder.

If securities or industry analysts publish reports that are interpreted negatively by the investment community or publish negative research reports about our business, our share price and trading volume could decline.

The trading market for our Class A common stock depends, to some extent, on the research and reports that securities or industry analysts publish about us or our business. We do not have any control over these analysts. If one or more analysts publish research reports that are interpreted negatively by the investment community, or have a negative tone regarding our business, industry or end-markets, our share price could decline. If one or more of these analysts cease coverage of our company or fail to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.

The requirements of being a public company may strain our resources, divert management's attention and affect our ability to attract and retain qualified board members.

We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, the Sarbanes-Oxley Act, the Dodd-Frank Act, the listing requirements of the NYSE and other applicable securities rules and regulations. Compliance with these rules and regulations has increased and will continue to increase our legal and financial compliance costs, make some activities more difficult, time-consuming or costly, and increase demand on our systems and resources.

We have and will continue to consume management resources and incur significant expenses for Section 404 compliance on an ongoing basis. In the event that our chief executive officer, chief financial officer, or independent registered public accounting firm determines in the future that our internal control over financial reporting is not effective as defined under Section 404, we could be subject to one or more investigations or enforcement actions by state or federal regulatory agencies, stockholder lawsuits or other adverse actions requiring us to incur defense costs, pay fines, settlements or judgments and causing investor perceptions to be adversely affected and potentially resulting in a decline in the market price of our stock.

In addition, changing laws, regulations and standards relating to corporate governance and public disclosure are creating uncertainty for public companies, increasing legal and financial compliance costs and making some activities more time consuming. These laws, regulations and standards are subject to varying interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We intend to invest resources to comply with evolving laws, regulations and standards, and this investment may result in increased general and administrative expenses and a diversion of management's time and attention from revenue-generating activities to compliance activities. If our efforts to comply with new laws, regulations and standards differ from the activities intended by regulatory or governing bodies due to ambiguities related to practice, regulatory authorities may initiate legal proceedings against us and our business may be harmed.

As a public company that is subject to these rules and regulations, we may find that it is more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These factors could also make it more difficult for us to attract and retain qualified members of our board of directors and qualified executive officers.

We do not intend to pay dividends for the foreseeable future.

We have never declared or paid any cash dividends on our common stock and do not intend to pay any cash dividends in the foreseeable future. We anticipate that we will retain all of our future earnings for use in the development of our business and for general corporate purposes. Any determination to pay dividends in the future will be at the discretion of our board of directors. Accordingly, investors must rely on sales of their Class A common stock after price appreciation, which may never occur, as the only way to realize any future gains on their investments.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

As of December 31, 2013, we lease approximately 373,000 square feet of space in our headquarters in Mountain View, California with the lease term expiring in 2023. In addition, we lease approximately 587,000 additional square feet in Sunnyvale, California, currently under construction by our landlord. The lease term is 12 years from the estimated date of delivery of the newly constructed buildings, and is currently estimated to expire in 2026. We also lease additional offices in Chicago, New York, Omaha, San Francisco, Santa Monica, Sunnyvale, and Washington D.C. We lease our international headquarters office in Dublin, Ireland, and lease additional offices in Australia, Brazil, Canada, France, Germany, Hong Kong, India, Italy, Japan, the Netherlands, Singapore, Spain, Sweden, the United Arab Emirates and the United Kingdom. We also operate data centers in the United States pursuant to various lease agreements.

We believe that our current facilities are adequate to meet our current needs. We intend to expand our facilities or add new facilities as we add employees and enter new geographic markets, and we believe that suitable additional or alternative space will be available as needed to accommodate ongoing operations and any such growth. However, we expect to incur additional expenses in connection with such new or expanded facilities.

Item 3. Legal Proceedings

We are subject to legal proceedings and litigation arising in the ordinary course of business, including, but not limited to, certain pending patent and privacy matters, including class action lawsuits, as well as inquiries, investigations, audits and other regulatory proceedings. Although occasional adverse decisions or settlements may occur, we do not believe that the final disposition of any of these matters will have a material adverse effect on our business. Certain of these matters include speculative claims for substantial or indeterminate amounts of damages, and include claims for injunctive relief. Additionally, our litigation costs are significant. Other regulatory matters could result in fines and penalties being assessed against us, and we may become subject to mandatory periodic audits, which would likely increase our regulatory compliance costs. Adverse results of litigation or regulatory matters could also result in us being required to change our business practices, which could negatively impact our membership and revenue growth.

We record a liability when we believe that it is both probable that a loss has been incurred and the amount can be reasonably estimated. Periodically, we evaluate developments in our legal matters that could affect the amount of liability that has been previously accrued, if any, and make adjustments as appropriate. Significant judgment is required to determine both likelihood of there being, and the estimated amount of, a loss related to such matters, and our judgment may be incorrect. The outcome of any proceeding is not determinable in advance. Until the final resolution of any such matters that we may be required to accrue for, we may be exposed to loss in excess of the amount accrued, and such amounts could be material.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. ***Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

Our Class A common stock has been listed on the New York Stock Exchange ("NYSE") under the symbol "LNKD" since May 19, 2011. Prior to that date, there was no public trading market for our Class A common stock. There is no public trading market for our Class B common stock. The following table sets forth for the periods indicated the high and low sales price per share of our Class A common stock as reported on the NYSE for the periods indicated:

	2013		2012	
	High	**Low**	**High**	**Low**
First Quarter	$184.15	$109.80	$106.97	$61.28
Second Quarter	202.91	160.20	120.63	88.00
Third Quarter	257.56	177.26	125.50	91.67
Fourth Quarter	254.20	207.33	123.51	94.75

On December 31, 2013, the last reported sale price of our Class A common stock on the NYSE was $216.83 per share. As of December 31, 2013, we had 108 holders of record of our Class A common stock and 54 holders of record of our Class B common stock. The actual number of stockholders is greater than this number of record holders, and includes stockholders who are beneficial owners, but whose shares are held in street name by brokers and other nominees. This number of holders of record also does not include stockholders whose shares may be held in trust by other entities.

We have never declared or paid, and do not anticipate declaring or paying, any cash dividends on our capital stock. Any future determination as to the declaration and payment of dividends, if any, will be at the discretion of our board of directors and will depend on then existing conditions, including our financial condition, operating results, contractual restrictions, capital requirements, business prospects and other factors our board of directors may deem relevant.

Performance Graph

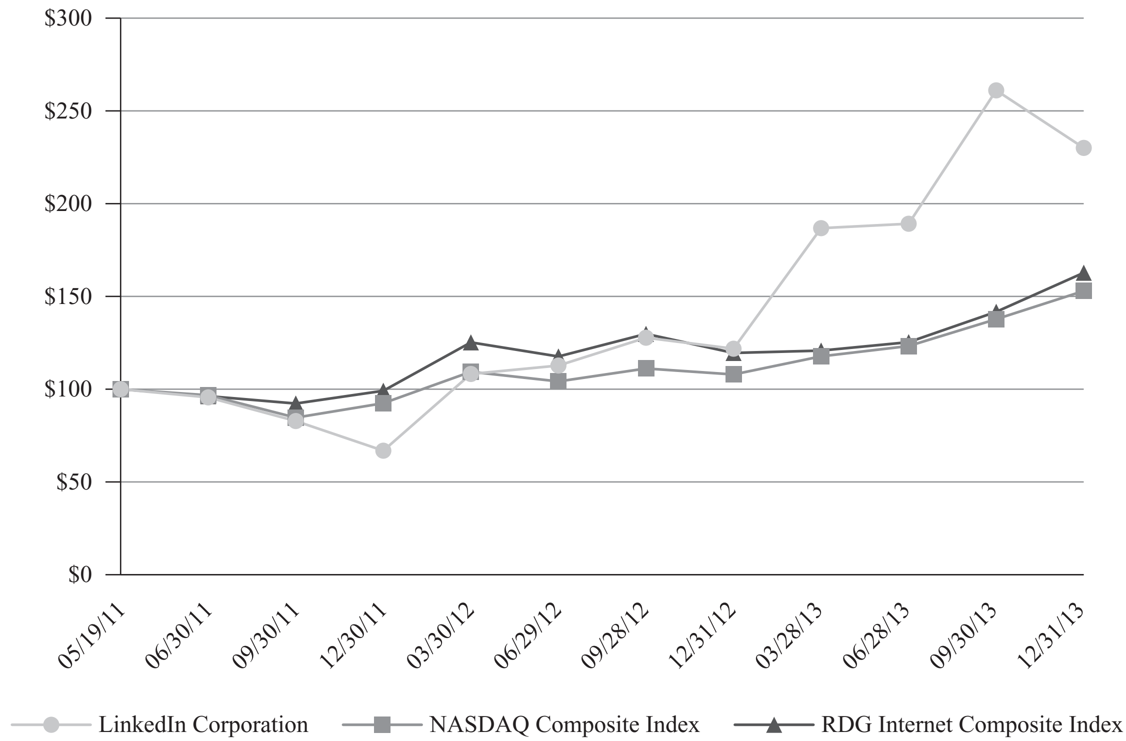
This performance graph shall not be deemed "soliciting material" or to be "filed" with the Securities and Exchange Commission for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any filing of LinkedIn Corporation under the Securities Act of 1933, as amended, or the Exchange Act.

We have updated the industry indices to which our stock's performance is compared from the SNL Kagan New Media Index and S&P 500 Index, which were in last year's Form 10-K, to the NASDAQ Composite Index and RDG Internet Composite Index. Accordingly, the two graphs presented below include both new and previous indices for comparability. We have updated the indices because we believe that the companies included in the NASDAQ Composite Index and RDG Internet Composite Index are more accessible to stakeholders.

The following graph shows a comparison from May 19, 2011, (the date our common stock commenced trading on the NYSE) through December 31, 2013, of the cumulative total returns for our Class A common stock, the NASDAQ Composite Index and the RDG Internet Composite Index. Such returns are based on historical results and are not intended to suggest future performance. Data for the NASDAQ Composite Index and the RDG Internet Composite Index assume reinvestment of dividends.

COMPARISON OF 32 MONTH CUMULATIVE TOTAL RETURN

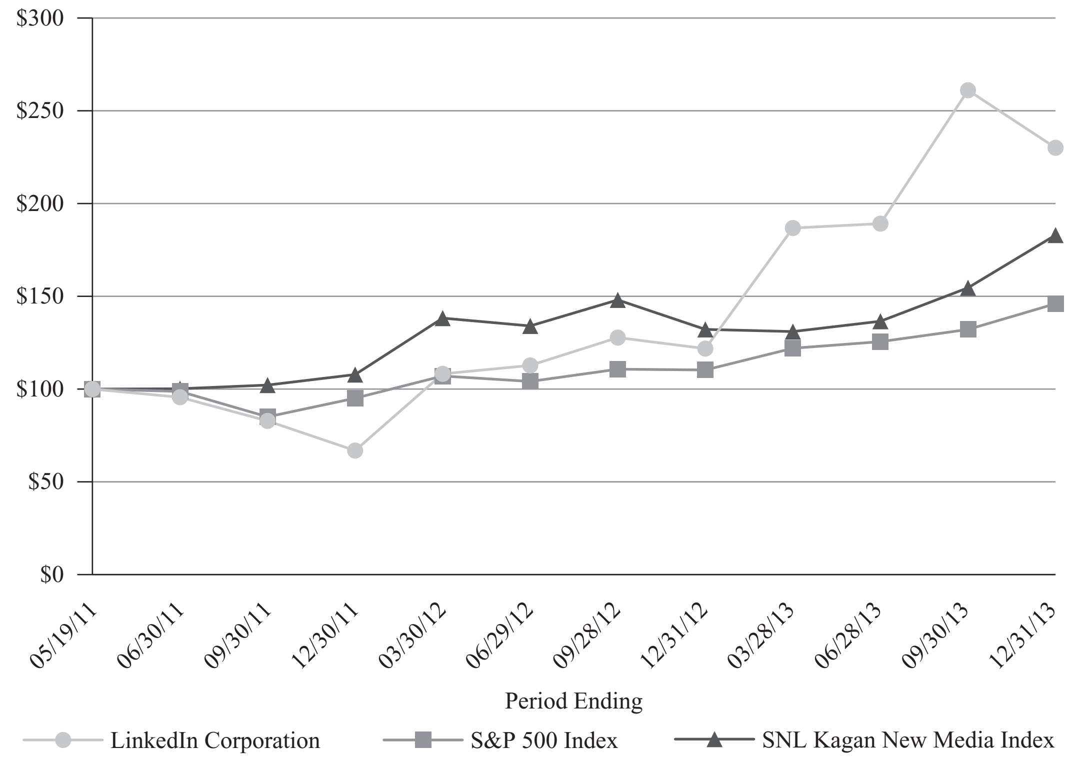
Among LinkedIn Corporation, the NASDAQ Composite Index, and the RDG Internet Composite Index



	Period Ending											
Index	**5/19/2011**	**6/30/2011**	**9/30/2011**	**12/31/2011**	**3/31/2012**	**6/30/2012**	**9/30/2012**	**12/31/2012**	**3/28/2013**	**6/28/2013**	**9/30/2013**	**12/31/2013**
LinkedIn Corporation	100.00	95.59	82.84	66.85	108.21	112.75	127.75	121.82	186.80	189.18	261.07	230.06
NASDAQ Composite Index	100.00	96.74	84.67	92.45	109.39	104.19	111.16	107.94	117.70	123.27	137.75	152.95
RDG Internet Composite Index	100.00	96.25	92.28	99.15	125.24	117.63	129.81	119.54	120.80	125.35	141.71	162.77

The following graph shows a comparison from May 19, 2011, (the date our common stock commenced trading on the NYSE) through December 31, 2013, of the cumulative total returns for our Class A common stock, the S&P 500 Index and the SNL Kagan New Media Index. Such returns are based on historical results and are not intended to suggest future performance. Data for the S&P 500 Index and the SNL Kagan New Media Index assume reinvestment of dividends.

COMPARISON OF 32 MONTH CUMULATIVE TOTAL RETURN
Among LinkedIn Corporation, the S&P 500 Index, and the SNL Kagan New Media Index



Index	Period Ending 5/19/2011	6/30/2011	9/30/2011	12/31/2011	3/31/2012	6/30/2012	9/30/2012	12/31/2012	3/28/2013	6/28/2013	9/30/2013	12/31/2013
LinkedIn Corporation	100.00	95.59	82.84	66.85	108.21	112.75	127.75	121.82	186.80	189.18	261.07	230.06
NASDAQ Composite Index	100.00	98.73	85.04	95.08	107.05	104.11	110.72	110.30	122.00	125.55	132.13	146.02
RDG Internet Composite Index	100.00	100.19	102.17	107.83	138.25	134.04	148.06	132.17	131.00	136.57	154.60	183.02

Issuer Purchases of Equity Securities

The following table provides information with respect to repurchases of unvested shares of our Class B common stock made pursuant the 2003 Plan during the three months ended December 31, 2013. No shares of our Class A common stock were repurchased during the period.

Period	Total Number of Shares Purchased(1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
October 1 - October 31, 2013	42	$3.50	—	—
November 1 - November 30, 2013	—	—	—	—
December 1 - December 31, 2013	—	—	—	—
Total	42	$3.50	—	

(1) Under the 2003 Plan, participants may exercise options prior to vesting, subject to a right of a repurchase by us. All shares in the above table were shares repurchased as a result of us exercising this right and not pursuant to a publicly announced plan or program.

Item 6. ***Selected Financial Data***

The following selected historical consolidated financial data below should be read in conjunction with Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," our consolidated financial statements, the related notes appearing in Item 8 "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K to fully understand factors that may affect the comparability of the information presented below.

The consolidated statements of operations data for the years ended December 31, 2013, 2012 and 2011 and the consolidated balance sheet data as of December 31, 2013 and 2012 are derived from our audited consolidated financial statements appearing in Item 8 "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K. The consolidated statements of operations for the years ended December 31, 2010 and 2009 and the consolidated balance sheet data as of December 31, 2011, 2010 and 2009 are derived from audited consolidated financial statements not included in this report. Our historical results are not necessarily indicative of the results to be expected in the future.

	Year Ended December 31,				
	2013	2012	2011	2010	2009
	(in thousands, except per share data)				
Consolidated Statements of Operations Data:					
Net revenue	$1,528,545	$972,309	$522,189	$243,099	$120,127
Costs and expenses:					
Cost of revenue (exclusive of depreciation and amortization shown separately below)	202,908	125,521	81,448	44,826	25,857
Sales and marketing	522,100	324,896	164,703	58,978	26,847
Product development	395,643	257,179	132,222	65,104	39,444
General and administrative	225,566	128,002	74,871	35,064	19,480
Depreciation and amortization	134,516	79,849	43,100	19,551	11,854
Total costs and expenses	1,480,733	915,447	496,344	223,523	123,482
Income (loss) from operations	47,812	56,862	25,845	19,576	(3,355)
Other income (expense), net	1,416	252	(2,903)	(610)	230
Income (loss) before income taxes	49,228	57,114	22,942	18,966	(3,125)
Provision for income taxes	22,459	35,504	11,030	3,581	848
Net income (loss)	$ 26,769	$ 21,610	$ 11,912	$ 15,385	$ (3,973)
Net income (loss) attributable to common stockholders	$ 26,769	$ 21,610	$ 11,912	$ 3,429	$ (3,973)
Net income (loss) per share attributable to common stockholders:					
Basic	$ 0.24	$ 0.21	$ 0.15	$ 0.08	$ (0.10)
Diluted	$ 0.23	$ 0.19	$ 0.11	$ 0.07	$ (0.10)
Weighted-average shares used to compute net income (loss) per share attributable to common stockholders:					
Basic	113,643	105,166	77,185	42,446	41,184
Diluted	118,944	112,844	104,118	46,459	41,184
Other Financial and Operational Data:					
Adjusted EBITDA(1)	$ 376,243	$223,030	$ 98,713	$ 47,959	$ 14,651
Number of registered members (at period end)	276,842	201,912	144,974	90,437	55,111

(1) We define adjusted EBITDA as net income (loss), plus: provision for income taxes; other (income) expense, net; depreciation and amortization; and stock-based compensation. Please see "Adjusted EBITDA" below for more information and for a reconciliation of adjusted EBITDA to net income (loss), the most directly comparable financial measure calculated and presented in accordance with U.S. generally accepted accounting principles, or GAAP.

Stock-based compensation included in the statements of operations data above was as follows:

	Year Ended December 31,				
	2013	2012	2011	2010	2009
	(in thousands)				
Cost of revenue	$ 15,600	$ 6,416	$ 1,678	$ 439	$ 370
Sales and marketing	36,187	17,726	8,074	1,225	657
Product development	98,861	46,026	13,625	3,248	2,346
General and administrative	43,267	16,151	6,391	3,920	2,779
Total stock-based compensation	$193,915	$86,319	$29,768	$8,832	$6,152

	As of December 31,				
	2013	2012	2011	2010	2009
	(in thousands)				
Consolidated Balance Sheet Data:					
Cash and cash equivalents	$ 803,089	$ 270,408	$339,048	$ 92,951	$ 89,979
Marketable securities	1,526,212	479,141	238,456	—	—
Property and equipment, net	361,741	186,677	114,850	56,743	25,730
Working capital	2,113,479	603,418	499,268	66,734	71,885
Total assets	3,352,793	1,382,330	873,697	238,188	148,559
Redeemable noncontrolling interest	5,000	—	—	—	—
Redeemable convertible preferred stock	—	—	—	87,981	87,981
Convertible preferred stock	—	—	—	15,846	15,413
Total stockholders' equity	2,629,394	908,424	624,979	36,249	9,082

Adjusted EBITDA

To provide investors with additional information regarding our financial results, we have disclosed in the table below and within this Annual Report on Form 10-K adjusted EBITDA, a non-GAAP financial measure. We have provided a reconciliation below of adjusted EBITDA to net income (loss), the most directly comparable GAAP financial measure.

We have included adjusted EBITDA in this Annual Report on Form 10-K because it is a key measure used by our management and board of directors to understand and evaluate our core operating performance and trends, to prepare and approve our annual budget and to develop short- and long-term operational plans. In particular, the exclusion of certain expenses in calculating adjusted EBITDA can provide a useful measure for period-to-period comparisons of our core business. Additionally, adjusted EBITDA is a key financial measure used by the compensation committee of our board of directors in connection with the payment of bonuses to our executive officers and employees. Accordingly, we believe that adjusted EBITDA provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and board of directors.

Our use of adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future, and adjusted EBITDA does not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements;
- adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;

- adjusted EBITDA does not consider the potentially dilutive impact of equity-based compensation;
- adjusted EBITDA does not reflect tax payments that may represent a reduction in cash available to us; and
- other companies, including companies in our industry, may calculate adjusted EBITDA differently, which reduces its usefulness as a comparative measure.

Because of these limitations, you should consider adjusted EBITDA alongside other financial performance measures, including various cash flow metrics, net income (loss) and our other GAAP results. The following table presents a reconciliation of adjusted EBITDA for each of the periods indicated:

	Year Ended December 31,				
	2013	2012	2011	2010	2009
	(in thousands)				
Reconciliation of Adjusted EBITDA:					
Net income (loss)	$ 26,769	$ 21,610	$11,912	$15,385	$ (3,973)
Provision for income taxes	22,459	35,504	11,030	3,581	848
Other (income) expense, net	(1,416)	(252)	2,903	610	(230)
Depreciation and amortization	134,516	79,849	43,100	19,551	11,854
Stock-based compensation	193,915	86,319	29,768	8,832	6,152
Adjusted EBITDA	$376,243	$223,030	$98,713	$47,959	$14,651

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

This section and other parts of this Annual Report on Form 10-K contain forward-looking statements that involve risks and uncertainties. Forward-looking statements can also be identified by words such as "anticipates," "expects," "believes," "plans," "predicts," and similar terms. Forward-looking statements are not guarantees of future performance and the Company's actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in the subsection entitled "Risk Factors" above, which are incorporated herein by reference.

You should read the following discussion in conjunction with the consolidated financial statements and notes thereto included in Item 8 "Financial Statements and Supplementary Data" of this Annual Report on Form 10-K. All information presented herein is based on the Company's fiscal calendar. Unless otherwise stated, references in this report to particular years or quarters refer to the Company's fiscal years ended in December and the associated quarters of those fiscal years. The Company assumes no obligation to revise or update any forward-looking statements for any reason, except as required by law.

Overview

We are the world's largest professional network on the Internet and currently have approximately 277 million members in over 200 countries and territories. Through our proprietary platform, members are able to create, manage and share their professional identity online, build and engage with their professional network, access shared knowledge and insights, and find business opportunities, enabling them to be more productive and successful. We believe we are the most extensive, accurate and accessible network focused on professionals.

In 2013, we achieved significant growth from 2012 as our network of registered members and member engagement continues to increase and we continue to benefit from expanded product offerings and international expansion. Our net revenue was $1,528.5 million in 2013, which represented an increase of 57% from 2012. Our future growth will depend, in part, on our ability to continue to increase our member base and member engagement on both desktop and mobile devices, as well as continuing to expand our product offerings and international expansion, which we believe will result in increased sales of our Talent Solutions, Marketing Solutions and Premium Subscriptions to new and existing customers. As our net revenue increases, we expect our growth rate related to net revenue will decrease over time. Also, we believe the rate at which we are able to increase our member base and member engagement, as measured by our key metrics, will decelerate over time because of the large scale of our network, and that this may impact portions of our business.

In September 2013, we closed a follow-on offering, at which time we sold a total of 6,188,340 shares of our Class A common stock. We received total cash proceeds of $1,348.1 million, net of underwriting discounts and commissions and other costs associated with this offering. We intend to use these proceeds for general corporate purposes and to support the growth of our business.

In 2014, our philosophy is to continue to invest for long-term growth and we expect to continue to invest heavily in the following:

- ***Talent.*** We expect to increase our workforce, which will result in an increase in headcount-related expenses, including stock-based compensation expense. As of December 31, 2013, we had 5,045 employees, which represented an increase of 46% compared to the same period last year.
- ***Technology.*** We expect to continue to make significant capital expenditures to upgrade our technology and network infrastructure to improve the ability of our website to handle expected increases in usage, to enable the release of new features and solutions, and to scale for future growth.
- ***Product.*** We expect to continue to invest heavily in our product development efforts to enable our members and customers to derive more value from our platform.
- ***Monetization.*** We expect to continue to aggressively expand our field sales organization to market our solutions both in the United States and internationally.

As a result of our investment philosophy, we may not be profitable on a U.S. generally accepted accounting principles ("GAAP") basis in 2014.

Key Metrics

We regularly review a number of metrics, including the following key metrics, to evaluate our business, measure our performance, identify trends affecting our business, formulate financial projections and make strategic decisions.

- ***Number of Registered Members.*** We define the number of registered members in our network as the number of individual users who have created a member profile on our website as of the date of measurement. We believe the number of registered members is a key indicator of the growth of our network and our ability to receive the benefits of the network effects resulting from such growth. Growth in our member base depends, in part, on our ability to successfully develop and market our solutions to professionals who have not yet become members of our network. Member growth will also be contingent on our ability to translate our offerings into additional languages, create more localized products in certain key markets, and more broadly expand our member base internationally.

  We believe that a higher number of registered members will result in increased sales of our Talent Solutions, Marketing Solutions and Premium Subscriptions, as customers will have access to a larger pool of professional talent. However, a higher number of registered members will not immediately increase sales, nor will a higher number of registered members in a given region immediately increase sales in that region.

The following table presents the number of registered members as of the periods presented by geographic region:

	December 31,		% Change	December 31,		% Change
	2013	2012		2012	2011	
	(in thousands, except percentages)					
Members by geographic region:						
United States	94,115	73,633	28%	73,633	57,745	28%
Other Americas(1)	47,646	32,746	46%	32,746	20,850	57%
Total Americas	141,761	106,379	33%	106,379	78,595	35%
EMEA(2)	85,656	60,020	43%	60,020	41,758	44%
APAC(3)	49,425	35,513	39%	35,513	24,621	44%
Total number of registered members(4)	276,842	201,912	37%	201,912	144,974	39%

(1) Canada, Latin America and South America

(2) Europe, the Middle East and Africa ("EMEA")

(3) Asia-Pacific ("APAC")

(4) The number of registered members is higher than the number of actual members due to various factors. For more information, see "Risk Factors—*The number of our registered members is higher than the number of actual members and a substantial majority of our page views are generated by a minority of our members. Our business may be adversely impacted if we are unable to attract and retain additional members who actively use our services. In addition, the tracking of certain of our performance metrics is done with internal tools and is not independently verified.*"

The number of our registered members increased by 37% in 2013 compared to 2012, and by 39% in 2012 compared to 2011. Over these same periods, the growth rate in our net revenue exceeded the growth rate of our number of registered members. While growth in the number of registered members is an important indicator of expected revenue growth, it also informs our management's decisions with respect to those areas of our business that will require further investment to support expected future membership growth. For example, as the number of registered members increases, we will need to increase our capital expenditures to improve our information technology infrastructure to maintain the effectiveness of our solutions and the performance of our website for our members.

- ***Unique Visitors.*** We report our unique visitors based on data provided by comScore, a leading provider of digital marketing intelligence. comScore defines unique visitors as users who have visited our desktop website (which excludes mobile engagement) at least once during a month regardless of whether they are a member. We view unique visitors as a key indicator of growth in our brand awareness among users and whether we are providing our members with useful products and features, thereby increasing member engagement. We believe that a higher level of member engagement will result in increased sales of our Talent Solutions, Marketing Solutions and Premium Subscriptions, as customers will have access to a larger pool of professional talent. Growth in unique visitors will be driven by growth in the number of registered members, improvements to features and products that drive traffic to our website, and international expansion.

The following table presents the average monthly number of unique visitors during the periods presented:

	December 31, 2013	December 31, 2012	% Change	December 31, 2012	December 31, 2011	% Change
	(in millions, except percentages)					
Unique visitors(1)	183	126	45%	126	84	50%

(1) Includes the impact of Slideshare, which was acquired on May 17, 2012, beginning on June 1, 2012. Excluding the impact of Slideshare, the average monthly number of unique visitors for the year ended December 31, 2013 and December 31, 2012 was 139 million and 109 million, respectively.

The number of unique visitors increased by 45% in 2013 compared to 2012, and by 50% in 2012 compared to 2011. These increases reflect increased traffic to our website by a growing number of users. While this increase in unique visitors helped to drive the increase in net revenue that we experienced during this period, it also provided management with important insights into the ways in which our users and members were using our website, including how they were coming to our website and which products and features best promoted brand awareness to attract users to our website.

- ***Page Views.*** We report our page views based on data provided by comScore. comScore defines page views as the number of pages on our desktop website (excluding mobile page views) that users view during the measurement period. Similar to unique visitors, we believe page views is a key indicator for gaining insight into whether we are increasing member engagement and whether our members are deriving value from our solutions. We expect growth in page views will be driven, in part, by growth in the number of registered members, improvements in products and features that drive member traffic to our website, and international expansion. However, page views may not capture all of the value that our members and other users derive from our solutions because part of the benefit of certain products and features is that the member or user does not need to visit our website to receive value from our platform. For example, members can respond to emails they receive from other members without accessing their LinkedIn account or our website.

The following table presents the number of page views during the periods presented:

	December 31, 2013	December 31, 2012	% Change	December 31, 2012	December 31, 2011	% Change
	(in millions, except percentages)					
Page views(1)	47,336	38,258	24%	38,258	29,420	30%

(1) Includes the impact of Slideshare, which was acquired on May 17, 2012, beginning on June 1, 2012. Excluding the impact of Slideshare, the number of page views for the year ended December 31, 2013 and December 31, 2012 was 45 billion and 37 billion, respectively.

The number of page views according to comScore increased 24% in 2013 compared to 2012, and by 30% in 2012 compared to 2011. These increases reflect increased use of the information, products and features available on our website by our users. While similar to the increase in registered members and unique visitors, this increase in page views also helped to drive the increase in net revenue that we experienced during this period. The page views metric also provided management with important insights into the ways in which our users were utilizing the information, products and features on our website, which informs management's decision on how to improve these products and features to provide our users with compelling reasons for continuing to come back to our website.

- ***Number of LinkedIn Corporate Solutions Customers.*** We define the number of LinkedIn Corporate Solutions customers as the number of enterprises and professional organizations that we have under active contracts for this product as of the date of measurement. Our LinkedIn Corporate

Solutions include LinkedIn Recruiter, Job Slots, LinkedIn Recruitment Media and LinkedIn Career Pages, which are all part of Talent Solutions. We believe the number of LinkedIn Corporate Solutions customers is a key indicator of our market penetration in the online recruiting market, the productivity of our field sales organization and the value that our products bring to both large and small enterprises and professional organizations. The number of customers subscribing to our LinkedIn Corporate Solutions product is particularly important to monitor given that we expect revenue from LinkedIn Corporate Solutions to continue to represent a significant portion of our total net revenue, and we are significantly investing in our ability to successfully sell this unique product in a new and rapidly evolving market.

The following table presents the number of LinkedIn Corporate Solutions customers as of the periods presented:

	December 31,			December 31,		
	2013	2012	% Change	2012	2011	% Change
LinkedIn Corporate Solutions customers	24,444	16,409	49%	16,409	9,236	78%

The number of LinkedIn Corporate Solutions customers increased by 49% in 2013 compared to 2012, and by 78% in 2012 compared to 2011. During these periods, we experienced an increase in net revenue from sales of our Talent Solutions, both in terms of absolute net revenue and as a percentage of our total net revenue (as further described in "Results of Operations" below), which was, and continues to be, largely driven by increases in the number of our customers that have purchased our LinkedIn Corporate Solutions products.

- ***Sales Channel Mix.*** Depending on the specific product, we sell our Talent Solutions and Marketing Solutions offline through our field sales organization or online on our website. The vast majority of our Premium Subscriptions are sold through our website. Our field sales organization uses a direct sales force to solicit customers and agencies. This offline channel is characterized by a longer sales cycle where price can be negotiated, higher relative average selling prices, longer contract terms, higher selling expenses and a longer cash collection cycle compared to our online channel.

Our online sales channel allows members to purchase solutions directly on our website. Members can purchase Premium Subscriptions as well as certain lower priced products in our Talent Solutions and Marketing Solutions, such as job postings and self-service advertising. This channel is characterized by lower average selling prices and higher cancellations compared to our offline channel, lower selling costs due to our automated payments platform and a highly liquid collection cycle.

The following table presents our net revenue by field sales and online sales:

	Year Ended December 31,					
	2013		2012		2011	
	($ in thousands)					
Field sales	$ 891,458	58%	$552,459	57%	$287,634	55%
Online sales	637,087	42%	419,850	43%	234,555	45%
	$1,528,545	100%	$972,309	100%	$522,189	100%

Adjusted EBITDA

To provide investors with additional information regarding our financial results, we have disclosed within this Annual Report on Form 10-K adjusted EBITDA, a non-GAAP financial measure. We have provided a reconciliation below of adjusted EBITDA to net income, the most directly comparable GAAP financial measure.

We have included adjusted EBITDA in this Annual Report on Form 10-K because it is a key measure used by our management and board of directors to understand and evaluate our core operating performance and trends, to prepare and approve our annual budget and to develop short- and long-term operational plans. In particular, the exclusion of certain expenses in calculating adjusted EBITDA can provide a useful measure for period-to-period comparisons of our core business. Additionally, adjusted EBITDA is a key financial measure used by the compensation committee of our board of directors in connection with the payment of bonuses to our executive officers and employees. Accordingly, we believe that adjusted EBITDA provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and board of directors.

For additional information on the limitations of adjusted EBITDA, see "Adjusted EBITDA" in Item 6 "Selected Financial Data" for more information.

	Year Ended December 31,		
	2013	2012	2011
	(in thousands)		
Reconciliation of Adjusted EBITDA:			
Net income	$ 26,769	$ 21,610	$11,912
Provision for income taxes	22,459	35,504	11,030
Other (income) expense, net	(1,416)	(252)	2,903
Depreciation and amortization	134,516	79,849	43,100
Stock-based compensation	193,915	86,319	29,768
Adjusted EBITDA	$376,243	$223,030	$98,713

Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in accordance with GAAP. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, expenses and related disclosures. We evaluate our estimates and assumptions on an ongoing basis. Our estimates are based on historical experience and various other assumptions that we believe to be reasonable under the circumstances. Our actual results could differ from these estimates.

We believe that the assumptions and estimates associated with revenue recognition, stock-based compensation, the valuation of goodwill and intangible assets, website and internal-use software development costs, leases, income taxes and legal contingencies have the greatest potential impact on our consolidated financial statements. Therefore, we consider these to be our critical accounting policies and estimates. For further information on all of our significant accounting policies, see Note 1 of the Notes to Consolidated Financial Statements under Item 8.

Revenue Recognition

A majority of our arrangements for Talent Solutions and Marketing Solutions include multiple deliverables. In accordance with authoritative guidance on revenue recognition, we allocate consideration at the inception of an arrangement to all deliverables based on the relative selling price method in accordance with the selling price hierarchy. The objective of the hierarchy is to determine the price at which we would transact a sale if the service were sold on a stand-alone basis and requires the use of: (1) vendor-specific objective evidence, or VSOE, if available; (2) third-party evidence, or TPE, if VSOE is not available; and (3) best estimate of selling price, or BESP, if neither VSOE nor TPE is available.

VSOE. We determine VSOE based on our historical pricing and discounting practices for the specific solution when sold separately. In determining VSOE, we require that a substantial majority of the selling prices for these services fall within a reasonably narrow pricing range. We have not historically priced our Marketing Solutions within a narrow range to allow us to establish VSOE. We have established VSOE for a limited number of our Talent Solutions products and for such products, VSOE has been used to allocate the selling price of deliverables.

TPE. When VSOE cannot be established for deliverables in multiple element arrangements, we apply judgment with respect to whether we can establish selling price based on TPE. TPE is determined based on competitor prices for similar deliverables when sold separately. Generally, our go-to-market strategy differs from that of our peers and our offerings contain a significant level of differentiation such that the comparable pricing of services with similar functionality cannot be obtained. Furthermore, we are unable to reliably determine what similar competitor services' selling prices are on a stand-alone basis. As a result, we have not been able to establish selling price based on TPE.

BESP. When we are unable to establish selling price using VSOE or TPE, we use BESP in our allocation of arrangement consideration. The process for determining our BESP for deliverables without VSOE or TPE involves management's judgment. Our process considers multiple factors that may vary depending upon the unique facts and circumstances related to each deliverable. Key factors that we considered in developing our BESPs include: (1) historical sales prices, (2) prices we charge for similar offerings, (3) sales volume, and (4) geographies. Generally, we are not able to establish VSOE nor TPE for our Talent Solutions and Marketing Solutions deliverables. The allocation of revenue has generally been based on our BESPs.

If the facts and circumstances underlying the factors we considered change or should future facts and circumstances lead us to consider additional factors, both our determination of our relative selling price under the hierarchy and our BESPs could change in future periods.

Stock-Based Compensation

We account for stock-based compensation in accordance with the authoritative guidance on stock compensation. Under the fair value recognition provisions of this guidance, stock-based compensation is measured at the grant date based on the fair value of the award and is recognized as expense, net of estimated forfeitures, over the requisite service period, which is generally the vesting period of the respective award. As a result, we are required to estimate the amount of stock-based compensation we expect to be forfeited based on our historical experience. If actual forfeitures differ significantly from our estimates, stock-based compensation expense and our results of operations could be materially impacted.

Determining the fair value of stock-based awards at the grant date requires judgment. We use the Black-Scholes option-pricing model to determine the fair value of stock options and employee stock purchase plan options. The determination of the grant date fair value of options using an option-pricing model is affected by our estimated common stock fair value as well as assumptions regarding a number of other complex and subjective variables. These variables include the fair value of our common stock, our expected stock price volatility over the expected term of the options, stock option exercise and cancellation behaviors, risk-free interest rates, and expected dividends, which are estimated as follows:

- ***Fair Value of Our Common Stock.*** Because our stock was not publicly traded prior to our initial public offering, the fair value of our common stock underlying our stock options was determined by our board of directors or compensation committee of our board of directors, which intended all options granted to be exercisable at a price per share not less than the per share fair value of our common stock underlying those options on the date of grant. Upon completion of our initial public offering on May 19, 2011, our Class A common stock was valued by reference to its publicly traded price.
- ***Expected Term.*** The expected term was estimated using the simplified method allowed under SEC guidance.

- ***Volatility.*** As we do not have a significant trading history for our common stock, the expected stock price volatility for our common stock was estimated by taking the average historic price volatility for industry peers based on daily price observations over a period equivalent to the expected term of the stock option grants. Industry peers consist of several public companies in the technology industry similar in size, stage of life cycle and financial leverage. We did not rely on implied volatilities of traded options in our industry peers' common stock because the volume of activity was relatively low. We intend to continue to consistently apply this process using the same or similar public companies until a sufficient amount of historical information regarding the volatility of our own common stock share price becomes available, or unless circumstances change such that the identified companies are no longer similar to us, in which case, more suitable companies whose share prices are publicly available would be utilized in the calculation.
- ***Risk-Free Rate.*** The risk-free interest rate is based on the yields of U.S. Treasury securities with maturities similar to the expected term of the options for each option group.
- ***Dividend Yield.*** We have never declared or paid any cash dividends and do not presently plan to pay cash dividends in the foreseeable future. Consequently, we used an expected dividend yield of zero.

Valuation of Goodwill and Intangible Assets

When we acquire businesses, we allocate the purchase price to the tangible assets and liabilities and identifiable intangible assets acquired. Any residual purchase price is recorded as goodwill. The allocation of the purchase price requires management to make significant estimates in determining the fair values of assets acquired and liabilities assumed, especially with respect to intangible assets. These estimates are based on information obtained from management of the acquired companies and historical experience. These estimates can include, but are not limited to:

- the time and expenses that would be necessary to recreate the asset;
- the profit margin a market participant would receive;
- cash flows that an asset is expected to generate in the future; and
- discount rates.

These estimates are inherently uncertain and unpredictable, and if different estimates were used the purchase price for the acquisition could be allocated to the acquired assets and liabilities differently from the allocation that we have made. In addition, unanticipated events and circumstances may occur which may affect the accuracy or validity of such estimates, and if such events occur we may be required to record a charge against the value ascribed to an acquired asset or an increase in the amounts recorded for assumed liabilities.

Website and Internal-Use Software Development Costs

We capitalize certain costs related to the development of our website or software developed for internal-use. In accordance with authoritative guidance, we begin to capitalize our costs to develop software when preliminary development efforts are successfully completed, management has authorized and committed project funding, and it is probable that the project will be completed and the software will be used as intended. Such costs are amortized on a straight-line basis over the estimated useful life of the related asset, generally estimated to be two to three years. Costs incurred prior to meeting these criteria together with costs incurred for training and maintenance are expensed as incurred and recorded within product development expenses on our consolidated statements of operations. We exercise judgment in determining the point at which various projects may be capitalized, in assessing the ongoing value of the capitalized costs and in determining the estimated useful lives over which the costs are amortized. To the extent that we change the manner in which we develop and test new features and functionalities related to our website, assess the ongoing value of capitalized assets or determine the estimated useful lives over which the costs are amortized, the amount of website and internal-use software development costs we capitalize and amortize could change in future periods.

Leases

Historically, all of our significant leases have been accounted for as operating leases. Accounting for these leases requires significant judgment by management. Application of accounting rules and assumptions made by management will determine whether the lease is accounted for as a capital or operating lease or whether we are considered the owner for accounting purposes in accordance with authoritative accounting guidance on leases.

If the lease is considered a capital lease or we are considered the owner for accounting purposes, we would record the property and a related capital lease obligation on our balance sheet. The asset would then be depreciated over the expected lease term. Rent payments for these properties would be allocated between interest expense and a reduction of the capital lease obligation.

If the lease is considered an operating lease, it is not recorded on our balance sheet and rent expense is recognized on a straight-line basis over the expected lease term.

The most significant estimates used by management in accounting for property leases and the impact of these estimates are as follows:

- *Expected lease term.* The expected lease term is used in determining whether the lease is accounted for as an operating lease or a capital lease. A lease is considered a capital lease if the lease term is equal to or exceeds 75% of the leased asset's estimated economic life. The expected lease term is also used in determining the depreciable life of the asset or the straight-line rent recognition period. Increasing the expected lease term will increase the probability that a lease will be considered a capital lease and will generally result in higher rent expense for an operating lease and higher interest and depreciation expenses for a capital lease.

- *Incremental borrowing rate.* We estimate our incremental borrowing rate using interest swap rates comparable to the expected duration of the lease payments and our credit spread. The incremental borrowing rate is primarily used in determining whether the lease is accounted for as an operating lease or a capital lease. A lease is considered a capital lease if the net present value of the lease payments is equal to or greater than 90% of the fair market value of the property. Increasing the incremental borrowing rate decreases the net present value of the lease payments and reduces the probability that a lease will be considered a capital lease.

- *Fair market value of leased asset.* The fair market value of leased property is generally estimated based on comparable market data. Fair market value is used in determining whether the lease is accounted for as an operating lease or a capital lease. A lease is considered a capital lease if the net present value of the lease payments is equal to or greater than 90% of the fair market value of the property. Increasing the fair market value reduces the probability that a lease will be considered a capital lease.

If our assumptions change and we amend an existing lease or enter into a new lease, we may have leases that are accounted for as capital leases, as well as operating leases. Accounting for a lease as a capital lease would accelerate the timing of expense recognition due to the recognition of larger amounts of interest expense near the beginning of the lease term. It would also change the characterization of expense from rent expense to a combination of depreciation and interest expense, both of which are excluded from our adjusted EBITDA metric and would likely impact other financial metrics. However, lease classification would not be expected to impact our cash flow.

Income Taxes

We record income taxes using the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in our financial statements or tax returns. In estimating future tax consequences, generally all expected future events other than enactments or changes in the tax law or rates are considered. Valuation allowances are provided when necessary to reduce deferred tax assets to the amount expected to be realized.

We recognize a tax benefit from an uncertain tax position only if it is more likely than not the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon settlement. In the event that any unrecognized tax benefits are recognized, the effective tax rate will be affected. If recognized, approximately $25.3 million of unrecognized tax benefit would impact the effective tax rate at December 31, 2013. Although we believe our estimates are reasonable, no assurance can be given that the final tax outcome of these matters will be the same as these estimates. These estimates are updated quarterly based on factors such as change in facts or circumstances, changes in tax law, new audit activity, and effectively settled issues.

We follow specific and detailed guidelines in each tax jurisdiction regarding the recoverability of any tax assets recorded on the balance sheet and provide necessary valuation allowances as required. Future realization of deferred tax assets ultimately depends on the existence of sufficient taxable income of the appropriate character (for example, ordinary income or capital gain) within the carryback or carryforward periods available under the tax law. We regularly review our deferred tax assets for recoverability based on historical taxable income, projected future taxable income, the expected timing of the reversals of existing temporary differences and tax planning strategies. Our judgments regarding future profitability may change due to many factors, including future market conditions and our ability to successfully execute our business plans and/or tax planning strategies. Should there be a change in our ability to recover our deferred tax assets, our tax provision would increase or decrease in the period in which the assessment is changed.

Legal Contingencies

We are subject to legal proceedings and litigation arising in the ordinary course of business. Periodically, we evaluate the status of each legal matter and assess our potential financial exposure. If the potential loss from any legal proceeding or litigation is considered probable and the amount can be reasonably estimated, we accrue a liability for the estimated loss. Significant judgment is required to determine the probability of a loss and whether the amount of the loss is reasonably estimable. The outcome of any proceeding is not determinable in advance. As a result, the assessment of a potential liability and the amount of accruals recorded are based only on the information available at the time. As additional information becomes available, we reassess the potential liability related to the legal proceeding or litigation, and may revise our estimates. Any revisions could have a material effect on our results of operations. See Note 10 of the Notes to the Consolidated Financial Statements under Item 8 for further information on our legal proceedings and litigation.

Results of Operations

The following tables set forth our consolidated results of operations for the periods presented as a percentage of net revenue for those periods. The period-to-period comparison of financial results is not necessarily indicative of future results.

	Year Ended December 31,		
	2013	2012	2011
	(as a percentage of revenue)		
Consolidated Statements of Operations Data:(1)			
Net revenue	100%	100%	100%
Costs and expenses:			
Cost of revenue (exclusive of depreciation and amortization shown separately below)	13	13	16
Sales and marketing	34	33	32
Product development	26	26	25
General and administrative	15	13	14
Depreciation and amortization	9	8	8
Total costs and expenses	97	94	95
Income from operations	3	6	5
Other income (expense), net	—	—	(1)
Income before income taxes	3	6	4
Provision for income taxes	1	4	2
Net income	2%	2%	2%

(1) Certain items may not total due to rounding.

Net Revenue

We generate revenue from Talent Solutions, Marketing Solutions and Premium Subscriptions.

Talent Solutions. Revenue from Talent Solutions is derived primarily from providing access to the LinkedIn Recruiter product and job postings. We provide access to our professional database of both active and passive job candidates with LinkedIn Recruiter, which allows corporate recruiting teams to identify candidates based on industry, job function, geography, experience/education, and other specifications. Revenue from the LinkedIn Recruiter product is recognized ratably over the subscription period, which consists primarily of annual subscriptions that are billed monthly, quarterly, or annually. We also earn revenue from the placement of job postings on our website, which generally run for 30 days. Independent recruiters can pay to post job openings that are accessible through job searches or targeted job matches. Revenue from job postings is recognized as the posting is displayed or the contract period, whichever is shorter.

Marketing Solutions. Revenue from Marketing Solutions is earned from the display of advertisements (both graphic and text link) on our website primarily based on a cost per advertisement model. Revenue from Internet advertising is recognized as the online advertisements are displayed on our website. The typical duration of our advertising contracts is approximately two months.

Premium Subscriptions. Revenue from Premium Subscriptions is derived from selling various subscriptions to customers that allow users to have further access to premium services via our

LinkedIn.com website. We offer our members monthly or annual subscriptions. Revenue from Premium Subscriptions is recognized ratably over the contract period, which is generally one to 12 months.

	Year Ended December 31,			Year Ended December 31,		
	2013	2012	% Change	2012	2011	% Change
			($ in thousands)			
Revenue by product:						
Talent Solutions	$ 859,674	$523,582	64%	$523,582	$260,885	101%
Marketing Solutions	362,360	258,278	40%	258,278	155,848	66%
Premium Subscriptions	306,511	190,449	61%	190,449	105,456	81%
Total	$1,528,545	$972,309	57%	$972,309	$522,189	86%
Percentage of revenue by product:(1)						
Talent Solutions	56%	54%		54%	50%	
Marketing Solutions	24%	27%		27%	30%	
Premium Subscriptions	20%	20%		20%	20%	
Total	100%	100%		100%	100%	

(1) Certain items may not total due to rounding.

Total net revenue increased $556.2 million in 2013 compared to 2012. Net revenue from our Talent Solutions increased $336.1 million as a result of further market penetration of our LinkedIn Corporate Solutions product, as evidenced by the 49% increase in the number of LinkedIn Corporate Solutions customers as of December 31, 2013 compared to December 31, 2012, and to a lesser extent, sales of additional services to existing customers. Net revenue from our Marketing Solutions increased $104.1 million due to higher sales volume by our field sales and self-service advertising solutions and higher average advertising prices. The increase in sales volume is driven by higher user engagement, which is positively impacted by increases in the number of our registered members, and can be measured, in part, by page views on our website. During the fiscal year, we launched Sponsored Updates for marketers to show paid content in LinkedIn members' update feeds. Sponsored Updates is sold through our field sales and online channels, and while currently a small contributor to revenue, we expect this to become a larger percentage of total Marketing Solutions revenue over time. Net revenue from our Premium Subscriptions increased $116.1 million as a result of an increase in the number of premium subscribers due to increases in member engagement. Specifically, the number of registered members is a meaningful metric in evaluating and understanding net revenue from our Premium Subscriptions because an increase in the number of registered members has historically led to a proportionate increase in the number of premium subscribers. In addition, although still in their early stages, our Sales Solutions products, which are included in Premium Subscriptions and include Sales Navigator, are continuing to grow at a faster rate than our other Premium Subscription products as well as continuing to represent a larger percentage of total Premium Subscriptions revenue.

Total net revenue increased $450.1 million in 2012 compared to 2011. Net revenue from our Talent Solutions increased $262.7 million as a result of further market penetration of our LinkedIn Corporate Solutions product, as evidenced by the 78% increase in the number of LinkedIn Corporate Solutions customers as of December 31, 2012 compared to December 31, 2011. Net revenue from our Marketing Solutions increased $102.4 million due to higher sales volume by our field sales and self-service advertising solutions, as well as, to a lesser extent, higher average advertising prices. The increase in sales volume is driven by higher user engagement, which is positively impacted by increases in the number of our registered members and page views on our website. Net revenue from our Premium Subscriptions increased $85.0 million as a result of an increase in the number of premium subscribers due to increases in engagement, as evidenced by our key metrics. In addition, although still in their early stages, our Sales

Solutions products, which include Sales Navigator, are continuing to grow at a faster rate than our other Premium Subscription products.

The following table presents our net revenue by geographic region:

	Year Ended December 31,		% Change	Year Ended December 31,		% Change
	2013	2012		2012	2011	
	($ in thousands)			($ in thousands)		
Revenue by geographic region:						
United States	$ 942,122	$619,485	52%	$619,485	$353,834	75%
Other Americas(1)	109,672	66,099	66%	66,099	28,800	130%
Total Americas	1,051,794	685,584	53%	685,584	382,634	79%
EMEA(2)	358,244	217,342	65%	217,342	109,995	98%
APAC(3)	118,507	69,383	71%	69,383	29,560	135%
Total	$1,528,545	$972,309	57%	$972,309	$522,189	86%

(1) Canada, Latin America and South America

(2) Europe, the Middle East and Africa ("EMEA")

(3) Asia-Pacific ("APAC")

International revenue increased $233.6 million in 2013 compared to 2012, and $184.5 million in 2012 compared to 2011. International revenue represented 38%, 36% and 32% of total revenue in 2013, 2012 and 2011, respectively. The increase in international revenue, in absolute dollars and as a percentage of total revenue, is primarily due to the expansion of our international field sales organization and our site localization efforts. In 2013, we operated our websites and mobile applications in multiple languages, and continued our expansion outside of the United States in offices across North America, as well as throughout Europe, Asia, South America, Australia and the Middle East. We expect international revenue to increase on an absolute basis and as a percentage of revenue in 2014 as we continue to focus expanding our sales-force outside the United States in key markets where our member engagement supports business efforts at scale.

Cost of Revenue

Our cost of revenue primarily consists of salaries, benefits and stock-based compensation for our production operations, customer support, infrastructure and advertising operations teams and web hosting costs related to operating our website. Credit card processing fees, direct costs related to our research products, certain uncollected valued added taxes, or VAT, and sales taxes, allocated facilities costs and other supporting overhead costs are also included in cost of revenue. Beginning in the fourth quarter of 2011, we began to pass through VAT and sales tax to our customers on all our products that are subject to taxation. Consistent with our investment philosophy for 2014, we currently expect cost of revenue to increase on an absolute basis and remain relatively flat as a percentage of revenue.

	Year Ended December 31,		% Change	Year Ended December 31,		% Change
	2013	2012		2012	2011	
			($ in thousands)			
Cost of revenue	$202,908	$125,521	62%	$125,521	$81,448	54%
Percentage of net revenue	13%	13%		13%	16%	
Headcount (at period end)	793	497	60%	497	338	47%

Cost of revenue increased $77.4 million in 2013 compared to 2012. The increase was primarily attributable to increases in headcount related expenses of $36.5 million as we continue to hire to support the growth of our business, web hosting service expenses of $21.8 million, other direct costs of $9.1 million, primarily consisting of credit card processing fees, and facilities and related costs of $8.7 million.

Cost of revenue increased $44.1 million in 2012 compared to 2011. The increase was primarily attributable to increases in headcount related expenses of $25.8 million as we continue to hire to support the growth of our business, web hosting service expenses of $13.7 million, facilities and related costs of $5.2 million and direct costs of $4.7 million. These increases were partially offset by a decrease in taxes of $5.0 million as we continue to pass through VAT and sales tax to our customers.

Sales and Marketing

Our sales and marketing expenses primarily consist of salaries, benefits, stock-based compensation, travel expense and incentive compensation for our sales and marketing employees. In addition, sales and marketing expenses include customer acquisition marketing, branding, advertising, public relations costs, and commissions paid to agencies, as well as allocated facilities and other supporting overhead costs. We plan to continue to invest heavily in sales and marketing to expand our global footprint, grow our current customer accounts and continue building brand awareness. Consistent with our investment philosophy for 2014, we expect sales and marketing expense to increase on an absolute basis and decrease as a percentage of revenue, compared to 2013.

	Year Ended December 31,			Year Ended December 31,		
	2013	2012	% Change	2012	2011	% Change
			($ in thousands)			
Sales and marketing	$522,100	$324,896	61%	$324,896	$164,703	97%
Percentage of net revenue	34%	33%		33%	32%	
Headcount (at period end)	2,159	1,468	47%	1,468	844	74%

Sales and marketing expenses increased $197.2 million in 2013 compared to 2012. The increase was primarily attributable to an increase in headcount related expenses of $152.2 million as we continue to expand our field sales organization. We also experienced increases in agency commissions of $17.8 million, facilities and related costs of $16.6 million, consulting services of $6.8 million and marketing and public relations expenses of $2.6 million.

Sales and marketing expenses increased $160.2 million in 2012 compared to 2011. The increase was primarily attributable to an increase in headcount related expenses of $126.9 million as we expanded our field sales organization. We also experienced increases in facilities and related costs of $12.8 million, marketing and public relations expenses of $7.6 million, consulting services expenses of $6.0 million and agency commissions of $4.4 million.

Product Development

Our product development expenses primarily consist of salaries, benefits and stock-based compensation for our engineers, product managers and developers. In addition, product development expenses include outside services and consulting, as well as allocated facilities and other supporting overhead costs. We believe that continued investment in features, software development tools and code modification is important to achieving our strategic objectives. Consistent with our investment philosophy for 2014, we expect to continue to invest heavily in product development; therefore, we expect product development expense to increase on an absolute basis and increase slightly as a percentage of revenue, compared to 2013.

	Year Ended December 31,			Year Ended December 31,		
	2013	2012	% Change	2012	2011	% Change
			($ in thousands)			
Product development	$395,643	$257,179	54%	$257,179	$132,222	95%
Percentage of net revenue	26%	26%		26%	25%	
Headcount (at period end)	1,378	1,025	34%	1,025	634	62%

Product development expenses increased $138.5 million in 2013 compared to 2012. The increase was primarily attributable to an increase in headcount related expenses of $128.6 million as a result of our focus on developing new features and products to encourage member growth and engagement. We also experienced increases in facilities and related costs of $5.8 million, and web hosting service expenses of $3.3 million.

Product development expenses increased $125.0 million in 2012 compared to 2011. The increase was primarily attributable to an increase in headcount related expenses of $101.4 million as a result of our focus on developing new features and products to encourage member growth and engagement. We also experienced increases in facilities and related costs of $10.5 million, consulting services of $7.7 million and web hosting service expenses of $4.2 million.

General and Administrative

Our general and administrative expenses primarily consist of salaries, benefits and stock-based compensation for our executive, finance, legal, information technology, human resources and other administrative employees. In addition, general and administrative expenses include outside consulting, legal and accounting services, and facilities and other supporting overhead costs not allocated to other departments. We expect that our general and administrative expenses will increase on an absolute basis in 2014 and remain relatively flat as a percentage of revenue.

	Year Ended December 31,			Year Ended December 31,		
	2013	2012	% Change	2012	2011	% Change
			($ in thousands)			
General and administrative	$225,566	$128,002	76%	$128,002	$74,871	71%
Percentage of net revenue	15%	13%		13%	14%	
Headcount (at period end)	715	468	53%	468	300	56%

General and administrative expenses increased $97.6 million in 2013 compared to 2012. The increase was primarily a result of an increase in headcount related expenses of $66.8 million to support our overall growth. We also experienced increases in legal and consulting services of $20.4 million, primarily due to increasing litigation and compliance costs, facilities and related costs of $5.0 million and bad debt expense of $4.8 million.

General and administrative expenses increased $53.1 million in 2012 compared to 2011. The increase was primarily a result of an increase in headcount related expenses of $36.8 million to support our overall growth. We also experienced increases in consulting and legal services of $12.2 million and facilities and related costs of $6.2 million as we continue to expand our office space due to headcount growth. These increases were partially offset by a decrease in bad debt expense of $2.7 million.

Depreciation and Amortization

Depreciation and amortization expenses primarily consist of depreciation on computer equipment, software, leasehold improvements, capitalized software development costs and amortization of purchased intangibles. We expect that depreciation and amortization expenses will increase on an absolute basis and as a percentage of revenue as we continue to expand our technology and facilities infrastructure.

	Year Ended December 31,			Year Ended December 31,		
	2013	2012	% Change	2012	2011	% Change
			($ in thousands)			
Depreciation and amortization	$134,516	$79,849	68%	$79,849	$43,100	85%
Percentage of net revenue	9%	8%		8%	8%	

Depreciation and amortization expenses increased $54.7 million in 2013 compared to 2012. The increase in depreciation expense of $48.1 million was primarily a result of our continued investment in expanding our technology infrastructure in order to support continued growth in our member base, and to a lesser extent, increases in amortization of acquired intangible assets of $6.5 million.

Depreciation and amortization expenses increased $36.7 million in 2012 compared to 2011. The increase in depreciation expense of $30.5 million was primarily a result of our continued investment in expanding our technology infrastructure in order to support continued growth in our member base, and to a lesser extent, increases in amortization of acquired intangible assets of $6.2 million.

Other Income (Expense), Net

Other income (expense), net consists primarily of the interest income earned on our investments and foreign exchange gains and losses. Hedging strategies that we have implemented or may implement to mitigate this risk may not eliminate our exposure to foreign exchange fluctuations.

	Year Ended December 31,		
	2013	2012	2011
	(in thousands)		
Interest income	$ 2,895	$1,025	$ 169
Net loss on foreign exchange and foreign currency derivative contracts	(1,626)	(672)	(2,965)
Net realized gain on sales of marketable securities	127	60	6
Other non-operating income (expense), net	20	(161)	(113)
Total other income (expense), net	$ 1,416	$ 252	$(2,903)

Other income (expense), net increased $1.2 million in 2013 compared to 2012, and $3.2 million in 2012 compared to 2011 primarily due to interest earned on higher investment balances, offset by foreign currency exchange losses.

Provision for Income Taxes

We recognize the tax benefit from an uncertain tax position only if it is more likely than not the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon settlement. For further information, see Note 12, *Income Taxes*, of the Notes to the Consolidated Financial Statements under Item 8 for further information.

	Year Ended December 31,			Year Ended December 31,		
	2013	2012	% Change	2012	2011	% Change
			($ in thousands)			
Provision for income taxes	$22,459	$35,504	(37)%	$35,504	$11,030	222%

Income tax expense decreased $13.0 million in 2013 compared to 2012. The effective tax rates as of December 31, 2013 and December 31, 2012 were 46% and 62%, respectively. The decrease in year-over-year effective tax rates was primarily due to the benefit from the 2012 and 2013 Federal Research and Experimentation credit offset by increased non-deductible acquisition related expenses and increased foreign losses for which deferred tax assets have not been recognized. The increase in foreign losses is due primarily to research and development expenses which grew internationally at a rate which was higher than the growth rate of international revenues. International research and development expenses include costs charged by LinkedIn Corporation pursuant to U.S. Treasury Regulations and guidelines from the Organisation for Economic Co-operation and Development ("OECD").

Income tax expense increased by $24.5 million in 2012 compared to 2011. The increase in income tax expense reflects the increase in income before taxes, non-deductible stock-based compensation expense, development costs funded by our international subsidiaries and non-deductible acquisition-related expenses. The effective tax rates as of December 31, 2012 and December 31, 2011 were 62% and 48%, respectively. The increase in year-over-year effective tax rates was primarily due to increased non-deductible acquisition related expenses, the suspension of the Federal Research and Experimentation credit, and increased foreign losses for which deferred tax assets have not been recognized. The increase in foreign losses is due primarily to research and development expenses which grew internationally at a rate which was higher than the growth rate of international revenues.

On January 2, 2013, the President signed into law The American Taxpayer Relief Act of 2012 (the "2012 Act"). Under prior law, a taxpayer was entitled to a research tax credit for qualifying amounts paid or incurred on or before December 31, 2011. The 2012 Act extended the research credit for two years to December 31, 2013. The extension of the research credit was retroactive and includes amounts paid or incurred after December 31, 2011. As a result of the retroactive extension, we recognized a tax benefit of $15.5 million in the twelve months ended December 31, 2013 for qualifying amounts incurred in 2012. The federal research credit has not been extended to new research activities incurred after December 31, 2013. We will therefore not have a similar favorable impact to our effective tax rate in 2014 unless new legislation is passed which will provide a credit for qualifying amounts generated in 2014.

Quarterly Results of Operations Data

The following tables set forth our unaudited quarterly consolidated statements of operations data and our unaudited statements of operations data as a percentage of net revenue for each of the eight quarters ended December 31, 2013. We have prepared the quarterly data on a consistent basis with the audited consolidated financial statements included in this Annual Report on Form 10-K. In the opinion of management, the financial information reflects all necessary adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of this data. This information should be read in conjunction with the audited consolidated financial statements and related notes included in Item 8 of this

Annual Report on Form 10-K. The results of historical periods are not necessarily indicative of the results of operations for a full year or any future period.

	For the Three Months Ended							
	Dec 31, 2013	Sep 30, 2013	Jun 30, 2013	Mar 31, 2013	Dec 31, 2012	Sep 30, 2012	Jun 30, 2012	Mar 31, 2012
	(in thousands, except per share data)							
Consolidated Statements of Operations Data:								
Net revenue	$447,219	$392,960	$363,661	$324,705	$303,618	$252,028	$228,207	$188,456
Costs and expenses:								
Cost of revenue (exclusive of depreciation and amortization shown separately below)(1)	57,865	53,395	49,264	42,384	36,243	33,778	30,367	25,133
Sales and marketing(1)	157,235	133,172	122,276	109,417	100,104	83,168	75,740	65,884
Product development(1)	113,140	106,223	95,608	80,672	77,276	72,730	60,080	47,093
General and administrative(1)	64,790	61,767	56,225	42,784	38,980	33,194	30,974	24,854
Depreciation and amortization	42,750	33,767	32,193	25,806	24,297	23,122	17,548	14,882
Total costs and expenses	435,780	388,324	355,566	301,063	276,900	245,992	214,709	177,846
Income from operations	11,439	4,636	8,095	23,642	26,718	6,036	13,498	10,610
Other income (expense), net	1,820	156	(252)	(308)	24	672	(668)	224
Income before income taxes	13,259	4,792	7,843	23,334	26,742	6,708	12,830	10,834
Provision for income taxes	9,477	8,155	4,109	718	15,234	4,406	10,019	5,845
Net income (loss)	$ 3,782	$ (3,363)	$ 3,734	$ 22,616	$ 11,508	$ 2,302	$ 2,811	$ 4,989
Net income (loss) attributable to common stockholders	$ 3,782	$ (3,363)	$ 3,734	$ 22,616	$ 11,508	$ 2,302	$ 2,811	$ 4,989
Net income (loss) per share attributable to common stockholders:								
Basic	$ 0.03	$ (0.03)	$ 0.03	$ 0.21	$ 0.11	$ 0.02	$ 0.03	$ 0.05
Diluted	$ 0.03	$ (0.03)	$ 0.03	$ 0.20	$ 0.10	$ 0.02	$ 0.03	$ 0.04
Weighted-average shares used to compute net income (loss) per share attributable to common stockholders:								
Basic	119,849	113,940	111,214	109,445	107,924	106,304	104,185	102,210
Diluted	124,438	113,940	116,627	115,398	114,095	113,618	112,317	111,310

(1) Stock-based compensation included in above line items:

Cost of revenue	$ 4,783	$ 4,098	$ 3,913	$ 2,806	$ 2,197	$ 2,182	$ 1,236	$ 801
Sales and marketing	10,630	9,853	8,843	6,861	5,333	5,198	4,327	2,868
Product development	29,152	27,186	24,885	17,638	14,956	14,609	10,572	5,889
General and administrative	12,612	13,308	10,713	6,634	5,086	4,809	3,188	3,068
Total stock-based compensation	$57,177	$54,445	$48,354	$33,939	$27,572	$26,798	$19,323	$12,626

	For the Three Months Ended							
	Dec 31, 2013	Sep 30, 2013	Jun 30, 2013	Mar 31, 2013	Dec 31, 2012	Sep 30, 2012	Jun 30, 2012	Mar 31, 2012
	(as a percentage of revenue)							
Consolidated Statements of Operations Data:(1)								
Net revenue	100%	100%	100%	100%	100%	100%	100%	100%
Costs and expenses:								
Cost of revenue	13	14	14	13	12	13	13	13
Sales and marketing	35	34	34	34	33	33	33	35
Product development	25	27	26	25	25	29	26	25
General and administrative	14	16	15	13	13	13	14	13
Depreciation and amortization	10	9	9	8	8	9	8	8
Total costs and expenses	97	99	98	93	91	98	94	94
Income from operations	3	1	2	7	9	2	6	6
Other income (expense), net	—	—	—	—	—	—	—	—
Income before income taxes	3	1	2	7	9	3	6	6
Provision for income taxes	2	2	1	—	5	2	4	3
Net income (loss)	1%	(1)%	1%	7%	4%	1%	1%	3%

(1) Certain items may not total due to rounding.

	For the Three Months Ended							
	Dec 31, 2013	Sep 30, 2013	Jun 30, 2013	Mar 31, 2013	Dec 31, 2012	Sep 30, 2012	Jun 30, 2012	Mar 31, 2012
	(in thousands)							
Additional Financial Data:								
Net revenue by product:								
Talent Solutions	$245,622	$224,676	$205,092	$184,284	$160,997	$138,433	$121,592	$102,560
Marketing Solutions	113,469	88,502	85,593	74,796	83,187	64,036	63,105	47,950
Premium Subscriptions	88,128	79,782	72,976	65,625	59,434	49,559	43,510	37,946
Total	$447,219	$392,960	$363,661	$324,705	$303,618	$252,028	$228,207	$188,456
Net revenue by geographic location:								
United States	$271,140	$245,302	$224,277	$201,403	$189,006	$162,377	$147,253	$120,849
Other Americas(1)	31,612	27,027	26,857	24,176	21,909	17,134	15,047	12,009
Total Americas	302,752	272,329	251,134	225,579	210,915	179,511	162,300	132,858
EMEA(2)	108,309	90,087	84,691	75,157	69,910	54,530	50,057	42,845
APAC(3)	36,158	30,544	27,836	23,969	22,793	17,987	15,850	12,753
Total	$447,219	$392,960	$363,661	$324,705	$303,618	$252,028	$228,207	$188,456
Net revenue by field sales and online sales:								
Field sales	$270,672	$227,588	$209,227	$183,971	$178,364	$143,176	$129,448	$101,471
Online sales	176,547	165,372	154,434	140,734	125,254	108,852	98,759	86,985
Total	$447,219	$392,960	$363,661	$324,705	$303,618	$252,028	$228,207	$188,456

(1) Canada, Latin America and South America

(2) Europe, the Middle East and Africa ("EMEA")

(3) Asia-Pacific ("APAC")

	For the Three Months Ended							
	Dec 31, 2013	Sep 30, 2013	Jun 30, 2013	Mar 31, 2013	Dec 31, 2012	Sep 30, 2012	Jun 30, 2012	Mar 31, 2012
	(in thousands, except customer and headcount data)							
Other Financial and Operational Data:								
Adjusted EBITDA(1)	$111,366	$ 92,848	$ 88,642	$ 83,387	$ 78,587	$ 55,956	$ 50,369	$ 38,118
Number of registered members (at period end)	276,842	259,179	238,072	218,269	201,912	187,419	173,945	160,566
LinkedIn Corporate Solutions customers (at period end)	24,444	22,001	20,256	18,138	16,409	13,991	12,283	10,531
Headcount (at period end):								
United States	3,435	3,304	2,967	2,668	2,464	2,266	2,047	1,810
International	1,610	1,508	1,274	1,111	994	911	814	637
Total	5,045	4,812	4,241	3,779	3,458	3,177	2,861	2,447

(1) We define adjusted EBITDA as net income (loss), plus: provision for income taxes, other (income) expense, net, depreciation and amortization, and stock-based compensation. Please see "Adjusted EBITDA" in Item 6 "Selected Financial Data" for more information.

	For the Three Months Ended							
	Dec 31, 2013	Sep 30, 2013	Jun 30, 2013	Mar 31, 2013	Dec 31, 2012	Sep 30, 2012	Jun 30, 2012	Mar 31, 2012
	(in thousands)							
Reconciliation of adjusted EBITDA:								
Net income (loss)	$ 3,782	$ (3,363)	$ 3,734	$22,616	$11,508	$ 2,302	$ 2,811	$ 4,989
Provision for income taxes	9,477	8,155	4,109	718	15,234	4,406	10,019	5,845
Other (income) expense, net	(1,820)	(156)	252	308	(24)	(672)	668	(224)
Depreciation and amortization	42,750	33,767	32,193	25,806	24,297	23,122	17,548	14,882
Stock-based compensation	57,177	54,445	48,354	33,939	27,572	26,798	19,323	12,626
Adjusted EBITDA	$111,366	$92,848	$88,642	$83,387	$78,587	$55,956	$50,369	$38,118

Liquidity and Capital Resources

	Year Ended December 31,		
	2013	2012	2011
	(in thousands)		
Consolidated Statements of Cash Flows Data:			
Purchases of property and equipment	$ 278,019	$ 125,420	$ 88,978
Depreciation and amortization	134,516	79,849	43,100
Cash flows provided by operating activities	$ 436,473	$ 267,070	$ 133,424
Cash flows used in investing activities	(1,357,545)	(433,028)	(338,482)
Cash flows provided by financing activities	1,454,219	96,563	452,465

As of December 31, 2013, we had cash and cash equivalents of $803.1 million and marketable securities of $1,526.2 million. Our cash equivalents and marketable securities are comprised primarily of money market funds, U.S. treasury securities, U.S. agency securities and corporate debt securities. As of December 31, 2013, the amount of cash and cash equivalents held by foreign subsidiaries was $153.9 million. If these funds are needed for our domestic operations, we would be required to accrue and pay U.S. taxes to repatriate these funds. However, our intent is to permanently reinvest these funds outside the U.S. and our current plans do not demonstrate a need to repatriate them to fund our domestic operations. We do not provide for federal income taxes on the undistributed earnings of our foreign subsidiaries. However, we believe the income tax liability would be insignificant if these earnings were to be repatriated. We believe that our existing cash and cash equivalents and marketable securities balances, together with cash generated from operations, will be sufficient to meet our working capital expenditure requirements for at least the next 12 months.

Operating Activities

Operating activities provided $436.5 million of cash in 2013, as a result of our improved operating performance compared to 2012. The cash flow from operating activities consisted primarily of the changes in our operating assets and liabilities, with deferred revenue increasing $134.5 million and accounts payable and other liabilities increasing $114.7 million, partially offset by an increase in accounts receivable of $102.6 million, and an increase in excess tax benefit from stock-based compensation of $43.8 million, which is reclassified as a financing activity. The increases in our deferred revenue and accounts payable and other liabilities were primarily due to increases in transaction volumes in 2013 compared to 2012. We had net income in 2013 of $26.8 million, which included non-cash stock-based compensation of $193.9 million and non-cash depreciation and amortization of $134.5 million.

Operating activities provided $267.1 million of cash in 2012, primarily resulting from our improved operating performance as compared to the prior year. The cash flow from operating activities consisted primarily of the changes in our operating assets and liabilities, with deferred revenue increasing $117.9 million and accounts payable and other liabilities increasing $85.6 million, partially offset by an increase in accounts receivable of $91.3 million, an increase in excess tax benefit from the exercise of stock options of $35.8 million, which is reclassified as a financing activity, and an increase in prepaid expenses and other assets of $7.7 million. The increases in our deferred revenue and accounts receivable were primarily due to increases in transaction volumes in 2012 compared to 2011. We had net income in 2012 of $21.6 million, which included non-cash depreciation and amortization of $79.8 million and non-cash stock-based compensation of $86.3 million.

Operating activities provided $133.4 million of cash in 2011, primarily resulting from our improved operating performance as compared to the prior year. The cash flow from operating activities primarily resulted from changes in our operating assets and liabilities, with deferred revenue increasing $74.8 million and accounts payable and other liabilities increasing $37.0 million, partially offset by an increase in accounts receivable of $54.9 million and an increase in prepaid expenses and other assets of $14.1 million. The increases in our deferred revenue and accounts receivable were primarily due to our revenue growth in 2011 as compared to 2010. We had net income in 2011 of $11.9 million, which included non-cash depreciation and amortization of $43.1 million and non-cash stock-based compensation of $29.8 million.

Investing Activities

Our primary investing activities consisted of purchases of investments, purchases of property and equipment specifically related to the build out of our data centers, as well as payments for intangible assets and strategic acquisitions. We also continued to invest in technology hardware to support our growth, software to support website functionality development, website operations and our corporate infrastructure. Purchases of property and equipment may vary from period to period due to the timing of the expansion of our operations and website and internal-use software development. We expect to continue to invest in property and equipment and development of software in 2014. Our planned purchases of property and equipment for 2014 are expected to be in the range of $365 million and $385 million.

In 2013, we had net purchases of investments of $1,055.4 million, purchases of property and equipment of $278.0 million, and payments for intangible assets and acquisitions, net of cash acquired, of $19.2 million. In 2012, we had net purchases of investments of $245.5 million, purchases of property and equipment of $125.4 million, and made payments for intangible assets and acquisitions, net of cash acquired, of $57.0 million. In 2011, we had net purchases of investments of $239.4 million, purchases of property and equipment of $89.0 million, and made payments for intangible assets and acquisitions, net of cash acquired, of $7.4 million.

Financing Activities

Our financing activities in 2013 consisted primarily of $1,348.1 million in proceeds from our follow-on offering, net of underwriting discounts and commissions and other costs associated with this offering. With the exception of the offering, the remainder of our financing activities consisted primarily of the excess tax benefit from stock-based compensation, and the net proceeds from the issuance of common stock from employee stock option exercises.

Our financing activities in 2012 consisted primarily of net proceeds from the issuance of common stock from employee option exercises and stock purchase plan, as well as the excess tax benefit from the exercise of stock options.

Our financing activities in 2011 consisted primarily of $426.5 million in proceeds from our IPO and follow-on offering, net of offering costs. Our financing activities in 2011 also included net proceeds from the issuance of common stock from employee option exercises.

Off Balance Sheet Arrangements

We did not have any off balance sheet arrangements in 2013, 2012 or 2011.

Contractual Obligations

We lease office space for our headquarters in Mountain View, California under operating leases that we expect to expire in 2023. We lease other facilities around the world, including office space in Sunnyvale, California, to be constructed by our landlord, the longest of which expires in 2026. We have several material long-term purchase obligations outstanding with third parties. We do not have any debt or material capital lease obligations. As of December 31, 2013, the following table summarizes our contractual obligations and the effect such obligations are expected to have on our liquidity and cash flow in future periods:

	Payments Due by Period				
	Total	Less Than 1 Year	1 - 3 Years	3 - 5 Years	More Than 5 Years
			(in thousands)		
Operating lease obligations(1)	$965,368	$71,126	$192,937	$176,014	$525,291
Purchase obligations	$ 76,347	$46,270	$ 25,434	$ 4,643	$ —

(1) Subsequent to December 31, 2013, we leased additional space in New York, New York. The lease expires in 2026 and aggregate future minimum lease payments for this facility are approximately $25.6 million.

The contractual commitment amounts in the table above are associated with agreements that are enforceable and legally binding. Obligations under contracts that we can cancel without a significant penalty are not included in the table above.

Contingent obligations arising from unrecognized tax benefits are not included in the contractual obligations because it is expected that the unrecognized benefits would only result in an insignificant amount of cash payments.

Item 7A. *Quantitative and Qualitative Disclosure about Market Risk*

We have operations both within the United States and internationally, and we are exposed to market risks in the ordinary course of our business. These risks include primarily interest rate, foreign exchange risks and inflation.

Interest Rate Fluctuation Risk

We had cash, cash equivalents, and marketable securities of $2,329.3 million and $749.5 million as of December 31, 2013 and 2012, respectively. This amount was invested primarily in money market funds and highly liquid investment grade fixed income securities. The cash, cash equivalents and marketable securities are held for working capital purposes. Our investment policy and strategy is focused on the preservation of capital and supporting our liquidity requirements. We do not enter into investments for trading or speculative purposes. At December 31, 2013, the weighted-average duration of our investment portfolio was less than one year.

Our fixed-income portfolio is subject to fluctuations in interest rates, which could affect our results of operations. Based on our investment portfolio balance as of December 31, 2013, a hypothetical increase in interest rates of 1% (100 basis points) would have resulted in a decrease in the fair value of our portfolio of approximately $13.8 million, and a hypothetical increase of 0.5% (50 basis points) would have resulted in a decrease in the fair value of our portfolio of approximately $6.9 million.

Foreign Currency Exchange Risks

We have foreign currency exchange risks related to our revenue and operating expenses denominated in currencies other than the U.S. dollar, principally the British Pound Sterling, the Euro, the Australian dollar, the Canadian dollar, the Indian rupee and the Singapore dollar. The volatility of exchange rates depends on many factors that we cannot forecast with reliable accuracy. We have experienced and will continue to experience fluctuations in our net income as a result of gains (losses) related to remeasuring certain monetary assets and liabilities that are denominated in currencies other than the U.S. dollar. In the event our foreign currency denominated assets, liabilities, sales or expenses increase, our operating results may be more greatly affected by fluctuations in the exchange rates of the currencies in which we do business.

We enter into foreign currency derivative contracts to hedge against assets and liabilities for which we have foreign currency exposure to minimize the risk that our earnings will be adversely affected by exchange rate fluctuations. Our foreign currency derivative contracts are not designated as hedging instruments. These derivative instruments are carried at fair value with changes in the fair value recorded to other income (expense), net in our consolidated statements of operations. These contracts do not subject us to material balance sheet risk due to exchange rate movements because gains and losses on these derivatives are intended to offset gains and losses on the hedged foreign currency denominated assets and liabilities.

As of December 31, 2013, we had outstanding foreign currency derivative contracts with a total notional amount of $94.8 million. If overall foreign currency exchange rates appreciated (depreciated) uniformly by 5% against the U.S. dollar, our foreign currency derivative contracts outstanding as of December 31, 2013 would experience a loss (gain) of approximately $4.6 million.

Inflation Risk

We do not believe that inflation has had a material effect on our business, financial condition or results of operations. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability or failure to do so could harm our business, financial condition and results of operations.

Item 8. ***Financial Statements and Supplementary Data***

LINKEDIN CORPORATION

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

The supplementary financial information required by this Item 8 is included in Item 7 under the caption "Quarterly Results of Operations."

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
LinkedIn Corporation
Mountain View, California

We have audited the accompanying consolidated balance sheets of LinkedIn Corporation and subsidiaries (the "Company") as of December 31, 2013 and 2012, and the related consolidated statements of operations, comprehensive income, redeemable convertible preferred stock and stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2013. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of LinkedIn Corporation and subsidiaries as of December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2013, based on the criteria established in *Internal Control—Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 13, 2014, expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP

San Jose, California
February 13, 2014

LINKEDIN CORPORATION

CONSOLIDATED BALANCE SHEETS

(In thousands, except share data)

	December 31, 2013	December 31, 2012
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 803,089	$ 270,408
Marketable securities	1,526,212	479,141
Accounts receivable (net of allowance for doubtful accounts of $6,138 and $3,774 at December 31, 2013 and 2012, respectively)	302,168	203,607
Deferred commissions	47,496	30,232
Prepaid expenses	32,114	14,344
Other current assets	44,391	21,065
Total current assets	2,755,470	1,018,797
Property and equipment, net	361,741	186,677
Goodwill	150,871	115,214
Intangible assets, net	43,046	32,780
Other assets	41,665	28,862
TOTAL ASSETS	$3,352,793	$1,382,330
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 66,744	$ 53,559
Accrued liabilities	183,004	104,077
Deferred revenue	392,243	257,743
Total current liabilities	641,991	415,379
DEFERRED TAX LIABILITIES	14,879	27,717
OTHER LONG TERM LIABILITIES	61,529	30,810
Total liabilities	718,399	473,906
COMMITMENTS AND CONTINGENCIES (Note 10)		
REDEEMABLE NONCONTROLLING INTEREST	5,000	—
STOCKHOLDERS' EQUITY (Note 11):		
Class A common stock, $0.0001 par value; 1,000,000,000 shares authorized, 103,218,118 and 103,194,534 shares issued and outstanding, respectively, at December 31, 2013 and 89,861,658 and 88,829,278 shares issued and outstanding, respectively, at December 31, 2012	10	9
Class B common stock, $0.0001 par value; 120,000,000 shares authorized, 17,157,215 and 19,817,923 shares issued and outstanding at December 31, 2013 and 2012, respectively	2	2
Additional paid-in capital	2,573,449	879,303
Accumulated other comprehensive income	314	260
Accumulated earnings	55,619	28,850
Total stockholders' equity	2,629,394	908,424
TOTAL LIABILITIES, REDEEMABLE NONCONTROLLING INTEREST AND STOCKHOLDERS' EQUITY	$3,352,793	$1,382,330

See notes to consolidated financial statements.

LINKEDIN CORPORATION

CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

	Year Ended December 31,		
	2013	2012	2011
Net revenue	$1,528,545	$972,309	$522,189
Costs and expenses:			
Cost of revenue (exclusive of depreciation and amortization shown separately below)	202,908	125,521	81,448
Sales and marketing	522,100	324,896	164,703
Product development	395,643	257,179	132,222
General and administrative	225,566	128,002	74,871
Depreciation and amortization	134,516	79,849	43,100
Total costs and expenses	1,480,733	915,447	496,344
Income from operations	47,812	56,862	25,845
Other income (expense), net	1,416	252	(2,903)
Income before income taxes	49,228	57,114	22,942
Provision for income taxes	22,459	35,504	11,030
Net income	$ 26,769	$ 21,610	$ 11,912
Net income per share of common stock:			
Basic	$ 0.24	$ 0.21	$ 0.15
Diluted	$ 0.23	$ 0.19	$ 0.11
Weighted-average shares used to compute net income per share:			
Basic	113,643	105,166	77,185
Diluted	118,944	112,844	104,118

See notes to consolidated financial statements.

LINKEDIN CORPORATION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)

	Year Ended December 31,		
	2013	2012	2011
Net income	$26,769	$21,610	$11,912
Other comprehensive income:			
Change in unrealized gains on investments, net of tax	113	273	103
Less: reclassification adjustment for net investment gains included in net income, net of tax	(59)	(113)	—
Total other comprehensive income	54	160	103
Comprehensive income	$26,823	$21,770	$12,015

See notes to consolidated financial statements.

LINKEDIN CORPORATION

CONSOLIDATED STATEMENTS OF REDEEMABLE CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2013, 2012 AND 2011

(In thousands, except shares)

	Redeemable Convertible Preferred Stock		Stockholders' Equity							
			Convertible Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Earnings (Deficit)	Total
	Shares	Amount	Shares	Amount	Shares	Amount				
BALANCE—December 31, 2010	10,957,631	$ 87,981	34,689,570	$ 15,846	43,308,742	$ 4	$ 25,074	$ (3)	$ (4,672)	$ 36,249
Issuance of common stock upon initial public offering, net of offering costs	—	—	—	—	6,003,804	1	248,405	—	—	248,406
Conversion of preferred stock to common stock upon initial public offering	(10,957,631)	(87,981)	(34,689,570)	(15,846)	45,647,201	5	103,822	—	—	87,981
Issuance of common stock in connection with follow-on offering, net of offering costs	—	—	—	—	2,583,755	—	177,318	—	—	177,318
Issuance of common stock upon exercise of employee stock options	—	—	—	—	3,665,152	—	13,068	—	—	13,068
Issuance of common stock in connection with employee stock purchase plan	—	—	—	—	164,367	—	6,287	—	—	6,287
Issuance of common stock related to acquisitions	—	—	—	—	129,203	—	8,059	—	—	8,059
Vesting of early exercised stock options	—	—	—	—	—	—	3,704	—	—	3,704
Repurchase of unvested early exercised stock options	—	—	—	—	(21,830)	—	—	—	—	—
Stock-based compensation	—	—	—	—	—	—	30,292	—	—	30,292
Excess income tax benefit from stock-based compensation	—	—	—	—	—	—	1,600	—	—	1,600
Change in net unrealized gain on investments	—	—	—	—	—	—	—	103	—	103
Net income	—	—	—	—	—	—	—	—	11,912	11,912
BALANCE—December 31, 2011	—	$ —	—	$ —	101,480,394	$10	$617,629	$100	$ 7,240	$624,979

See notes to consolidated financial statements.

LINKEDIN CORPORATION

CONSOLIDATED STATEMENTS OF REDEEMABLE CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS' EQUITY (Continued)

FOR THE YEARS ENDED DECEMBER 31, 2013, 2012 AND 2011

(In thousands, except shares)

	Redeemable Convertible Preferred Stock		Stockholders' Equity							
			Convertible Preferred Stock		Common Stock		Additional Capital Paid-In	Accumulated Other Comprehensive Income (Loss)	Accumulated Earnings (Deficit)	Total
	Shares	Amount	Shares	Amount	Shares	Amount				
BALANCE—December 31, 2011	—	$—	—	$—	101,480,394	$10	$ 617,629	$100	$ 7,240	$ 624,979
Issuance of common stock upon exercise of employee stock options	—	—	—	—	5,864,624	1	44,401	—	—	44,402
Issuance of common stock upon vesting of restricted stock units	—	—	—	—	293,701	—	—	—	—	—
Issuance of common stock in connection with employee stock purchase plan	—	—	—	—	232,994	—	16,862	—	—	16,862
Issuance of common stock related to acquisitions, net of reacquired shares	—	—	—	—	860,497	—	71,478	—	—	71,478
Vesting of early exercised stock options	—	—	—	—	—	—	3,365	—	—	3,365
Repurchase of unvested early exercised stock options	—	—	—	—	(85,009)	—	—	—	—	—
Stock-based compensation	—	—	—	—	—	—	89,739	—	—	89,739
Excess income tax benefit from stock-based compensation	—	—	—	—	—	—	35,829	—	—	35,829
Change in net unrealized gain on investments	—	—	—	—	—	—	—	160	—	160
Net income	—	—	—	—	—	—	—	—	21,610	21,610
BALANCE—December 31, 2012	—	$—	—	$—	108,647,201	$11	$ 879,303	$260	$28,850	$ 908,424
Issuance of common stock in connection with follow-on offering, net of offering costs	—	—	—	—	6,188,340	1	1,348,058	—	—	1,348,059
Issuance of common stock upon exercise of employee stock options	—	—	—	—	3,659,817	—	32,824	—	—	32,824
Issuance of common stock upon vesting of restricted stock units	—	—	—	—	1,154,252	—	—	—	—	—
Issuance of common stock in connection with employee stock purchase plan	—	—	—	—	217,743	—	24,589	—	—	24,589
Issuance of common stock related to acquisitions, net of reacquired shares	—	—	—	—	487,958	—	40,834	—	—	40,834
Vesting of early exercised stock options	—	—	—	—	—	—	937	—	—	937
Repurchase of unvested early exercised stock options	—	—	—	—	(3,562)	—	—	—	—	—
Stock-based compensation	—	—	—	—	—	—	203,149	—	—	203,149
Excess income tax benefit from stock-based compensation	—	—	—	—	—	—	43,755	—	—	43,755
Change in net unrealized gain on investments	—	—	—	—	—	—	—	54	—	54
Net income	—	—	—	—	—	—	—	—	26,769	26,769
BALANCE—December 31, 2013	—	$—	—	$—	120,351,749	$12	$2,573,449	$314	$55,619	$2,629,394

See notes to consolidated financial statements.

LINKEDIN CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

	Year Ended December 31,		
	2013	2012	2011
OPERATING ACTIVITIES:			
Net income	$ 26,769	$ 21,610	$ 11,912
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	134,516	79,849	43,100
Provision for doubtful accounts and sales returns	4,775	623	3,109
Stock-based compensation	193,915	86,319	29,768
Excess income tax benefit from stock-based compensation	(43,755)	(35,829)	(1,600)
Changes in operating assets and liabilities:			
Accounts receivable	(102,618)	(91,277)	(54,908)
Deferred commissions	(18,249)	(17,145)	(5,271)
Prepaid expenses and other assets	(11,213)	(7,663)	(14,111)
Accounts payable and other liabilities	114,713	85,561	36,950
Income taxes, net	3,120	27,077	9,662
Deferred revenue	134,500	117,945	74,813
Net cash provided by operating activities	436,473	267,070	133,424
INVESTING ACTIVITIES:			
Purchases of property and equipment	(278,019)	(125,420)	(88,978)
Purchases of investments	(1,493,754)	(443,992)	(251,174)
Sales of investments	179,904	58,594	8,255
Maturities of investments	258,425	139,911	3,500
Payments for intangible assets and acquisitions, net of cash acquired	(19,197)	(57,036)	(7,404)
Changes in deposits and restricted cash	(4,904)	(5,085)	(2,681)
Net cash used in investing activities	(1,357,545)	(433,028)	(338,482)
FINANCING ACTIVITIES:			
Proceeds from initial public offering, net of offering costs	—	—	248,803
Proceeds from follow-on offering, net of offering costs	1,348,059	(382)	177,700
Proceeds from issuance of preferred shares in joint venture	4,600	—	—
Proceeds from issuance of common stock from employee stock options	32,824	44,402	13,124
Proceeds from issuance of common stock from employee stock purchase plan	24,589	16,862	6,287
Excess income tax benefit from stock-based compensation	43,755	35,829	1,600
Other financing activities	392	(148)	4,951
Net cash provided by financing activities	1,454,219	96,563	452,465
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	(466)	755	(1,310)
CHANGE IN CASH AND CASH EQUIVALENTS	532,681	(68,640)	246,097
CASH AND CASH EQUIVALENTS—Beginning of period	270,408	339,048	92,951
CASH AND CASH EQUIVALENTS—End of period	$ 803,089	$ 270,408	$ 339,048
SUPPLEMENTAL DISCLOSURES OF OTHER CASH FLOW INFORMATION:			
Cash paid for income taxes	$ 6,049	$ 2,828	$ 2,261
SUPPLEMENTAL DISCLOSURES OF NONCASH INVESTING AND FINANCING ACTIVITIES:			
Conversion of preferred stock to common stock	$ —	$ —	$ 103,827
Purchases of property and equipment recorded in accounts payable and accrued liabilities	$ 25,724	$ 22,223	$ 10,974
Offering costs not yet paid	$ —	$ —	$ 382
Vesting of early exercised stock options	$ 937	$ 3,365	$ 3,704
Issuance of Class A common stock and stock options for business combinations	$ 40,927	$ 71,478	$ 8,059

See notes to consolidated financial statements.

Notes to Consolidated Financial Statements

1. Description of Business and Summary of Significant Accounting Policies

LinkedIn Corporation and its subsidiaries (the "Company"), a Delaware corporation, was incorporated on March 6, 2003. The Company operates an online professional network on the Internet through which the Company's members are able to create, manage and share their professional identities online, build and engage with their professional networks, access shared knowledge and insights, and find business opportunities, enabling them to be more productive and successful. The Company believes it is the most extensive, accurate and accessible network focused on professionals.

Certain Significant Risks and Uncertainties

The Company operates in a dynamic industry and, accordingly, can be affected by a variety of factors. For example, management of the Company believes that changes in any of the following areas could have a significant negative effect on the Company in terms of its future consolidated financial position, results of operations, or cash flows: scaling and adaptation of existing technology and network infrastructure; protection of customers' information and privacy concerns; security measures related to the Company's website; rates of revenue growth; engagement and usage of the Company's solutions; management of the Company's growth; new markets and international expansion; protection of the Company's brand and intellectual property; competition in the Company's market; qualified employees and key personnel; intellectual property infringement and other claims; and changes in government regulation affecting the Company's business, among other things.

Principles of Consolidation

The consolidated financial statements include the Company, its wholly-owned subsidiaries, and variable interest entities in which LinkedIn is the primary beneficiary in accordance with the consolidation accounting guidance. All intercompany balances and transactions have been eliminated.

Redeemable noncontrolling interest is included within the equity section in the consolidated balance sheets. Redeemable noncontrolling interest is considered to be temporary equity and is therefore reported outside of permanent equity at the greater of the initial carrying amount adjusted for the noncontrolling interest's share of earnings, or its redemption value.

Use of Estimates

The preparation of the Company's consolidated financial statements in conformity with generally accepted accounting principles ("GAAP") in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of income and expenses during the reporting period. These estimates are based on information available as of the date of the consolidated financial statements; therefore, actual results could differ from management's estimates.

Concentrations of Credit Risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist primarily of cash and cash equivalents, marketable securities, foreign exchange contracts and accounts receivable. Although the Company deposits its cash with multiple high credit quality financial institutions, its deposits, at times, may exceed federally insured limits. The Company's investment portfolio consists of investment grade securities diversified amongst security types, industries, and issuers. The Company's investment policy limits the amount of credit exposure to a maximum of 5% for any one issuer, except for its U.S. treasury and agency securities, and the Company believes no significant concentration risk exists with respect to these investments. Foreign exchange contracts are transacted with various financial institutions with high credit standings.

Credit risk with respect to accounts receivable is dispersed due to the large number of customers, none of which accounted for more than 10% of total accounts receivable as of December 31, 2013 and 2012. In addition, the Company's credit risk is mitigated by the relatively short collection period. The Company records accounts receivable at the invoiced amount and does not charge interest. Collateral is not required for accounts receivable. The Company maintains an allowance for doubtful accounts receivable balances. The allowance is based upon historical loss patterns, the number of days that billings are past due, and an evaluation of the potential risk of loss associated with delinquent accounts. The following table presents the changes in the allowance for doubtful accounts (in thousands):

	Year Ended December 31,		
	2013	2012	2011
Allowance for doubtful accounts:			
Balance, beginning of period	$ 3,774	$ 5,460	$2,672
Add: bad debt expense (credit)	4,130	(176)	2,526
Less: write-offs, net of recoveries and other adjustments	(1,766)	(1,510)	262
Balance, end of period	$ 6,138	$ 3,774	$5,460

Foreign Currency

The functional currency of the Company's foreign subsidiaries is generally the U.S. dollar. Transaction gains and losses are included in other income (expense), net in the accompanying consolidated statements of operations.

Cash Equivalents

Cash equivalents consist of highly liquid marketable securities with original maturities of three months or less at the time of purchase and consist primarily of money market funds, commercial paper, U.S. treasury securities and U.S. agency securities. Cash equivalents are stated at fair value.

Marketable Securities

Marketable securities consist of commercial paper, certificates of deposit, U.S. treasury securities, U.S. agency securities, corporate debt securities and municipal securities, and are classified as available-for-sale securities. As the Company views these securities as available to support current operations, it has classified all available-for-sale securities as short-term. Available-for-sale securities are carried at fair value with unrealized gains and losses reported as a component of accumulated other comprehensive income in stockholders' equity, while realized gains and losses and other-than-temporary impairments are reported as a component of net income. For the periods presented, realized and unrealized gains and losses on investments were not material. An impairment charge is recorded in the consolidated statements of operations for declines in fair value below the cost of an individual investment that are deemed to be other than temporary. The Company assesses whether a decline in value is temporary based on the length of time that the fair market value has been below cost, the severity of the decline and the intent and ability to hold or sell the investment. The Company did not identify any marketable securities as other-than-temporarily impaired as of December 31, 2013 and 2012.

Fair Value of Financial Instruments

The Company applies fair value accounting for all financial assets and liabilities and non-financial assets and liabilities that are recognized or disclosed at fair value in the financial statements on a recurring basis. Fair value is based on an expected exit price as defined by the authoritative guidance on fair value measurements, which represents the amount that would be received on the sale of an asset or paid to transfer a liability, as the case may be, in an orderly transaction between market participants. As such, fair value may be based on assumptions that market participants would use in pricing an asset or liability. The authoritative guidance on fair value measurements establishes a consistent framework for measuring fair value on either a recurring or nonrecurring basis whereby inputs, used in valuation techniques, are assigned a hierarchical level. The following are the hierarchical levels of inputs to measure fair value:

- *Level 1:* Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.
- *Level 2:* Inputs reflect: quoted prices for identical assets or liabilities in markets that are not active; quoted prices for similar assets or liabilities in active markets; inputs other than quoted prices that are observable for the assets or liabilities; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- *Level 3:* Unobservable inputs reflecting the Company's assumptions incorporated in valuation techniques used to determine fair value. These assumptions are required to be consistent with market participant assumptions that are reasonably available.

The valuation techniques used to measure the fair value of money market funds and treasury securities were derived from quoted market prices for identical instruments in active markets. The valuation technique used to measure the fair value of the Company's Level 2 fixed income securities are obtained from an independent pricing service, which may use quoted market prices for identical or comparable instruments or model-driven valuation using significant inputs derived from or corroborated by observable market data. The Company's procedures include controls to ensure that appropriate fair values are recorded, including comparing the fair values obtained from the Company's pricing service against fair values obtained from another independent source.

Deferred Commissions

Deferred commissions are the incremental costs that are directly associated with non-cancelable subscription contracts primarily related to sales of the Company's Talent Solutions products. Deferred commissions consist of sales commissions paid to the Company's direct sales representatives and certain third-party agencies and are deferred and amortized over the non-cancelable terms of the related customer contracts, which are generally 12 months. The commission payments are generally paid in full the month after the customer contract is signed. The deferred commission amounts are recoverable through future revenue streams under the non-cancelable customer contracts. The Company believes the commission charges are so closely related to the revenue from the non-cancelable customer contracts that they should be recorded as an asset and charged to expense over the same period that the subscription revenue is recognized. Short-term deferred commissions are included in deferred commissions while long-term deferred commissions are included in other assets in the accompanying consolidated balance sheets. The amortization of deferred commissions is included in sales and marketing expense in the accompanying consolidated statements of operations.

Derivative Financial Instruments

The Company enters into foreign currency derivative contracts with financial institutions to reduce the risk that its cash flows and earnings will be adversely affected by foreign currency exchange rate fluctuations. The Company's foreign currency derivative contracts, which are not designated as hedging instruments, are used to reduce the exchange rate risk associated with its foreign currency denominated monetary assets and liabilities. The Company's program is not designated for trading or speculative purposes. The foreign currency derivative contracts that were not settled as of December 31, 2013 and 2012 are recorded at fair value in the consolidated balance sheets. Foreign currency derivative contracts are marked-to-market at the end of each reporting period and the related gains and losses are recognized in other income (expense), net of transaction gains or losses related to the hedged items in the accompanying consolidated statements of operations.

Net realized and unrealized gains and losses were not material for the years ended December 31, 2013, 2012, and 2011. As of December 31, 2013 and 2012, the Company had outstanding foreign currency derivative contracts with a total notional amount of $94.8 million and $83.5 million, respectively.

Property and Equipment

Property and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, which range from two to five years. Leasehold improvements are amortized over the shorter of the lease term or expected useful lives of the improvements. Depreciation expense totaled $118.1 million, $70.0 million and $39.5 million for the years ended December 31, 2013, 2012 and 2011, respectively.

Website and Internal-Use Software Development Costs

The Company capitalizes certain costs to develop its website and internal-use software when preliminary development efforts are successfully completed, management has authorized and committed project funding, and it is probable that the project will be completed and the software will be used as intended. Such costs are amortized on a straight-line basis over the estimated useful life of the related asset, which approximates two to three years. Costs incurred prior to meeting these criteria, together with costs incurred for training and maintenance, are expensed as incurred.

The Company capitalized website and internal-use software costs of $39.3 million, $20.0 million and $10.9 million for the years ended December 31, 2013, 2012 and 2011, respectively. The Company's capitalized website and internal-use software amortization is included in depreciation and amortization in the Company's consolidated statements of operations, and totaled $15.6 million, $11.2 million and $5.4 million for the years ended December 31, 2013, 2012 and 2011, respectively. The Company had unamortized capitalized website and internal-use software of $44.3 million and $20.7 million in the consolidated balance sheets as of December 31, 2013 and 2012, respectively.

Goodwill, Intangible Assets, Long-Lived Assets and Impairment Assessments

Goodwill. Goodwill represents the excess of the purchase price of an acquired business over the fair value of the underlying net tangible and intangible assets. Goodwill is evaluated for impairment annually in the third quarter of the Company's fiscal year, and whenever events or changes in circumstances indicate the carrying value of goodwill may not be recoverable. Triggering events that may indicate impairment include, but are not limited to, a significant adverse change in customer demand or business climate that could affect the value of goodwill or a significant decrease in expected cash flows. Since inception through December 31, 2013, the Company did not have any goodwill impairment.

Intangible assets. Intangible assets consist of identifiable intangible assets, primarily developed technology, resulting from the Company's acquisitions. Acquired intangible assets are recorded at cost, net of accumulated amortization. Intangible assets are amortized on a straight-line basis over their estimated useful lives.

Long-lived assets. The Company evaluates its long-lived assets for impairment, including property and equipment and intangible assets, whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets.

Legal Contingencies

The Company is regularly subject to claims, lawsuits, investigations, and other proceedings that arise in the ordinary course of business. Certain of these matters include speculative claims for substantial or indeterminate amounts of damages. The Company records a liability when it believes that it is both probable that a loss has been incurred, and the amount can be reasonably estimated. Significant judgment is required to determine both likelihood of there being and the estimated amount of a loss related to such matters. The Company periodically evaluates developments in its legal matters that could affect the amount of liability that it has previously accrued, if any, and adjusts accordingly to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and updated information. Until the final resolution of such matters, there may be an exposure to loss in excess of the amount recorded, and such amounts could be material. Any estimates and assumptions that change or prove to have been incorrect could have a material impact on the Company's business, consolidated financial position, results of operations, or cash flows.

In management's opinion, there was not at least a reasonable possibility that the Company may have incurred a material loss, or a material loss in excess of a recorded accrual, with respect to loss contingencies for legal and other contingencies as of December 31, 2013. However, the outcome of litigation is inherently uncertain. Therefore, although management considers the likelihood of such an outcome to be remote, if one or more of these legal matters were resolved against the Company in the same reporting period for amounts in excess of management's expectations, its consolidated financial statements of a particular reporting period could be materially adversely affected.

Revenue Recognition

In general, the Company recognizes revenue when (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred or services have been rendered to the customer, (iii) the fee is fixed or determinable, and (iv) collectability is reasonably assured. Where arrangements have multiple elements, revenue is allocated to the elements based on the relative selling price method and revenue is recognized based on the Company's policy for each respective element.

The Company generates revenue primarily from sales of the following services:

- *Talent Solutions*—Talent Solutions revenue is derived primarily from providing access to the LinkedIn Recruiter product and job postings. The Company provides access to its professional database of both active and passive job candidates with LinkedIn Recruiter, which allows corporate recruiting teams to identify candidates based on industry, job function, geography, experience/education, and other specifications. Revenue from providing access to the LinkedIn Recruiter product is recognized ratably over the subscription period, which consists primarily of annual subscriptions that are billed monthly, quarterly, or annually. The Company also earns revenue from the placement of job postings on its website, which generally run for 30 days. Independent recruiters can pay to post job openings that are accessible through job searches or targeted job matches. Revenue from job postings is recognized as the posting is displayed or the contract period, whichever is shorter.

- *Marketing Solutions*—The Company earns revenue from the display of advertisements (both graphic and text link) on its website primarily based on a cost per advertisement model. Revenue from Internet advertising is generally recognized on a gross basis, with the exception of transactions with advertising agencies, which are recognized net of agency discounts. The typical duration of the Company's advertising contracts is approximately two months.
- *Premium Subscriptions*—The Company sells various subscriptions to customers that allow users to have further access to premium services via its LinkedIn.com website. The Company offers its members monthly or annual subscriptions. Revenue from Premium Subscription services is recognized ratably over the contractual period, generally from one to 12 months.

Amounts billed or collected in excess of revenue recognized are included as deferred revenue. Sales tax is excluded from reported net revenue. Although historical refunds have been minimal, the Company estimates allowances for each revenue type shown above based on information available as of each balance sheet date. This information includes historical refunds as well as specific known service quality issues. The Company records revenue for transactions in which it acts as an agent on a net basis, and revenue for transactions in which it acts as a principal on a gross basis.

A majority of the Company's arrangements for Talent Solutions and Marketing Solutions include multiple deliverables. In accordance with authoritative guidance on revenue recognition, the Company allocates consideration at the inception of an arrangement to all deliverables based on the relative selling price method in accordance with the selling price hierarchy. The objective of the hierarchy is to determine the price at which the Company would transact a sale if the service were sold on a stand-alone basis and requires the use of: (i) vendor-specific objective evidence ("VSOE") if available; (ii) third-party evidence ("TPE") if VSOE is not available; and (iii) best estimate of selling price ("BESP") if neither VSOE nor TPE is available.

VSOE. The Company determines VSOE based on its historical pricing and discounting practices for the specific product or service when sold separately. In determining VSOE, the Company requires that a substantial majority of the selling prices for these services fall within a reasonably narrow pricing range.

The Company has not historically priced its Marketing Solutions within a narrow range to establish VSOE for such products. As a result, the Company has established VSOE for a limited number of Talent Solutions products, and for such products, VSOE has been used to allocate the selling price to deliverables.

TPE. When VSOE cannot be established for deliverables in multiple element arrangements, the Company applies judgment with respect to whether it can establish a selling price based on TPE. TPE is determined based on competitor prices for similar deliverables when sold separately. Generally, the Company's go-to-market strategy differs from that of its peers and its offerings contain a significant level of differentiation such that the comparable pricing of services with similar functionality cannot be obtained. Furthermore, the Company is unable to reliably determine what similar competitor services' selling prices are on a stand-alone basis. As a result, the Company has not been able to establish selling prices based on TPE.

BESP. When the Company is unable to establish selling prices using VSOE or TPE, the Company uses BESP in its allocation of arrangement consideration. BESP is generally used to allocate the selling price to deliverables in the Company's multiple element arrangements. The Company determines BESP for deliverables by considering multiple factors including, but not limited to, its pricing practices, prices it charges for similar offerings, sales volume, geographies, market conditions, and the competitive landscape.

Advertising Costs

Advertising costs are expensed when incurred and are included in sales and marketing expense in the accompanying consolidated statements of operations. The Company incurred advertising costs of $3.9 million, $3.6 million and $2.4 million for the years ended December 31, 2013, 2012 and 2011, respectively.

Stock-Based Compensation

Stock-based compensation expense is measured at the grant date based on the fair value of the award and is recognized on a straight-line basis over the requisite service period of the award, which is generally four years. For further information, see Note 11, *Stockholders' Equity*.

Leases and Asset Retirement Obligations

The Company leases its office facilities and data centers under operating lease agreements. Office facilities subject to an operating lease and the related lease payments are not recorded on the Company's balance sheet. The terms of certain lease agreements provide for increasing rental payments; however, the Company recognizes rent expense on a straight-line basis over the lease period in accordance with authoritative accounting guidance. Any lease incentives are recognized as reductions of rental expense on a straight-line basis over the term of the lease. The lease term begins on the date of the initial possession of the leased property for purposes of recognizing lease expense.

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

Rental expense, principally for leased office space and data centers under operating lease commitments, was $54.9 million, $30.7 million and $10.1 million for the years ended December 31, 2013, 2012 and 2011, respectively.

Income Taxes

The Company records income taxes using the asset and liability method which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Company's consolidated financial statements or tax returns. In estimating future tax consequences, generally all expected future events other than enactments or changes in the tax law or rates are considered. Valuation allowances are provided when necessary to reduce deferred tax assets to the amount expected to be realized.

2. Fair Value Measurements

The Company measures its cash equivalents, marketable securities and foreign currency derivative contracts at fair value based on an expected exit price as defined by the authoritative guidance on fair value measurements, which represents the amount that would be received on the sale of an asset or paid to transfer a liability, as the case may be, in an orderly transaction between market participants. As such, fair value may be based on assumptions that market participants would use in pricing an asset or liability. The authoritative guidance on fair value measurements establishes a consistent framework for measuring fair value on either a recurring or nonrecurring basis, whereby, inputs used in valuation techniques are assigned a hierarchical level. The following are the hierarchical levels of inputs to measure fair value:

The Company's assets and liabilities that are measured at fair value on a recurring basis, by level, within the fair value hierarchy as of December 31, 2013 and 2012, are summarized as follows (in thousands):

	December 31, 2013				December 31, 2012			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets:								
Cash equivalents:								
Money market funds	$242,712	$ —	$—	$ 242,712	$148,384	$ —	$—	$148,384
Commercial paper	—	15,698	—	15,698	—	18,488	—	18,488
U.S. treasury securities	318,495	—	—	318,495	—	—	—	—
U.S. agency securities	—	50,000	—	50,000	—	—	—	—
Repurchase agreements	—	1,400	—	1,400	—	—	—	—
Marketable securities:								
Commercial paper	—	85,947	—	85,947	—	46,361	—	46,361
Certificates of deposit	—	20,025	—	20,025	—	2,005	—	2,005
U.S. treasury securities	149,908	—	—	149,908	18,197	—	—	18,197
U.S. agency securities	—	928,473	—	928,473	—	303,450	—	303,450
Corporate debt securities	—	326,345	—	326,345	—	107,517	—	107,517
Municipal securities	—	15,514	—	15,514	—	1,611	—	1,611
Other current assets:								
Foreign currency derivative contracts	—	453	—	453	—	146	—	146
Total assets	$711,115	$1,443,855	$—	$2,154,970	$166,581	$479,578	$—	$646,159
Accrued liabilities:								
Foreign currency derivative contracts	$ —	$ 1,129	$—	$ 1,129	$ —	$ 1,040	$—	$ 1,040
Total liabilities	$ —	$ 1,129	$—	$ 1,129	$ —	$ 1,040	$—	$ 1,040

The fair value of the Company's Level 1 financial instruments, which are traded in active markets, are based on quoted market prices for identical instruments. The fair value of the Company's Level 2 fixed income securities are obtained from an independent pricing service, which may use quoted market prices for identical or comparable instruments or model driven valuations using observable market data or inputs corroborated by observable market data. The Company's procedures include controls to ensure that appropriate fair values are recorded, including comparing the fair values obtained from the Company's pricing service against fair values obtained from other independent sources. The Company's derivative instruments are valued using pricing models that use observable market inputs and, therefore, are classified as Level 2.

3. Acquisitions and Joint Venture

Fiscal 2013 Joint Venture

On November 3, 2013, the Company entered into an agreement to create LinkedIn CN Limited, a joint venture ("JV") with Dragon Networking, an affiliate of China Broadband Capital, and SCCV IV Success HoldCo, Ltd., an affiliate of Sequoia Capital, (collectively, the "Partners") to engage in the investment, organization, management and operation of a professional social network in the People's Republic of China ("PRC"). As of December 31, 2013, the Company owned approximately 93% of the outstanding equity interests in the JV in the form of common shares by contributing intellectual property. The Partners contributed $5.0 million in cash in exchange for 7% of the outstanding equity interests in the form of preferred shares. Pending the occurrence of certain events, the Partners have the opportunity to contribute an additional $20.0 million in cash in exchange for equity interests in the form of preferred shares ("Second Closing"), at which point the Company and the Partners would own approximately 72% and 28% of the outstanding equity interests in the JV, respectively.

The preferred shares may be callable or puttable, generally at fair value, subject to a floor and cap, following the fifth anniversary of the Second Closing or at the occurrence of certain events.

The Company has determined it is the primary beneficiary of the JV due to the percentage ownership as well as the power to direct the activities that most significantly impact the JV's economic performance. Furthermore, the Company has the right to receive benefits and obligation to absorb losses from the entity. The liabilities of the JV are recourse solely to JV's assets, except for as it relates to a guarantee made by the Company to the JV in the event that the JV cannot fulfill the liability resulting from the exercise of the put right by the Partners.

The noncontrolling interest in the JV is classified outside of permanent equity in the Company's consolidated balance sheet as of December 31, 2013, as the preferred shares include a put right available to the noncontrolling interest holders in the future. Earnings attributable to the noncontrolling interest on the Company's consolidated financial statements include the accretion to the redemption value and were not material for any of the periods presented.

Fiscal 2013 Acquisition

On April 17, 2013, LinkedIn completed its acquisition of Alphonso Labs, Inc. ("Pulse"), a San Francisco, California-based privately held leading mobile news reader and content distribution platform. LinkedIn's purchase price of $47.6 million for all the outstanding shares of capital stock of Pulse consisted of $6.7 million in cash and 225,882 shares of LinkedIn Class A common stock. LinkedIn also issued 9,182 stock options related to assumed Pulse equity awards. The fair value of the earned portion of assumed stock options of $0.3 million is included in the purchase price, with the remaining fair value of $1.2 million resulting in post-acquisition compensation expense that will be recognized over the requisite service period of approximately three years from the date of acquisition.

The acquisition has been accounted for as a business combination under the acquisition method and, accordingly, the total purchase price is allocated to the tangible and intangible assets acquired and the liabilities assumed based on their respective fair values on the acquisition date. Pulse's results of operations have been included in the consolidated financial statements from the date of acquisition. To retain the services of certain former Pulse employees, LinkedIn offered nonvested Class A common stock that will be earned over three years from the date of acquisition. As these equity awards are subject to post-acquisition employment, the Company is accounting for them as post-acquisition compensation expense. In connection with these post-acquisition arrangements, the Company issued 244,601 shares of nonvested Class A common stock with a total fair value of $44.0 million.

The following table presents the purchase price allocation recorded in the Company's consolidated balance sheets on the acquisition date (in thousands):

	Total
Net tangible assets	$ 221
Goodwill(1)	35,657
Intangible assets(2)	14,000
Net deferred tax liability	(2,267)
Total purchase consideration	$47,611

(1) The goodwill represents the excess value over both tangible and intangible assets acquired and liabilities assumed. The goodwill in this transaction is primarily attributable to expected operational synergies, the assembled workforce, and the future development initiatives of the assembled workforce. None of the goodwill is expected to be deductible for tax purposes.

(2) Identifiable definite-lived intangible assets were comprised of developed technology of $9.5 million, trade name of $2.7 million, registered user base of $1.2 million and backlog of $0.6 million. The overall weighted-average life of the identifiable definite-lived intangible assets acquired was 2.9 years, which will be amortized on a straight-line basis over their estimated useful lives.

Pro forma results of operations for this acquisition have not been presented as the financial impact to the Company's consolidated financial statements is not material.

Fiscal 2012 Acquisitions

Slideshare

On May 17, 2012, LinkedIn completed its acquisition of Slideshare, Inc. ("Slideshare"), a San Francisco, California-based privately held provider of a professional and educational content platform that allows users to upload documents to share ideas, conduct research, connect with others, and generate leads for their businesses. LinkedIn's purchase price of $74.1 million for all the outstanding shares of capital stock of Slideshare consisted of approximately $32.2 million paid in cash consideration and 375,956 shares of LinkedIn Class A common stock. LinkedIn also issued 82,108 stock options and 14,146 restricted stock units ("RSUs") related to assumed Slideshare equity awards. The fair value of the earned portion of assumed stock options and RSUs of $2.4 million is included in the purchase price, with the remaining fair value of $6.9 million resulting in post-acquisition compensation expense that will generally be recognized ratably over two years from the date of acquisition.

The acquisition has been accounted for under the acquisition method, and, accordingly, the total purchase price has been allocated to the tangible and intangible assets acquired and the liabilities assumed based on their respective fair values on the acquisition date. Slideshare's results of operations have been included in the consolidated financial statements from the date of acquisition. To retain the services of certain former Slideshare employees, LinkedIn offered nonvested Class A common stock and cash bonuses that will be earned in equal semi-annual installments over two years from the date of acquisition. As these equity awards and payments are subject to post-acquisition employment, the Company is accounting for these arrangements as post-acquisition compensation expense. In connection with these post-acquisition arrangements, the Company issued 198,915 shares of nonvested Class A common stock with a total fair value of $20.9 million and could pay remaining retention bonuses up to $4.3 million as of December 31, 2013.

Other acquisitions

In 2012, the Company completed five other acquisitions for total cash consideration of approximately $28.3 million and 297,515 shares of LinkedIn Class A common stock. The total purchase price of these acquisitions, of which two were accounted for as the purchase of an asset and the others as purchases of businesses under the acquisition method, has been allocated to the tangible and identifiable intangible assets acquired and the net liabilities assumed based on their respective fair values on the acquisition dates.

The following table presents the purchase price allocations initially recorded in the Company's consolidated balance sheets on the respective acquisition dates (in thousands):

	Slideshare	Other Acquisitions	Total
Net tangible assets (liabilities)	$ 3,234	$ (456)	$ 2,778
Goodwill(1)	62,420	40,545	102,965
Intangible assets(2)	12,800	21,642	34,442
Deferred tax liability	(4,369)	(4,984)	(9,353)
Total purchase consideration	$74,085	$56,747	$130,832

(1) The goodwill represents the excess value over both tangible and intangible assets acquired. The goodwill in these transactions is primarily attributable to expected operational synergies, the assembled workforces, and the future development initiatives of the assembled workforces. None of the goodwill is expected to be deductible for tax purposes.

(2) Identifiable definite-lived intangible assets were comprised of developed technology of $24.3 million, trade name of $4.3 million, patents of $3.4 million, customer relationships of $1.2 million, non-compete agreements of $0.4 million and other intangible assets of $0.8 million. The overall weighted-average life of the identifiable definite-lived intangible assets acquired in the purchase of the companies was 4.5 years, which will be amortized on a straight-line basis over their estimated useful lives.

The Company's consolidated financial statements include the operating results of all acquired businesses from the date of each acquisition. Pro forma results of operations for all of these acquisitions have not been presented as the financial impact to the Company's consolidated financial statements, both individually and in aggregate, are not material.

Fiscal 2011 Acquisitions

In 2011, the Company completed its acquisition of three companies for total consideration of approximately $17.9 million, of which $9.8 million was paid in cash and $8.1 million was issued in shares of the Company's Class A common stock. These acquisitions have been accounted for under the acquisition method, and, accordingly, the total purchase price has been allocated to the tangible and identifiable intangible assets acquired and the net liabilities assumed based on their respective fair values on the acquisition date. As a result of these acquisitions, the Company recorded goodwill in the amount of $12.2 million, identifiable definite-lived intangible assets of $6.2 million, which was comprised of $4.4 million related to developed technology and $1.8 million related to non-compete agreements, and net liabilities of $0.9 million. The overall weighted-average life of the identifiable definite-lived intangible assets acquired in the purchase of the companies was 4.2 years, which will be amortized on a straight-line basis over their estimated useful lives. The Company's consolidated financial statements include the operating results of all acquired businesses from the date of each acquisition. Pro forma results of operations for these acquisitions have not been presented as the financial impact to the Company's consolidated financial statements, both individually and in aggregate, are not material.

4. Cash and Investments

The following table presents cash, cash equivalents and available-for-sale investments for the periods presented (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Market Value
December 31, 2013:				
Cash	$ 174,784	$ —	$ —	$ 174,784
Cash equivalents:				
Money market funds	242,712	—	—	242,712
Commercial paper	15,696	2	—	15,698
U.S. treasury securities	318,500	—	(5)	318,495
U.S. agency securities	50,000	—	—	50,000
Repurchase agreements	1,400	—	—	1,400
Marketable securities:				
Commercial paper	85,930	18	(1)	85,947
Certificates of deposit	20,025	2	(2)	20,025
U.S. treasury securities	149,845	67	(4)	149,908
U.S. agency securities	928,371	410	(308)	928,473
Corporate debt securities	326,027	399	(81)	326,345
Municipal securities	15,504	14	(4)	15,514
Total cash, cash equivalents, and marketable securities	$2,328,794	$912	$(405)	$2,329,301
December 31, 2012:				
Cash	$ 103,536	$ —	$ —	$ 103,536
Cash equivalents:				
Money market funds	148,384	—	—	148,384
Commercial paper	18,487	1	—	18,488
Marketable securities:				
Commercial paper	46,352	9	—	46,361
Certificates of deposit	2,000	5	—	2,005
U.S. treasury securities	18,184	13	—	18,197
U.S. agency securities	302,991	460	(1)	303,450
Corporate debt securities	107,585	10	(78)	107,517
Municipal securities	1,612	—	(1)	1,611
Total cash, cash equivalents, and marketable securities	$ 749,131	$498	$ (80)	$ 749,549

The following table presents available-for-sale investments by contractual maturity date as of December 31, 2013 (in thousands):

	Amortized Cost	Estimated Fair Market Value
Due in one year or less	$ 723,319	$ 723,512
Due after one year through two years	802,383	802,700
Total	$1,525,702	$1,526,212

5. Property and Equipment

The following table presents the detail of property and equipment, net, for the periods presented (in thousands):

	December 31, 2013	December 31, 2012
Computer equipment	$ 347,545	$ 199,022
Software	32,103	26,901
Capitalized website and internal-use software	80,074	40,971
Furniture and fixtures	28,786	17,087
Leasehold improvements	116,887	44,362
Total	605,395	328,343
Less accumulated depreciation and amortization	(243,654)	(141,666)
Property and equipment, net	$ 361,741	$ 186,677

6. Goodwill and Other Intangible Assets

Goodwill

The following table presents the goodwill activity for the periods presented (in thousands):

Goodwill—December 31, 2011	$ 12,249
2012 acquisitions	102,965
Goodwill—December 31, 2012	$115,214
2013 acquisition	35,657
Goodwill—December 31, 2013	$150,871

Other Intangible Assets

The following table presents the detail of other intangible assets for the periods presented (dollars in thousands):

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted-Average Remaining Life
December 31, 2013:				
Developed technology	$37,452	$(16,340)	$21,112	2.2 years
Trade name	7,000	(2,869)	4,131	1.9 years
Patents	16,398	(1,261)	15,137	11.1 years
Customer relationships	1,200	(380)	820	3.4 years
Other intangible assets	6,705	(4,859)	1,846	2.0 years
Total	$68,755	$(25,709)	$43,046	5.4 years
December 31, 2012:				
Developed technology	$30,952	$ (7,676)	$23,276	3.2 years
Trade name	4,300	(836)	3,464	2.4 years
Patents	4,025	(750)	3,275	13.5 years
Customer relationships	1,200	(140)	1,060	4.4 years
Other intangible assets	6,837	(5,132)	1,705	1.6 years
Total	$47,314	$(14,534)	$32,780	4.1 years

During the year ended December 31, 2013, the Company purchased patents for $12.4 million with a weighted-average life of 10.8 years.

Amortization expense for the years ended December 31, 2013, 2012 and 2011 was $16.4 million, $9.9 million and $3.6 million, respectively. Estimated future amortization of purchased intangible assets for future periods is as follows (in thousands):

Years Ending December 31,	
2014	$14,938
2015	12,031
2016	4,924
2017	1,601
2018	1,501
Thereafter	7,635
Total	$42,630

7. Accrued Liabilities

The following table presents the detail of accrued liabilities for the periods presented (in thousands):

	December 31,	
	2013	2012
Accrued vacation and employee-related expenses	$ 64,757	$ 35,803
Accrued incentives	60,081	31,174
Accrued commissions	32,218	15,380
Accrued sales tax and value-added taxes	10,851	9,103
Other accrued expenses	15,097	12,617
Total	$183,004	$104,077

8. Other Income (Expense), Net

The following table presents the detail of other income (expense), net, for the periods presented (in thousands):

	Year Ended December 31,		
	2013	2012	2011
Interest income	$ 2,895	$1,025	$ 169
Net loss on foreign exchange and foreign currency derivative contracts	(1,626)	(672)	(2,965)
Net realized gain on sales of marketable securities	127	60	6
Other non-operating income (expense), net	20	(161)	(113)
Total other income (expense), net	$ 1,416	$ 252	$(2,903)

9. Income Per Share

Basic and diluted net income per common share is presented in conformity with the two-class method required for participating securities.

Immediately prior to the consummation of the Company's initial public offering ("IPO") of its Class A common stock in May 2011, all outstanding shares of preferred stock and common stock were converted to Class B common stock. As a result, Class A and Class B common stock are the only outstanding equity in the Company. The rights of the holders of Class A and Class B common stock are identical, except with respect to voting and conversion. Each share of Class A common stock is entitled to one vote per share and each share of Class B common stock is entitled to ten votes per share. Shares of Class B common stock may be converted into Class A common stock at any time at the option of the stockholder, and are automatically converted upon sale or transfer to Class A common stock, subject to certain limited exceptions.

Basic net income per share is computed using the weighted-average number of common shares outstanding during the period. Diluted net income per share is computed using the weighted-average number of common shares and, if dilutive, potential common shares outstanding during the period. The Company's potential common shares consist of the incremental common shares issuable upon the exercise of stock options, and to a lesser extent, shares issuable upon the release of RSUs and purchases related to the 2011 Employee Stock Purchase Plan. The dilutive effect of these potential common shares is reflected in diluted earnings per share by application of the treasury stock method. The computation of the diluted net income per share of Class A common stock assumes the conversion of Class B common stock, while the diluted net income per share of Class B common stock does not assume the conversion of Class A common stock as Class A common stock is not convertible into Class B common stock.

The undistributed earnings are allocated based on the contractual participation rights of the Class A and Class B common shares as if the earnings for the year have been distributed. As the liquidation and dividend rights are identical, the undistributed earnings are allocated on a proportionate basis. Further, as the conversion of Class B common stock is assumed in the computation of the diluted net income per share of Class A common stock, the undistributed earnings are equal to net income for that computation.

The following table presents the calculation of basic and diluted net income per share (in thousands, except per share data):

	Year Ended December 31,					
	2013		2012		2011	
	Class A	Class B	Class A	Class B	Class A	Class B
Basic net income per share:						
Numerator:						
Allocation of undistributed earnings	$ 22,443	$ 4,326	$ 14,735	$ 6,874	$ 1,420	$10,492
Denominator:						
Weighted-average common shares outstanding	95,282	18,361	71,711	33,455	9,200	67,985
Basic net income per share	$ 0.24	$ 0.24	$ 0.21	$ 0.21	$ 0.15	$ 0.15
Diluted net income per share:						
Numerator:						
Allocation of undistributed earnings for basic computation	$ 22,443	$ 4,326	$ 14,735	$ 6,874	$ 1,420	$10,492
Reallocation of undistributed earnings as a result of conversion of Class B to Class A shares	4,326	—	6,874	—	10,492	—
Reallocation of undistributed earnings to Class B shares	—	713	—	902	—	364
Allocation of undistributed earnings	$ 26,769	$ 5,039	$ 21,609	$ 7,776	$ 11,912	$10,856
Denominator:						
Number of shares used in basic calculation	95,282	18,361	71,711	33,455	9,200	67,985
Weighted-average effect of dilutive securities						
Add:						
Conversion of preferred stock in connection with initial public offering	—	—	—	—	—	17,133
Conversion of Class B to Class A common shares outstanding	18,361	—	33,455	—	85,118	—
Employee stock options	4,128	4,025	7,288	7,151	9,770	9,770
RSUs and other dilutive securities	1,173	—	390	$ —	30	—
Number of shares used in diluted calculation	118,944	22,386	112,844	40,606	104,118	94,888
Diluted net income per share	$ 0.23	$ 0.23	$ 0.19	$ 0.19	$ 0.11	$ 0.11

The following weighted-average employee equity awards were excluded from the calculation of diluted net income per share because their effect would have been anti-dilutive for the periods presented (in thousands):

	Year Ended December 31,		
	2013	2012	2011
Employee stock options	588	28	418
RSUs	162	36	88
Total	750	64	506

10. Commitments and Contingencies

Aggregate Future Lease Commitments

The Company leases its office facilities and data centers under operating lease agreements, the longest of which is expected to expire in 2026. The Company's future minimum payments, which exclude operating expenses, under non-cancelable operating leases for office facilities and data centers having initial terms in excess of one year as of December 31, 2013, are as follows (in thousands):

Year Ending December 31,	Operating Leases(1)
2014	$ 71,126
2015	95,992
2016	96,945
2017	92,853
2018	83,161
Thereafter	525,291
Total minimum lease payments	$965,368

(1) Subsequent to December 31, 2013, the Company leased additional space in New York, New York. The lease expires in 2026 and aggregate future minimum lease payments for this facility are approximately $25.6 million.

Legal Proceedings

The Company is subject to legal proceedings and litigation arising in the ordinary course of business, including, but not limited to, certain pending patent and privacy matters, including class action lawsuits, as well as inquiries, investigations, audits and other regulatory proceedings. Although occasional adverse decisions or settlements may occur, the Company does not believe that the final disposition of any of these matters will have a material adverse effect on the business. Certain of these matters include speculative claims for substantial or indeterminate amounts of damages, and include claims for injunctive relief. Additionally, the Company's litigation costs are significant. Other regulatory matters could result in fines and penalties being assessed against the Company, and it may become subject to mandatory periodic audits, which would likely increase its regulatory compliance costs. Adverse results of litigation or regulatory matters could also result in the Company being required to change its business practices, which could negatively impact its membership and revenue growth.

The Company records a liability when it believes that it is both probable that a loss has been incurred and the amount can be reasonably estimated. The Company periodically evaluates developments in its legal matters that could affect the amount of liability that it has previously accrued, if any, and makes adjustments as appropriate. Significant judgment is required to determine both likelihood of there being, and the estimated amount of, a loss related to such matters, and the Company's judgment may be incorrect. The outcome of any proceeding is not determinable in advance. Until the final resolution of any such matters that the Company may be required to accrue for, it may be exposed to loss in excess of the amount accrued, and such amounts could be material.

Indemnifications

In the ordinary course of business, the Company enters into contractual arrangements under which it agrees to provide indemnification of varying scope and terms to business partners and other parties with respect to certain matters, including, but not limited to, losses arising out of the Company's breach of such agreements and out of intellectual property infringement claims made by third parties. In these circumstances, payment may be conditional on the other party making a claim pursuant to the procedures specified in the particular contract. Further, the Company's obligations under these agreements may be limited in terms of time and/or amount, and in some instances, it may have recourse against third parties for certain payments. In addition, the Company has indemnification agreements with certain of its directors and executive officers that require it, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers with the Company. The terms of such obligations may vary.

11. Stockholders' Equity

Initial Public Offering

In May 2011, the Company closed its IPO of 9,016,000 shares of its Class A common stock, which included 6,003,804 shares of Class A common stock sold by the Company (inclusive of 1,176,000 shares of Class A common stock from the full exercise of the overallotment option of shares granted to the underwriters) and 3,012,196 shares of Class A common stock sold by the selling stockholders. The public offering price of the shares sold in the offering was $45.00 per share. The Company did not receive any proceeds from the sales of shares by the selling stockholders. The total gross proceeds from the offering to the Company were $270.2 million. After deducting underwriting discounts and commissions and offering expenses payable by the Company, the aggregate net proceeds received by the Company totaled approximately $248.4 million.

Follow-on Offerings

In November 2011, the Company closed a follow-on offering of 10,062,500 shares of its Class A common stock, which included 2,583,755 shares of Class A common stock sold by the Company (inclusive of 1,312,500 shares of Class A common stock from the full exercise of the overallotment option of shares granted to the underwriters) and 7,478,745 shares of Class A common stock sold by the selling stockholders. The public offering price of the shares sold in the offering was $71.00 per share. The Company did not receive any proceeds from the sales of shares by the selling stockholders. The total gross proceeds from the offering to the Company were $178.1 million. After deducting underwriting discounts and commissions and offering expenses payable by the Company, the aggregate net proceeds received by the Company totaled approximately $177.3 million.

In September 2013, the Company closed a follow-on offering, at which time it sold a total of 6,188,340 shares of its Class A common stock (inclusive of 807,174 shares from the full exercise of the over-allotment option granted to the underwriters). The public offering price of the shares sold in the offering was $223.00 per share. The total gross proceeds from the offering to the Company were $1,380.0 million. After deducting underwriting discounts and commissions and offering expenses payable by the Company, the aggregate net proceeds received by the Company totaled approximately $1,348.1 million.

Preferred Stock

Prior to its IPO, the Company had outstanding 17,238,579 shares designated as Series A convertible preferred stock, 17,450,991 shares designated as Series B convertible preferred stock, 4,357,644 designated as Series C redeemable convertible preferred stock and 6,599,987 designated as Series D redeemable convertible preferred stock. Each share of preferred stock was convertible into one share of common stock. Immediately prior to the completion of the Company's IPO on May 19, 2011, all shares of outstanding preferred stock automatically converted into 45,647,201 shares of the Company's Class B common stock. After its IPO, the Company had 100,000,000 shares of preferred stock authorized, none of which were issued and outstanding as of December 31, 2013 and 2012.

Common Stock

Following its IPO, the Company had two classes of authorized common stock outstanding; Class A common stock and Class B common stock at a maximum aggregate number authorized of 1,000,000,000 and 120,000,000, respectively. As of December 31, 2013, the Company had outstanding 103,194,534 shares of Class A common stock and 17,157,215 shares of Class B common stock. The rights of the holders of

Class A and Class B common stock are identical, except with respect to voting and conversion. Each share of Class A common stock is entitled to one vote per share and each share of Class B common stock is entitled to ten votes per share. Shares of Class B common stock may be converted into Class A common stock at any time at the option of the stockholder, and are automatically converted upon sale or transfer to Class A common stock, subject to certain limited exceptions. After its IPO, the Company had an additional 1,000,000,000 shares of common stock authorized, none of which were issued and outstanding as of December 31, 2013 and 2012.

Common Stock Reserved for Future Issuance

As of December 31, 2013, the Company had reserved shares of common stock for future issuances in connection with the following:

Options outstanding	5,130,636
RSUs outstanding	4,048,089
Available for future stock option and restricted stock unit grants	8,542,023
Available for future employee stock purchase plan options	2,884,896
Total reserved for future issuance	20,605,644

Equity Incentive Plans

The Company has two equity incentive plans: the Amended and Restated 2003 Stock Incentive Plan (the "2003 Plan") and the 2011 Equity Incentive Plan (the "2011 Plan" and together with the 2003 Plan, the "Equity Plans"). As of December 31, 2013, a total of 50,814,756 shares of common stock were reserved for the issuance of equity awards under the Equity Plans. Upon the Company's IPO in 2011, the 2003 Plan was terminated and all shares that remained available for future issuance under the 2003 Plan at the time of its termination were transferred to the 2011 Plan. No further equity awards can be granted under the 2003 Plan. As of December 31, 2013, 4,154,143 options to purchase common stock granted under the 2003 Plan remain outstanding. Any of these shares that expire, are forfeited, are repurchased by the Company or are otherwise terminated will become available under the 2011 Plan. As of December 31, 2013, the total number of shares available for future grants under the 2011 Plan is 8,542,023 shares, including shares transferred from the 2003 Plan.

Under the 2011 Plan, the Company has the ability to issue incentive stock options ("ISOs"), nonstatutory stock options ("NSOs"), stock appreciation rights, restricted stock, RSUs, performance units and/or performance shares. The ISOs and NSOs will be granted at a price per share not less than the fair value at date of grant. Options granted to date generally vest over a four-year period with 25% vesting at the end of one year and the remainder vesting monthly thereafter. Options granted generally are exercisable up to ten years. The Company began granting RSUs in June 2011, which generally vest over a four-year period with 25% vesting at the end of one year and the remainder vesting quarterly thereafter.

Employee Stock Purchase Plan

Concurrent with the effectiveness of the Company's registration statement on Form S-1 on May 18, 2011, the Company's 2011 Employee Stock Purchase Plan (the "ESPP") became effective. The ESPP allows eligible employees to purchase shares of the Company's Class A common stock at a discount through payroll deductions of up to 10% of their eligible compensation, subject to any plan limitations. The ESPP provides for six-month offering periods, and at the end of each offering period, employees are able to purchase shares at 85% of the lower of the fair market value of the Company's Class A common stock on the first trading day of the offering period or on the last day of the offering period. As of December 31, 2013, a total of 3,500,000 shares of common stock were reserved for the issuance of equity awards under the ESPP.

Employees purchased 217,743 shares of common stock at an average exercise price of $112.93 in fiscal 2013. As of December 31, 2013, approximately 2,884,896 shares remained available for future issuance.

Stock Option Activity

A summary of stock option activity for the year ended December 31, 2013 is as follows:

	Options Outstanding		Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
	Number of Shares	Weighted-Average Exercise Price		
Outstanding—December 31, 2012	8,251,850	$ 10.50		
Assumed options from acquisition	9,182	14.50		
Granted	734,641	172.02		
Exercised	(3,659,817)	8.97		
Canceled or expired	(205,220)	15.10		
Outstanding—December 31, 2013	5,130,636	$ 34.54	6.57	$935,583
Options vested and expected to vest as of December 31, 2013	4,951,636	$ 31.72	6.50	$916,869
Options vested and exercisable as of December 31, 2013	2,995,579	$ 10.94	5.75	$616,750

Aggregate intrinsic value represents the difference between the Company's closing stock price of its common stock and the exercise price of outstanding, in-the-money options. The Company's closing stock price as reported on the New York Stock Exchange as of December 31, 2013 was $216.83. The total intrinsic value of options exercised was approximately $655.9 million, $553.5 million and $177.5 million for the years ended December 31, 2013, 2012 and 2011, respectively. As of December 31, 2013, total unrecognized compensation cost, adjusted for estimated forfeitures, related to nonvested stock options was approximately $57.0 million, which is expected to be recognized over the next 1.86 years.

The following table summarizes information about outstanding and vested stock options as of December 31, 2013:

	Options Outstanding			Options Vested and Exercisable	
Exercise Price	Numbers of Shares Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
$0.06 - $2.00	45,240	3.76	$ 1.27	44,505	$ 1.29
$2.32	1,809,944	5.13	2.32	1,809,944	2.32
$3.00 - $6.20	525,556	6.08	5.09	385,382	4.77
$6.80 - $14.46	524,296	6.82	10.06	224,560	10.01
$14.50	5,740	8.64	14.50	962	14.50
$19.63	635,070	7.13	19.63	162,832	19.63
$20.00	8,126	4.30	20.00	3,250	20.00
$22.59	589,955	7.27	22.59	204,481	22.59
$45.00 - $161.34	306,394	7.56	69.85	91,154	53.03
$170.46 - $233.64	680,315	9.17	172.83	68,509	170.98
	5,130,636	6.57	$ 34.54	2,995,579	$ 10.94

RSU Activity

A summary of RSU activity for the year ended December 31, 2013, is as follows:

	Number of Shares	Weighted-Average Grant Date Fair Value
Unvested—December 31, 2012	3,239,272	$ 94.69
Granted	2,313,018	189.75
Released	(1,154,252)	103.51
Canceled or expired	(349,949)	117.43
Unvested—December 31, 2013	4,048,089	$144.53

As of December 31, 2013, total unrecognized compensation cost, adjusted for estimated forfeitures, related to RSUs was approximately $450.1 million, which is expected to be recognized over the next 2.93 years.

Restricted Stock

In connection with Pulse, Slideshare and other acquisitions, the Company issued restricted stock. As of December 31, 2013, the total unrecognized compensation cost related to restricted stock was approximately $39.7 million, which is expected to be recognized over the next 2.42 years.

Stock-Based Compensation Expense

The fair value of options granted to employees is estimated on the grant date using the Black-Scholes option valuation model. This valuation model for stock-based compensation expense requires the Company to make assumptions and judgments about the variables used in the calculation, including the fair value of the Company's common stock, the expected term (the period of time that the options granted are expected to be outstanding), the volatility of the Company's common stock, a risk-free interest rate, and expected dividends. The Company also estimates forfeitures of unvested stock options. To the extent actual forfeitures differ from the estimates, the difference will be recorded as a cumulative adjustment in the period estimates are revised. No compensation cost is recorded for options that do not vest. The Company uses the simplified calculation of expected life described in the SEC's Staff Accounting Bulletin No. 107, *Share-Based Payment*, and volatility for stock options is based on an average of the historical volatilities of the common stock of several entities with characteristics similar to those of the Company. The Company will continue to use the simplified method until it has sufficient historical exercise data to estimate the expected life of the options. The volatility for ESPP is based on the historical volatility of the Company's common stock. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant for periods corresponding with the expected life of the option. The Company uses an expected dividend yield of zero as it does not anticipate paying any dividends in the foreseeable future. Expected forfeitures are based on the Company's historical experience.

The following table presents the weighted-average assumptions used to estimate the fair value of options granted during the periods presented, excluding assumed acquisition-related stock options:

	Year Ended December 31,		
	2013	2012	2011
Volatility	54%	54%	55%
Expected dividend yield	—	—	—
Risk-free rate	1.15%	0.95%	2.58%
Expected term (in years)	6.27	6.08	6.07

The weighted-average grant date fair value of options granted, excluding assumed acquisition-related stock options was $89.13, $51.76 and $13.28 for the years ended December 31, 2013, 2012 and 2011, respectively. The weighted-average grant date fair value of assumed acquisition-related stock options during the year ended December 31, 2013 was $166.08.

The following table presents the weighted-average assumptions used to estimate the fair value of the ESPP during the periods presented:

	Year Ended December 31,		
	2013	2012	2011
Volatility	42%	48%	75%
Expected dividend yield	—	—	—
Risk-free rate	0.10%	0.14%	0.06%
Expected term (in years)	0.50	0.50	0.50

The following table presents the amount of stock-based compensation related to stock-based awards to employees on the Company's consolidated statements of operations during the periods presented (in thousands):

	Year Ended December 31,		
	2013	2012	2011
Cost of revenue	$ 15,600	$ 6,416	$ 1,678
Sales and marketing	36,187	17,726	8,074
Product development	98,861	46,026	13,625
General and administrative	43,267	16,151	6,391
Total stock-based compensation	193,915	86,319	29,768
Tax benefit from stock-based compensation	(52,559)	(20,395)	(4,679)
Total stock-based compensation, net of tax effect	$141,356	$ 65,924	$25,089

During the years ended December 31, 2013, 2012 and 2011, the Company capitalized $9.2 million, $3.4 million and $0.5 million, respectively, of stock-based compensation as website development costs. Management modified or accelerated the vesting terms for certain employee options, which resulted in an additional $1.3 million, $3.0 million and $1.4 million of stock-based compensation expense for the years ended December 31, 2013, 2012 and 2011, respectively.

12. Income Taxes

The Company accounts for income taxes in accordance with authoritative guidance, which requires the use of the asset and liability method. Under this method, deferred income tax assets and liabilities are determined based upon the difference between the consolidated financial statement carrying amounts and the tax basis of assets and liabilities and are measured using the enacted tax rate expected to apply to taxable income in the years in which the differences are expected to be reversed.

The following table presents domestic and foreign components of income before income taxes for the periods presented (in thousands):

	Year Ended December 31,		
	2013	2012	2011
Domestic	$145,421	$110,535	$28,945
Foreign	(96,193)	(53,421)	(6,003)
Total	$ 49,228	$ 57,114	$22,942

The following table presents the components of the provision for income taxes for the periods presented (in thousands):

	Year Ended December 31,		
	2013	2012	2011
Current:			
Federal	$ 35,754	$30,919	$ 11
State	5,513	3,452	204
Foreign	10,358	4,390	1,307
Total current	51,625	38,761	1,522
Deferred:			
Federal	(25,469)	(395)	8,258
State	(2,579)	(2,629)	726
Foreign	(1,118)	(233)	524
Total deferred	(29,166)	(3,257)	9,508
Total provision	$ 22,459	$35,504	$11,030

The following table presents a reconciliation of the statutory federal rate and the Company's effective tax rate for the periods presented:

	Year Ended December 31,		
	2013	2012	2011
U.S. federal taxes at statutory rate	35%	35%	35%
State income taxes, net of federal benefit	4	2	(12)
Foreign rate differential	36	12	11
Permanent differences	1	1	4
Stock-based compensation	5	3	11
Change in valuation allowance	—	(2)	17
Research and development credits	(56)	—	(21)
Transaction-related expenses	23	11	1
Other	(2)	—	2
Total	46%	62%	48%

On January 2, 2013, the President signed into law The American Taxpayer Relief Act of 2012 (the "2012 Act"). Under prior law, a taxpayer was entitled to a research tax credit for qualifying amounts paid or incurred on or before December 31, 2011. The 2012 Act extends the research credit for two years to December 31, 2013. The extension of the research credit is retroactive and includes amounts paid or incurred after December 31, 2011. As a result of the retroactive extension, the Company recognized a tax benefit of $15.5 million in the twelve months ended December 31, 2013 for qualifying amounts incurred in 2012.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The following table presents the significant components of the Company's deferred tax assets and liabilities for the periods presented (in thousands):

	December 31, 2013	December 31, 2012
Deferred tax assets:		
Accruals and reserves	$ 34,801	$ 19,531
Net operating loss carryforwards	2,129	1,707
Tax credit carryforwards	23,917	12,405
Stock-based compensation	22,030	12,107
Other	1,298	1,407
Total deferred tax assets	84,175	47,157
Less valuation allowance	(27,302)	(15,201)
Net deferred tax assets	56,873	31,956
Deferred tax liability:		
Prepaid expenses	(3,485)	(1,974)
Intangible assets	(4,905)	(7,518)
Depreciation	(30,444)	(38,206)
Other	(677)	(282)
Total deferred tax liabilities	(39,511)	(47,980)
Total net deferred tax assets (liabilities)	$ 17,362	$(16,024)

Realization of deferred tax assets is dependent upon the generation of future taxable income, if any, the timing and amount of which are uncertain. Due to the history of losses the Company has generated in the past in certain jurisdictions, the Company believes that it is more likely than not that California and certain international deferred tax assets will not be realized as of December 31, 2013. Accordingly, the Company has recorded a valuation allowance on such deferred tax assets. The valuation allowance increased by $12.1 million and $8.8 million during the year ended December 31, 2013 and 2012, respectively. There are no material decreases in valuation allowance in other jurisdictions and the increase in valuation allowance for 2013 is primarily related to California research and development credits.

Pursuant to authoritative guidance, the benefit of stock options will only be recorded to stockholders' equity when cash taxes payable is reduced. As of December 31, 2013, the portion of net operating loss carryforwards and credit carryforwards related to stock options is approximately $366.3 million tax-effected. This amount will be credited to stockholders' equity when it is realized on the tax return.

As of December 31, 2013, the Company had net operating loss carryforwards for federal income tax return purposes of approximately $870.4 million, which expire at various dates beginning in the year 2023, if not utilized. The Company had net operating loss carryforwards of approximately $551.8 million for California income tax return purposes and approximately $571.9 million for other state income tax return purposes which expire at various dates beginning in the year 2013, if not utilized.

As of December 31, 2013, the Company had research and development credit carryforwards for federal income tax return purposes of approximately $57.0 million, which expire at various dates beginning in the year 2023, if not utilized. The Company had research and development credit carryforwards for state income tax return purposes of approximately $48.3 million, which can be carried forward indefinitely.

Utilization of the net operating loss carryforwards and credits may be subject to a substantial annual limitation due to the ownership change limitations provided by the Internal Revenue Code of 1986, as amended and similar state provisions. The annual limitation may result in the expiration of net operating losses and credits before utilization. The Company believes an ownership change, as defined under Section 382 of the Internal Revenue Code, existed in prior years, and has reduced its net operating loss carryforwards to reflect the limitation.

As of December 31, 2013, the Company had approximately $43.7 million in total unrecognized tax benefits. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in thousands):

	Year Ended December 31,	
	2013	2012
Unrecognized tax benefits balance at January 1	$19,344	$10,657
Gross increase for tax positions of prior years	9,482	1,538
Gross increase for tax positions of current year	14,909	7,149
Gross unrecognized tax benefits at December 31	$43,735	$19,344

If the $43.7 million of unrecognized tax benefits as of December 31, 2013 is recognized, approximately $25.3 million would decrease the effective tax rate in the period in which each of the benefits is recognized. If the $19.3 million of unrecognized tax benefits as of December 31, 2012 is recognized, approximately $8.3 million would decrease the effective tax rate in the period in which each of the benefits is recognized. The remaining amount would be offset by the reversal of related deferred tax assets on which a valuation allowance is placed. The Company does not expect any material changes to its unrecognized tax benefits within the next twelve months.

The Company recognizes interest and penalties related to uncertain tax positions in income tax expense. As of December 31, 2013 and 2012, penalties and interest were immaterial.

The Company files income tax returns in the U.S. federal jurisdiction as well as many U.S. states and foreign jurisdictions. The tax years 2003 to 2011 remain open to examination by the major jurisdictions in which the Company is subject to tax. Fiscal years outside the normal statute of limitation remain open to audit by tax authorities due to tax attributes generated in those early years which have been carried forward and may be audited in subsequent years when utilized. The Company is currently under audit by the Internal Revenue Service ("IRS") for the 2010 and 2011 tax years. The Company is subject to the continuous examination of income tax returns by various tax authorities. The Company regularly assesses the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of the provision for income taxes. The Company believes that adequate amounts have been reserved for any adjustments that may ultimately result from these examinations and does not anticipate a significant impact to the gross unrecognized tax benefits within the next 12 months related to these years.

The Company attributes net revenue and costs and expenses to domestic and foreign components based on the terms of its agreements with its subsidiaries. The Company does not provide for federal income taxes on the undistributed earnings of its foreign subsidiaries, as such earnings are to be reinvested offshore indefinitely. The income tax liability would be insignificant if these earnings were to be repatriated.

13. Information About Revenue and Geographic Areas

The Company considers operating segments to be components of the Company in which separate financial information is available that is evaluated regularly by the Company's chief operating decision maker in deciding how to allocate resources and in assessing performance. The chief operating decision maker for the Company is the Chief Executive Officer. The Chief Executive Officer reviews financial information presented on a consolidated basis, accompanied by information about revenue by product line, sales channel, and geographic region for purposes of allocating resources and evaluating financial performance. Accordingly, the Company has determined that it has one operating segment, and therefore, one reportable segment.

Revenue by geography is generally based on the shipping address of the customer. The following tables present the Company's revenue by product line, as well as revenue and long-lived assets by geographic region for the periods presented (in thousands):

	Year Ended December 31,		
	2013	2012	2011
Net revenue by product:			
Talent Solutions	$ 859,674	$523,582	$260,885
Marketing Solutions	362,360	258,278	155,848
Premium Subscriptions	306,511	190,449	105,456
Total	$1,528,545	$972,309	$522,189

	Year Ended December 31,		
	2013	2012	2011
Revenue by geographic region:			
United States	$ 942,122	$619,485	$353,834
Other Americas(1)	109,672	66,099	28,800
Total Americas	1,051,794	685,584	382,634
EMEA(2)	358,244	217,342	109,995
APAC(3)	118,507	69,383	29,560
Total	$1,528,545	$972,309	$522,189

(1) Canada, Latin America and South America

(2) Europe, the Middle East and Africa ("EMEA")

(3) Asia-Pacific ("APAC")

No individual customer accounted for 10% or more of consolidated net revenue or accounts receivable for any of the periods presented.

Long-Lived Assets

	December 31,		
	2013	2012	2011
United States	$328,384	$172,278	$105,336
Other Americas	3,836	1,071	807
Total Americas	332,220	173,349	106,143
EMEA	13,918	6,714	5,090
APAC	15,603	6,614	3,617
Total	$361,741	$186,677	$114,850

14. Subsequent Events

In January 2014, the Company leased additional space in New York, New York. The lease expires in 2026 and aggregate future minimum lease payments for this facility are approximately $25.6 million.

In February 2014, the Company entered into a definitive agreement to acquire Bright Media Corporation ("Bright"), a job search site that allows users to search for jobs, find connections at companies, and locate job openings that best fit their experience. The transaction was valued at approximately $120.0 million as of the execution of the definitive agreement. Approximately 73% of the consideration is expected to be issued as equity consideration, and the remaining 27% is expected to be issued as cash consideration. The final number of shares of the Company's Class A common stock and the final amount of cash to be issued in connection with the acquisition is subject to adjustment based on (i) purchase price adjustment provisions, (ii) continuing service obligations to the Company of certain stockholders of Bright, (iii) indemnification obligations of Bright stockholders after the closing of the acquisition, and (iv) certain elections made by the stockholders of Bright. For accounting purposes, the equity consideration will be valued based on the closing price of the Company's Class A common stock as reported by the NYSE on the closing of the acquisition, and is therefore subject to change. The transaction is expected to close in the first quarter of 2014.

EXHIBIT 2:
SUMMARY FINANCIAL INFORMATION FOR FACEBOOK INC. FOR FISCAL YEAR ENDED DECEMBER 31, 2013

FACEBOOK, INC.
CONSOLIDATED BALANCE SHEETS
(In millions, except for number of shares and par value)

	December 31, 2013	December 31, 2012
Assets		
Current assets:		
Cash and cash equivalents	$ 3,323	$ 2,384
Marketable securities	8,126	7,242
Accounts receivable, net of allowances for doubtful accounts of $38 and $22 as of December 31, 2013 and December 31, 2012, respectively	1,109	719
Income tax refundable	51	451
Prepaid expenses and other current assets	461	471
Total current assets	13,070	11,267
Property and equipment, net	2,882	2,391
Goodwill and intangible assets, net	1,722	1,388
Other assets	221	57
Total assets	$ 17,895	$ 15,103
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable	$ 87	$ 65
Developer partners payable	181	169
Accrued expenses and other current liabilities	555	423
Deferred revenue and deposits	38	30
Current portion of capital lease obligations	239	365
Total current liabilities	1,100	1,052
Capital lease obligations, less current portion	237	491
Long-term debt	—	1,500
Other liabilities	1,088	305
Total liabilities	2,425	3,348
Commitments and contingencies		
Stockholders' equity:		
Common stock, $0.000006 par value; 5,000 million Class A shares authorized, 1,970 million and 1,671 million shares issued and outstanding, including 6 million and 2 million outstanding shares subject to repurchase as of December 31, 2013 and December 31, 2012, respectively; 4,141 million Class B shares authorized, 577 million and 701 million shares issued and outstanding, including 6 million and 11 million outstanding shares subject to repurchase as of December 31, 2013 and December 31, 2012, respectively	—	—
Additional paid-in capital	12,297	10,094
Accumulated other comprehensive income	14	2
Retained earnings	3,159	1,659
Total stockholders' equity	15,470	11,755
Total liabilities and stockholders' equity	$ 17,895	$ 15,103

See Accompanying Notes to Consolidated Financial Statements.

FACEBOOK, INC.
CONSOLIDATED STATEMENTS OF INCOME
(In millions, except per share amounts)

	Year Ended December 31,		
	2013	**2012**	**2011**
Revenue	$ 7,872	$ 5,089	$ 3,711
Costs and expenses:			
Cost of revenue	1,875	1,364	860
Research and development	1,415	1,399	388
Marketing and sales	997	896	393
General and administrative	781	892	314
Total costs and expenses	5,068	4,551	1,955
Income from operations	2,804	538	1,756
Interest and other income (expense), net:			
Interest expense	(56)	(51)	(42)
Other income (expense), net	6	7	(19)
Income before provision for income taxes	2,754	494	1,695
Provision for income taxes	1,254	441	695
Net income	$ 1,500	$ 53	$ 1,000
Less: Net income attributable to participating securities	9	21	332
Net income attributable to Class A and Class B common stockholders	$ 1,491	$ 32	$ 668
Earnings per share attributable to Class A and Class B common stockholders:			
Basic	$ 0.62	$ 0.02	$ 0.52
Diluted	$ 0.60	$ 0.01	$ 0.46
Weighted average shares used to compute earnings per share attributable to Class A and Class B common stockholders:			
Basic	2,420	2,006	1,294
Diluted	2,517	2,166	1,508
Share-based compensation expense included in costs and expenses:			
Cost of revenue	$ 42	$ 88	$ 9
Research and development	604	843	114
Marketing and sales	133	306	37
General and administrative	127	335	57
Total share-based compensation expense	$ 906	$ 1,572	$ 217

See Accompanying Notes to Consolidated Financial Statements.

FACEBOOK, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In millions)

	Convertible Preferred Stock		Class A and Class B Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive (Loss) Income	Retained Earnings	Total Stockholders' Equity
	Shares	Amount	Shares	Par Value				
Balances at December 31, 2010	541	$ 615	1,172	$ —	$ 947	$ (6)	$ 606	$ 2,162
Issuance of common stock, net of issuance costs	—	—	48	—	998	—	—	998
Issuance of common stock for cash upon exercise of stock options	—	—	102	—	28	—	—	28
Issuance of common stock to nonemployees for past services	—	—	—	—	3	—	—	3
Issuance of common stock related to acquisitions	—	—	2	—	58	—	—	58
Exercise of preferred stock warrants	8	—	—	—	—	—	—	—
Conversion of Series B & C preferred stock to common stock	(6)	—	6	—	—	—	—	—
Share-based compensation, related to employee share-based awards	—	—	—	—	217	—	—	217
Tax benefit from share-based award activity	—	—	—	—	433	—	—	433
Net income	—	—	—	—	—	—	1,000	1,000
Balances at December 31, 2011	543	615	1,330	—	2,684	(6)	1,606	4,899
Issuance of common stock, net of issuance costs	—	—	180	—	6,760	—	—	6,760
Issuance of common stock for cash upon exercise of stock options	—	—	135	—	17	—	—	17
Issuance of common stock to nonemployees for past services	—	—	—	—	1	—	—	1
Issuance of common stock related to acquisitions	—	—	26	—	274	—	—	274
Issuance of common stock for settlement of restricted stock units (RSUs)	—	—	279	—	—	—	—	—
Shares withheld related to net share settlement of RSUs	—	—	(123)	—	(2,862)	—	—	(2,862)
Conversion of Series A, B, C, D & E preferred stock to common stock	(543)	(615)	545	—	615	—	—	—
Share-based compensation, related to employee share-based awards	—	—	—	—	1,572	—	—	1,572
Tax benefit from share-based award activity	—	—	—	—	1,033	—	—	1,033
Other comprehensive income	—	—	—	—	—	8	—	8
Net income	—	—	—	—	—	—	53	53
Balances at December 31, 2012	—	—	2,372	—	10,094	2	1,659	11,755
Issuance of common stock, net of issuance costs	—	—	27	—	1,478	—	—	1,478
Issuance of common stock for cash upon exercise of stock options	—	—	101	—	26	—	—	26
Issuance of common stock to nonemployees for past services	—	—	—	—	3	—	—	3
Issuance of common stock related to acquisitions	—	—	9	—	77	—	—	77
Issuance of common stock for settlement of RSUs	—	—	65	—	—	—	—	—
Shares withheld related to net share settlement of RSUs	—	—	(27)	—	(889)	—	—	(889)
Share-based compensation, related to employee share-based awards	—	—	—	—	906	—	—	906
Tax benefit from share-based award activity	—	—	—	—	602	—	—	602
Other comprehensive income	—	—	—	—	—	12	—	12
Net income	—	—	—	—	—	—	1,500	1,500
Balances at December 31, 2013	—	$ —	2,547	$ —	$ 12,297	$ 14	$ 3,159	$ 15,470

See Accompanying Notes to Consolidated Financial Statements.

FACEBOOK, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)

	Year Ended December 31,		
	2013	**2012**	**2011**
Cash flows from operating activities			
Net income	$ 1,500	$ 53	$ 1,000
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	1,011	649	323
Lease abandonment expense	117	8	—
Loss on disposal or write-off of equipment	56	15	4
Share-based compensation	906	1,572	217
Deferred income taxes	(37)	(186)	(30)
Tax benefit from share-based award activity	602	1,033	433
Excess tax benefit from share-based award activity	(609)	(1,033)	(433)
Changes in assets and liabilities:			
Accounts receivable	(378)	(170)	(174)
Income tax refundable	400	(451)	—
Prepaid expenses and other current assets	(45)	(14)	(24)
Other assets	(142)	2	(5)
Accounts payable	26	1	6
Developer partners payable	12	(2)	96
Accrued expenses and other current liabilities	(38)	152	37
Deferred revenue and deposits	8	(60)	49
Other liabilities	833	43	50
Net cash provided by operating activities	4,222	1,612	1,549
Cash flows from investing activities			
Purchases of property and equipment	(1,362)	(1,235)	(606)
Purchases of marketable securities	(7,433)	(10,307)	(3,025)
Sales of marketable securities	2,988	2,100	113
Maturities of marketable securities	3,563	3,333	516
Investments in non-marketable equity securities	(1)	(2)	(3)
Acquisitions of businesses, net of cash acquired, and purchases of intangible assets	(368)	(911)	(24)
Change in restricted cash and deposits	(11)	(2)	6
Net cash used in investing activities	(2,624)	(7,024)	(3,023)
Cash flows from financing activities			
Net proceeds from issuance of common stock	1,478	6,760	998
Taxes paid related to net share settlement of equity awards	(889)	(2,862)	—
Proceeds from exercise of stock options	26	17	28
Proceeds from long-term debt, net of issuance cost	—	1,496	—
Repayment of long-term debt	(1,500)	—	(250)
Proceeds from sale and lease-back transactions	—	205	170
Principal payments on capital lease obligations	(391)	(366)	(181)
Excess tax benefit from share-based award activity	609	1,033	433
Net cash (used in) provided by financing activities	(667)	6,283	1,198
Effect of exchange rate changes on cash and cash equivalents	8	1	3
Net increase (decrease) in cash and cash equivalents	939	872	(273)
Cash and cash equivalents at beginning of period	2,384	1,512	1,785
Cash and cash equivalents at end of period	$ 3,323	$ 2,384	$ 1,512

See Accompanying Notes to Consolidated Financial Statements.

FACEBOOK, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)

	Year Ended December 31,		
	2013	2012	2011
Supplemental cash flow data			
Cash paid during the period for:			
Interest	$ 38	$ 38	$ 28
Income taxes	$ 82	$ 184	$ 197
Cash received during the period for:			
Refund of income taxes	$ 421	$ 131	$ —
Non-cash investing and financing activities:			
Net change in accounts payable and accrued expenses and other current liabilities related to property and equipment additions	$ 53	$ (40)	$ 135
Property and equipment acquired under capital leases	$ 11	$ 340	$ 473
Fair value of shares issued related to acquisitions of businesses and other assets	$ 77	$ 274	$ 58

See Accompanying Notes to Consolidated Financial Statements.

FACEBOOK, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies

Organization and Description of Business

Facebook was incorporated in Delaware in July 2004. Our mission is to give people the power to share and make the world more open and connected. We build products that support our mission by providing value to Facebook users, marketers, and developers. We generate substantially all of our revenue from advertising and from fees associated with our Payments infrastructure that enables users to purchase virtual and digital goods from developers with applications on the Facebook website.

Basis of Presentation

We prepared the consolidated financial statements in accordance with U.S. generally accepted accounting principles (GAAP). The consolidated financial statements include the accounts of Facebook, Inc. and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated.

Use of Estimates

Conformity with GAAP requires the use of estimates and judgments that affect the reported amounts in the consolidated financial statements and accompanying notes. These estimates form the basis for judgments we make about the carrying values of our assets and liabilities, which are not readily apparent from other sources. We base our estimates and judgments on historical information and on various other assumptions that we believe are reasonable under the circumstances. GAAP requires us to make estimates and judgments in several areas, including, but not limited to, those related to revenue recognition, collectability of accounts receivable, contingent liabilities, fair value of acquired intangible assets and goodwill, useful lives of intangible assets and property and equipment, and income taxes. These estimates are based on management's knowledge about current events and expectations about actions we may undertake in the future. Actual results could differ materially from those estimates.

Reclassifications

We have reclassified certain prior period amounts within our consolidated statements of cash flows to conform to our current year presentation.

Revenue Recognition

We generate substantially all of our revenue from advertising and payment processing fees. We recognize revenue once all of the following criteria have been met:

- persuasive evidence of an arrangement exists;
- delivery of our obligations to our customer has occurred;
- the price is fixed or determinable; and
- collectability of the related receivable is reasonably assured.

Revenue for the years ended December 31, 2013 , 2012 , and 2011 consists of the following (in millions):

	Year Ended December 31,		
	2013	2012	2011
Advertising	$ 6,986	$ 4,279	$ 3,154
Payments and other fees	886	810	557
Total revenue	$ 7,872	$ 5,089	$ 3,711

Advertising

Advertising revenue is generated by displaying ad products on the Facebook website or mobile application and third-party affiliated websites or mobile applications. The arrangements are evidenced by either online acceptance of terms and conditions or contracts that stipulate the types of advertising to be delivered, the timing and the pricing. Marketers pay for ad products either directly or through their relationships with advertising agencies, based on the number of clicks made by our users, the number of actions taken by our users or the number of impressions delivered. The typical term of an advertising arrangement is approximately 30 days with billing generally occurring after the delivery of the advertisement.

We recognize revenue from the delivery of click-based ads in the period in which a user clicks on the content, and action-based ads in the period in which a user takes the action the marketer contracted for. We recognize revenue from the display of impression-based ads in the contracted period in which the impressions are delivered. Impressions are considered delivered when an ad is displayed to users.

Payments and Other Fees

We enable Payments from our users to purchase virtual and digital goods from our developers with applications on the Facebook website. Our users can transact and make payments on the Facebook website by using debit cards and credit cards, PayPal, mobile phone payments, gift cards or other methods.

When a user engages in a payment transaction for the purchase of a virtual or digital good from a developer, we remit to the developer an amount that is based on the total amount of the transaction less the processing fee that we charge the developer. The price of the purchase is an amount that is solely determined by the developer. Our revenue is the net amount of the transaction, representing our processing fee for the service performed. We record revenue on a net basis as we do not consider ourselves to be the principal in the sale of the virtual or digital good to the user.

Our Payments terms and conditions provide for a 30 -day claim period subsequent to a Payments transaction during which the customer may dispute the virtual or digital goods transaction. Due to lack of historical transactional information, through the third quarter of 2012, we deferred recognition of Payments revenue until the expiration of the claim period as we were unable to make reasonable and reliable estimates of future refunds or chargebacks arising during this period. Beginning in the fourth quarter of 2012, we had 24 months of historical transactional information which enabled us to estimate future refunds and chargebacks. Accordingly, commencing in the fourth quarter of 2012, we record all Payments revenues at the time of the purchase of the related virtual or digital goods, net of estimated refunds or chargebacks. This change resulted in a one-time increase in Payments revenue in the fourth quarter of 2012 of approximately $66 million as we recognized revenue from four months of transactions.

Other fees, which includes user Promoted Posts and our ad serving and measurement products, were not material in all periods presented in our financial statements.

Revenue is recognized net of applicable sales and other taxes.

Cost of Revenue

Our cost of revenue consists primarily of expenses associated with the delivery and distribution of our products. These include expenses related to the operation of our data centers such as facility and server equipment depreciation, facility and server equipment rent expense, energy and bandwidth costs, support and maintenance costs, and salaries, benefits and share-based compensation for certain personnel on our operations teams. Cost of revenue also includes credit card and other transaction fees related to processing customer transactions.

Share-based Compensation

We account for share-based employee compensation plans under the fair value recognition and measurement provisions of GAAP. Those provisions require all share-based payments to employees, including grants of stock options and RSUs, to be measured based on the grant-date fair value of the awards, with the resulting expense generally recognized in our consolidated statements of income over the period during which the employee is required to perform service in exchange for the award.

Prior to January 1, 2011, we granted RSUs (Pre-2011 RSUs) under our 2005 Stock Plan to our employees and members of our board of directors that vested upon the satisfaction of both a service condition and a liquidity condition. The service condition for the majority of these awards is satisfied over four years . The liquidity condition was satisfied six months after our initial public offering (IPO) in May 2012. The vesting condition that was satisfied six months following our IPO did not affect the expense attribution period for the RSUs for which the service condition had been met as of the date of our IPO. This six-month period was not a substantive service condition and, accordingly, beginning on the effectiveness of our IPO in May 2012, we began recognizing share-based compensation expense for the portion of the RSUs that had met the service condition, following the accelerated attribution method (net of estimated forfeitures).

RSUs granted on or after January 1, 2011 (Post-2011 RSUs) under our 2005 Stock Plan or 2012 Equity Incentive Plan (2012 Plan) are not subject to a liquidity condition in order to vest, and compensation expense related to these grants is based on the grant date fair value of the RSUs and is recognized on a straight-line basis over the applicable service period. The majority of Post-2011 RSUs are earned over a service period of four to five years .

EXHIBIT 3:
EXTRACTS FROM COWEN AND COMPANY RESEARCH REPORT ON LINKEDIN CORPORATION DATED SEPTEMBER 26, 2014

COWEN AND COMPANY

Internet: Internet & New Media

LinkedIn

Equity Research

Rating Change

September 26, 2014

Price: $206.04 (09/25/2014)
Price Target: $253.00

OUTPERFORM (1)

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Key Data

Symbol	NASDAQ: LNKD
52-Week Range:	$255.84 - 136.02
Market Cap (MM):	$25,324.4
Net Debt (MM):	$(2,329.3)
Cash/Share:	$19.35
Dil. Shares Out (MM):	106.7
Enterprise Value (MM):	$22,962.6
ROIC:	NA
ROE (LTM):	2.2%
BV/Share:	$23.45
Dividend:	NA

FY (Dec)	2013A	2014E	2015E
Earnings Per Share			
Q1	$0.45	$0.38A	-
Q2	$0.38	$0.51A	-
Q3	$0.39	$0.56	-
Q4	$0.39	$0.56	-
Year	$1.62	$2.01	$3.10
P/E	127.2x	102.5x	66.5x
Consensus EPS	$1.61	$1.87	$2.74

Consensus source: Thomson Reuters

Revenue (MM)			
Q1	$324.7	$473.2A	-
Q2	$363.6	$533.9A	-
Q3	$393.0	$572.8	-
Q4	$447.2	$624.3	-
Year	$1,528.5	$2,204.3	$3,011.8
EV/S	15.0x	10.4x	7.6x

Upgrading on Sales Navigator as a Long-Term Catalyst

The Cowen Insight

We upgrade LNKD to Outperform and raise Price Target to $253 (from $195). We view Sales Navigator as the next catalyst for LNKD, driven by new functionality and a salesforce to drive enterprise adoption. We estimate 1.9MM subs, ~3% global salesforce penetration by '19 (vs. 344K in '15) driving our long-term forecast higher and above consensus (which isn't reflecting Sales Navigator in our view).

Sales Navigator - The Next Catalyst for the Stock

In August, LinkedIn introduced Sales Navigator for Enterprises with new functionality (vs. the prior version) and a talented salesforce to address the opportunity. The new & updated product features include: i) CRM integration (w/ Salesforce.com, etc), ii) Mobile App for iOS, iii) Teamlink (increases 1st/2nd degree connections) and iv) Lead Recommendation engine, among others. LinkedIn initially has 150 salespeople selling Sales Navigator and ~50 current sales job openings for the product. The product enhancements and sales effort should enable strong adoption, in our view.

Data suggests salespeople with a high social selling index score outperform peers and outpace quota targets. Social selling eliminates "cold calling," which is a positive as buyers are 5x more likely to engage via a social intro vs. a cold call. Also 75% of all B2B buyers and 84% of senior execs report using social media to inform buying decisions, per IDC. Additionally, professional social networks (LinkedIn) are the #1 resource used in the final stages of the purchase decision, per IDC.

TAM Analysis - We see $1.6BN (midpoint) Revenue Oppty by '19

LinkedIn is devoting significant resources to Sales Navigator given the large addressable market. We estimate 60MM salespeople globally (x-Retail and China), split ~6MM US and 54MM Int'ly. We estimate penetration of 0.5MM-2.4MM sales people by 2019, or 1%-4.4% global penetration, which at the midpoint and assuming ~$95 ASP/month, and implies a $1.6BN revenue opportunity by '19.

Price Target to $253 - Raising Long-Term Estimates (14% > Street on '16E EPS)

We increased our long-term estimates to account for Sales Navigator. We forecast Sales Navigator revenue of $273MM in '15 rising to $1.9BN in '19 (above our mid-point TAM assumption) driven by sub count rising from 344K to 1.9MM (59% CAGR and ~3% global salesforce penetration) and ASP/month of $85-$95. As a proxy, we estimate Salesforce.com has ~7MM seats currently and grew seats at a 52% CAGR during it first five years.

We raise our Price Target to $253 (from $195) based on overall estimate increase. We now forecast revenue rising from $2.2BN in '14 to $8.3BN in '19 (30% CAGR vs. 27% prior) and EPS (Non-GAAP) of $2.01 in '14 to ~$14 in '19 (vs. $11 prior). We upgrade to Outperform (prev. Market Perform).

At A Glance

Our Investment Thesis

We view LinkedIn positively across several key areas, the platform (scale, network effect), management focus, multiple large addressable markets and early stages of monetization. Our survey work has consistently demonstrated LNKD to be a destination for incremental spend by talent management professionals on HR services. And more recently, we see a powerful incremental topline growth opportunity from Sales Navigator. We also view LNKD favorably due to their excellent management team, which has executed well in the public markets and appears to be building a strong franchise for the long term.

Forthcoming Catalysts

We view the rollout of the Sales Navigator product to be potential source of upside which could boost revenue estimates. Additionally, detail around the member base, whether it be growth overseas or accelerating or decelerating growth has the potential to influence share prices.

Base Case Assumptions

We forecast 30% growth '14-'19, driven by 28% growth at hiring solutions, 21% growth in marketing solutions, and 42% growth in premium subscriptions. We also forecast robust cash operating expense growth but we see operating leverage in the model, leading to 42% '14-'19 growth in EBITDA.

Upside Scenario

We could see material upside to our estimates if the Sales Navigator and other new products scale more rapidly than we forecast. Or, if the margin picture is better than the 40% level we forecast for 2019.

Downside Scenario

LNKD could be vulnerable if the network ceases to grow members or experiences declining membership. Also, LNKD shares could flag if execution in terms of new product introduction is slower than it has been historically.

Price Performance

Source: Bloomberg

Company Description

LinkedIn is a professional network on the Internet with more than 200 million members in over 200 countries and territories. Through the Company's platform, members are able to create, manage and share their professional identity online, build and engage with their professional network, access shared knowledge and insights, and find business opportunities. Its platform provides members with solutions, including applications and tools, to search, connect and communicate with business contacts, learn about career opportunities, join industry groups, research organizations and share information. Its members create profiles that serve as their professional profiles and are accessible by any other member, as well as anyone with an Internet connection.

Analyst Top Picks

	Ticker	Price (09/25/2014)	Price Target	Rating
Google	GOOG	$575.06	$685.00	Outperform
Facebook	FB	$77.22	$90.00	Outperform

Sales Navigator Model

We provide our detailed Sales Navigator assumptions below. Our forecast calls for Sales Navigator subscribers to rise from 192k at year-end 2014 to 1.93MM in 2019, a 59% five year growth CAGR. We forecast ARPU rising from $65/month to $93/month, reflecting the steady migration of subscribers from the existing lower price point Sales Navigator packages (legacy $48-65/month packages to $100/month for the current package). This imputes annual revenue of $121MM in 2014, rising to $1.9 BN in 2019, a 73% CAGR. Additionally, we estimate the legacy Premium Subscriptions business grows 17% annually 2014-19, rising from $313MM that year to $676MM. The net result is that our Premium Subscriptions segment revenue forecast rises from $434MM in 2014 to $2.5BN by 2019.

Figure 7 LNKD – Sales Navigator and Other Premium Subscription Revenue, 2014E-2019E

	2014E	2015E	2016E	2017E	2018E	2019E	CAGR 14E-'19E
Sales Navigator							
Subs - BOP (K)	100.0	192.0	343.8	579.1	920.3	1,380.8	69.1%
+ Net Adds	92.0	151.8	235.3	341.2	460.6	552.7	43.1%
Subs - EOP (K)	**192.0**	**343.8**	**579.1**	**920.3**	**1,380.8**	**1,933.5**	**58.7%**
= Avg. Subs	**155.5**	**267.9**	**461.4**	**749.7**	**1,150.6**	**1,657.2**	**60.5%**
Avg. Subs	155.5	267.9	461.4	749.7	1,150.6	1,657.2	60.5%
x ARPU	$64.78	$85.00	$87.13	$89.30	$91.54	$93.82	7.7%
x Months	12	12	12	12	12	12	
=Sales Navigator Revenue	**$120.9**	**$273.3**	**$482.4**	**$803.4**	**$1,263.8**	**$1,865.8**	**72.9%**
Y/Y % Change							
Subs - BOP (K)	---	92.0%	79.1%	68.4%	58.9%	50.0%	
+ Net Adds	---	65.0%	55.0%	45.0%	35.0%	20.0%	
Subs - EOP (K)	---	**79.1%**	**68.4%**	**58.9%**	**50.0%**	**40.0%**	
Avg. Subs	---	72.3%	72.2%	62.5%	53.5%	44.0%	
ARPU	---	31.2%	2.5%	2.5%	2.5%	2.5%	
Sales Navigator Revenue	---	**126.0%**	**76.6%**	**66.5%**	**57.3%**	**47.6%**	
Premium Subscriptions (ex - Sales Navigator)							
Premium Subs (Avg, K)	716.2	859.4	1,031.3	1,186.0	1,304.6	1,435.1	**14.9%**
x ARPU	$36.4	$37.0	$37.5	$38.1	$38.7	$39.2	1.5%
x Months	12	12	12	12	12	12	0.0%
=Premium Solutions Revenue	**$313.0**	**$381.2**	**$464.3**	**$542.0**	**$605.1**	**$675.6**	**16.6%**
Total Premium Subscriptions							
Sales Navigator	$120.9	$273.3	$482.4	$803.4	$1,263.8	$1,865.8	72.9%
+ Other Premium Subscriptions	$313.0	$381.2	$464.3	$542.0	$605.1	$675.6	16.6%
= Total Premium Subscriptions	**$433.9**	**$654.5**	**$946.8**	**$1,345.4**	**$1,868.9**	**$2,541.5**	**42.4%**
Y/Y % Change							
Sales Navigator	---	126.0%	76.6%	66.5%	57.3%	47.6%	
+ Other Premium Subscriptions	---	21.8%	21.8%	16.7%	11.7%	11.7%	
= Total Premium Subscriptions	---	**50.8%**	**44.7%**	**42.1%**	**38.9%**	**36.0%**	

Source: Cowen and Company

Overall LinkedIn Estimate Changes

In light of our new Premium Subscription forecast and after modestly raising our Marketing Solution forecast, we are left with near-term revenue estimates that rise modestly (less than 1% in 2015). However, longer-term our revenue estimates rise considerably, in 2019, our revenue forecast increases to $8.3BN or 13% higher, a near $1BN increase. Similarly our 2019 EBITDA estimate rises to $3.3BN from prior $2.6BN (+24%) and our Non-GAAP EPS estimate rises to $13.95, from $10.73 previously.

Figure 8 LNKD – Estimate Changes, 2014E-2019E ($, MM)

	2014	2015	2016	2017	2018	2019
Talent Solutions (old)	$1,329.6	$1,814.4	$2,383.4	$3,056.2	$3,870.8	$4,638.3
Talent Solutions (new)	$1,329.6	$1,814.4	$2,383.4	$3,056.2	$3,870.8	$4,638.3
memo: Increase / (decline) %	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Marketing Solutions (old)	$440.8	$542.9	$659.9	$778.2	$914.3	$1,079.9
Marketing Solutions (new)	$440.8	$542.9	$659.9	$788.8	$938.5	$1,121.6
memo: Increase / (decline) %	0.0%	0.0%	0.0%	1.4%	2.7%	3.9%
Premium Subscriptions (old)	$433.9	$642.0	$850.3	$1,091.5	$1,382.7	$1,620.8
Premium Subscriptions (new)	$433.9	$654.5	$946.8	$1,345.4	$1,868.9	$2,541.5
memo: Increase / (decline) %	0.0%	1.9%	11.4%	23.3%	35.2%	56.8%
Total Revenue (old)	$2,204.3	$2,999.3	$3,893.6	$4,925.9	$6,167.8	$7,339.0
Total Revenue (new)	$2,204.3	$3,011.8	$3,990.1	$5,190.4	$6,678.3	$8,301.3
memo: Increase / (decline) %	0.0%	0.4%	2.5%	5.4%	8.3%	13.1%
EBITDA (old)	$571.5	$796.1	$1,099.7	$1,521.4	$2,106.5	$2,649.3
EBITDA (new)	$571.5	$850.4	$1,207.0	$1,705.4	$2,447.5	$3,293.9
memo: Increase / (decline) %	0.0%	6.8%	9.8%	12.1%	16.2%	24.3%
NON-GAAP EPS (old)	$2.01	$2.80	$3.96	$5.79	$8.43	$10.73
NON-GAAP EPS (new)	$2.01	$3.10	$4.54	$6.75	$10.18	$13.95
memo: Increase / (decline) %	0.0%	10.6%	14.5%	16.7%	20.8%	30.0%

Source: Cowen and Company

When we look at our new estimates in relation to Consensus, our Cowen forecast is now meaningfully above the Street for 2016 and beyond. In 2018 our $6.7BN revenue estimate is 13% higher than Consensus at $5.9BN. Our EBITDA forecast of $2.4BN is 22% higher than Consensus of $2.0BN (margin of 37% is above Street estimate of 34%). Finally, our $10.14 EPS estimate is 34% higher than Consensus $7.58. We think the street has not yet fully captured the Sales Navigator opportunity and estimates should rise over time.

Figure 9 LNKD – Cowen vs. Consensus 2014E-2018E

	2014	2015	2016	2017	2018
Total Revenue (Consensus)	$2,177.9	$2,905.1	$3,740.4	$4,769.2	$5,912.2
Total Revenue (Cow en)	$2,204.3	$3,011.8	$3,990.1	$5,190.4	$6,678.3
memo: Cow en vs. Cons Est (%)	1.2%	3.7%	6.7%	8.8%	13.0%
EBITDA (Consensus)	$559.6	$794.8	$1,116.6	$1,531.5	$1,999.1
EBITDA (Cow en)	$571.5	$850.4	$1,207.0	$1,705.4	$2,447.5
memo: Cow en vs. Cons Est (%)	2.1%	7.0%	8.1%	11.4%	22.4%
Non-GAAP EPS (Consensus)	$1.87	$2.74	$3.97	$5.63	$7.58
Non-GAAP EPS (Cow en)	$2.01	$3.10	$4.54	$6.75	$10.18
memo: Cow en vs. Cons Est (%)	7.3%	13.0%	14.3%	20.0%	34.3%

Source: Thomson Reuters Consensus; Cowen and Company

Valuation Looks Compelling With DCF at $253

Using our new estimates in our discounted cash flow valuation framework, we calculate Unlevered Free Cash Flows rising from $239MM to $2.2BN, a 56% '14-'19 CAGR. Our estimate points to a $29BN Enterprise Value and, after adjusting for Net Cash, a $32BN Equity Value or $253/share value.

Figure 10 LNKD – DCF Analysis

	2014E	2015E	2016E	2017E	2018E	2019E	CAGR '14E-'19E
EBITDA	$571.5	$850.4	$1,207.0	$1,705.4	$2,447.5	$3,293.9	41.9%
Net Income	(0.2)	94.5	228.4	467.5	869.8	1,339.8	(673.0)%
+ Depreciation & Amortization	228.0	320.3	389.5	441.4	481.2	526.1	18.2%
+ Other Non-Cash Charges (Benefits)	263.8	336.0	407.8	471.3	531.5	584.4	17.2%
+ After Tax Interest Expense (Income)	2.9	3.1	5.3	8.8	13.8	20.4	47.4%
+ Changes in Operating Assets & Liabilities	119.2	155.7	206.9	246.1	313.5	347.2	23.8%
= Unlevered Cash Flows	**$613.8**	**$909.6**	**$1,237.8**	**$1,635.1**	**$2,209.7**	**$2,817.9**	**35.6%**
- Capital Expenditures	374.7	421.7	438.9	415.2	500.9	581.1	9.2%
= Unlevered Free Cash Flows	**$239.0**	**$487.9**	**$798.9**	**$1,219.9**	**$1,708.8**	**$2,236.8**	**56.4%**

	2015E
Perpetual UFCF Growth Rate ("G")	4.0%
Terminal EBITDA Multiple	11.8x
Terminal Value	$38,771.4
Weighted Average Cost of Capital	**10.0%**

	2015E
NPV of Unlevered Free Cash Flows	$4,576.4
+ Present Value of Terminal Value	$24,074.0
= Enterprise Value	**$28,650.4**
- Year End Net Debt (Cash)	($3,121.3)
= Equity Value	**$31,771.7**
/ Diluted Shares Outstanding	125.7
= Equity Value Per Share	**$252.75**

Source: Cowen and Company

On a multiple basis, we believe Linkedin is not cheap at close to 28x 2015E EV/EBITDA, 8x 2015E EV/Revenue, and 67x 2015E PE. However, few peers offer the growth profile that we forecast out of LNKD and have a management team as highly regarded. In our view, the elevated multiples are warranted.

Figure 11 LNKD – Relative Valuation Metrics, 2015E-2017E

LNKD - EV/Sales and EV/EBITDA Multiple, 2015E-2017E	2015E	2016E	2017E
Stock Price ($)	**$207.00**	**$207.00**	**$207.00**
x Shares Outstanding	128.8	132.1	135.4
= Equity Market Cap	**$26,671.4**	**$27,338.2**	**$28,021.6**
+ Net Debt (Cash)	(3,121.3)	(3,958.2)	(5,218.6)
+ Preferred Stock	0.0	0.0	0.0
= Enterprise Value	**$23,550.1**	**$23,380.0**	**$22,803.0**
/ Adjusted EBITDA	$850.4	$1,207.0	$1,705.4
= EV/EBITDA Multiple	**27.7x**	**19.4x**	**13.4x**
Enterprise Value	**$23,550.1**	**$23,380.0**	**$22,803.0**
/ Revenue	$3,011.8	$3,990.1	$5,190.4
= EV/Revenue Multiple	**7.8x**	**5.9x**	**4.4x**
LNKD - P/E Multiple, 2015E-2017E			
Stock Price	$207.00	$207.00	$207.00
/ EPS (Adjusted)	$3.10	$4.54	$6.75
= P/E	**66.9x**	**45.6x**	**30.6x**

Source: Cowen and Company

Key Sales Navigator Risks: 1) User Experience and 2) Sharing Contacts

We think it important to acknowledge that any new product has associated risks. From our view and based on our discussions with prospective customers, the key potential risks associated with Sales Navigator relate to core Linkedin customer service and data safety.

User Experience: The concern outlined to us has been that if LinkedIn members are bombarded with InMail and other unsolicited contact from Salespeople that this could impact the sales experience. From our discussions with the company, Linkedin is aware of this concern. The primary company response is to police interactions and proactively limit those who are distracting or overly invasive in their outbound contacts. Additionally, we think the experience risk is mitigated when 2nd and 3rd degree connections are introduced via an intermediary. In these cases, introductions are tailored by a mutual connection, in our view ensuring relevance and appropriate tone; perhaps most important, these interactions that avoid the reaction associated with a cold call.

Sharing Contacts: There has been some concern that TeamLink could be seen as a potential negative by some salespeople who do not want to share their connections with colleagues. Salespeople we spoke with didn't bring this up as a concern.

LNKD Company Model

Figure 19 Quarterly P&L 2012 – 2014E ($, MM)

	Qtr. Ending March			Qtr. Ending Jun			Qtr. Ending Sep			Qtr. Ending Dec		
	1Q12	1Q13	1Q14	2Q12	2Q13	2Q14	3Q12	3Q13	3Q14E	4Q12	4Q13	4Q14E
Revenue												
Talent Solutions	$106.6	$194.3	$291.6	$126.4	$216.9	$322.2	$144.1	$237.7	$349.2	$169.5	$261.4	$366.5
Marketing Solutions	43.9	64.8	86.1	58.3	73.7	106.5	58.4	75.5	112.1	74.7	97.7	136.1
Premium Subscriptions	37.9	65.6	95.5	43.5	73.0	105.2	49.6	79.8	111.5	59.4	88.1	121.7
Total Revenue	**$188.4**	**$324.7**	**$473.2**	**$228.2**	**$363.6**	**$533.9**	**$252.1**	**$393.0**	**$572.8**	**$303.6**	**$447.2**	**$624.3**
Cost of Revenue	25.1	42.4	62.5	30.4	49.3	69.5	33.8	53.4	74.5	36.2	57.9	81.2
Gross Profit	**$163.3**	**$282.3**	**$410.8**	**$197.8**	**$314.3**	**$464.3**	**$218.3**	**$339.6**	**$498.4**	**$267.4**	**$389.4**	**$543.2**
Sales and Marketing	65.9	109.4	166.5	75.7	122.3	184.5	83.2	133.2	201.4	100.1	157.2	236.6
Product Development	47.1	80.7	120.6	60.1	95.6	128.7	72.7	106.2	139.0	77.3	113.1	144.6
General and Administrative	24.9	42.8	74.6	31.0	56.2	80.7	33.2	61.8	85.5	39.0	64.8	89.1
Depreciation and Amortization	14.9	25.8	49.7	17.5	32.2	56.3	23.1	33.8	58.0	24.3	42.8	64.0
Total Costs and Expenses	**$152.7**	**$258.7**	**$411.5**	**$184.3**	**$306.3**	**$450.2**	**$212.2**	**$334.9**	**$484.0**	**$240.7**	**$377.9**	**$534.3**
Income (Loss) from Operations (GAAP)	**$10.6**	**$23.7**	**($0.7)**	**$13.5**	**$8.0**	**$14.1**	**$6.1**	**$4.7**	**$14.4**	**$26.7**	**$11.4**	**$8.9**
Other Income (Expense)	0.2	(0.3)	1.0	(0.7)	(0.3)	1.2	0.7	0.2	1.1	0.0	1.8	1.1
Profit before Income Taxes	**$10.8**	**$23.4**	**$0.3**	**$12.8**	**$7.8**	**$15.3**	**$6.7**	**$4.8**	**$15.5**	**$26.8**	**$13.3**	**$10.0**
Provision for Income Taxes	(5.8)	(0.7)	(13.6)	(10.0)	(4.1)	(16.3)	(4.4)	(8.2)	(7.0)	(15.2)	(9.5)	(4.5)
Net income	**$5.0**	**$22.6**	**($13.3)**	**$2.8**	**$3.6**	**($0.9)**	**$2.3**	**($3.3)**	**$8.5**	**$11.5**	**$3.8**	**$5.5**
Income from Discontinued Ops	0.0	0.0	(0.1)	0.0	0.0	0.1	0.0	0.0	0.0	0.0	0.0	0.0
Net Income attributable to common stockholders	**$5.0**	**$22.6**	**($13.2)**	**$2.8**	**$3.6**	**($1.0)**	**$2.3**	**($3.3)**	**$8.5**	**$11.5**	**$3.8**	**$5.5**
Basic EPS - GAAP	**$0.05**	**$0.21**	**($0.11)**	**$0.03**	**$0.03**	**($0.01)**	**$0.02**	**($0.03)**	**$0.07**	**$0.11**	**$0.03**	**$0.04**
Wtd. Avg. Basic Shares Outstanding	102.2	109.4	121.0	104.2	111.2	122.2	106.3	113.9	122.5	107.9	119.8	122.8
Diluted EPS - GAAP	**$0.04**	**$0.20**	**($0.11)**	**$0.03**	**$0.03**	**($0.01)**	**$0.02**	**($0.03)**	**$0.07**	**$0.10**	**$0.03**	**$0.04**
Wtd. Avg. Diluted Shares Outstanding	111.3	115.4	124.9	112.3	116.6	125.3	113.6	113.9	125.9	114.1	124.4	126.8
NON-GAAP EPS	**$0.15**	**$0.45**	**$0.38**	**$0.16**	**$0.38**	**$0.51**	**$0.22**	**$0.39**	**$0.56**	**$0.35**	**$0.39**	**$0.56**
EBITDA												
Operating Income	$10.6	$23.7	($0.7)	$13.5	$8.0	$14.1	$6.1	$4.7	$14.4	$26.7	$11.4	$8.9
+ Depreciation & Amortization	14.9	25.8	49.7	17.5	32.2	56.3	23.1	33.8	58.0	24.3	42.8	64.0
+ Stock Compensation	12.6	33.9	67.7	19.3	48.4	74.8	26.8	54.5	80.1	27.6	57.2	84.1
= EBITDA	**$38.1**	**$83.4**	**$116.7**	**$50.3**	**$88.6**	**$145.3**	**$56.0**	**$92.9**	**$152.5**	**$78.6**	**$111.4**	**$157.0**
Non-GAAP Net Income												
GAAP Net Income	$5.0	$22.6	($13.3)	$2.8	$3.6	($0.9)	$2.3	($3.3)	$8.5	$11.5	$3.8	$5.5
+ Stock Comp	12.6	33.9	67.7	19.3	48.3	74.8	26.8	54.5	80.1	27.6	57.2	84.1
+ Amortization of intangible assets	1.3	2.8	4.8	1.9	5.7	7.2	3.8	3.8	8.0	2.9	4.1	9.0
Income Tax Effect of Non-GAAP Adjustments	(2.0)	(7.0)	(11.9)	(5.9)	(13.3)	(17.8)	(7.7)	(8.1)	(25.7)	(1.8)	(16.8)	(27.7)
NON-GAAP Net Income	**$16.9**	**$52.4**	**$47.3**	**$18.0**	**$44.3**	**$63.3**	**$25.2**	**$46.9**	**$70.9**	**$40.3**	**$48.3**	**$71.0**

	Qtr. Ending March			Qtr. Ending Jun			Qtr. Ending Sep			Qtr. Ending Dec		
	1Q12	1Q13	1Q14	2Q12	2Q13	2Q14	3Q12	3Q13	3Q14E	4Q12	4Q13	4Q14E
Y/Y % Change												
Revenue												
Hiring Solutions	130.1%	82.3%	50.1%	115.6%	71.6%	48.6%	103.0%	65.0%	46.9%	99.6%	54.2%	40.2%
Marketing Solutions	58.6%	47.6%	32.9%	51.1%	26.4%	44.5%	45.7%	29.3%	48.5%	50.8%	30.8%	39.3%
Premium Subscriptions	90.5%	72.9%	45.6%	82.4%	67.7%	44.1%	74.4%	61.0%	39.8%	78.6%	48.3%	38.1%
Total Revenue	**100.6%**	**72.3%**	**45.7%**	**88.5%**	**59.3%**	**46.8%**	**80.7%**	**55.9%**	**45.8%**	**81.0%**	**47.3%**	**39.6%**
Operating Expenses:												
Cost of Revenue	49.8%	68.6%	47.4%	65.0%	62.2%	41.1%	52.9%	58.1%	39.5%	50.0%	59.7%	40.3%
Sales and Marketing	124.4%	66.1%	52.2%	110.3%	61.4%	50.9%	80.5%	60.1%	51.2%	88.0%	57.1%	50.5%
Product Development	90.4%	71.3%	49.5%	97.5%	59.1%	34.6%	107.7%	46.1%	30.9%	83.8%	46.4%	27.8%
General and Administrative	82.6%	72.1%	74.4%	85.8%	81.5%	43.5%	65.0%	86.1%	38.5%	59.3%	66.2%	37.5%
Depreciation and Amortization	82.4%	73.4%	92.7%	82.8%	83.5%	74.9%	100.1%	46.0%	71.8%	76.3%	75.9%	49.7%
EBITDA	**186.9%**	**118.8%**	**40.0%**	**91.1%**	**75.8%**	**64.1%**	**127.0%**	**66.0%**	**64.1%**	**128.4%**	**41.7%**	**41.0%**
Net Income	139.6%	354.6%	(158.7)%	(37.6)%	29.7%	(125.6)%	(246.0)%	(243.2)%	(355.2)%	66.6%	(67.1)%	44.9%
Diluted EPS - GAAP	10.8%	338.5%	(153.7)%	(42.7)%	24.9%	(126.4)%	(223.7)%	(242.8)%	(331.0)%	58.6%	(69.8)%	42.2%
Margin												
Gross Margin	86.7%	86.9%	86.8%	86.7%	86.5%	87.0%	86.6%	86.4%	87.0%	88.1%	87.1%	87.0%
EBITDA	20.2%	25.7%	24.7%	22.1%	24.3%	27.2%	22.2%	23.6%	26.6%	25.9%	24.9%	25.2%
Operating Income	5.6%	7.3%	(0.2)%	5.9%	2.2%	2.6%	2.4%	1.2%	2.5%	8.8%	2.6%	1.4%
Effective Tax Rate	54.0%	3.1%	4467.4%	78.1%	53.0%	106.1%	65.4%	169.4%	45.0%	56.9%	71.4%	45.0%
% of Revenue												
Hiring Solutions	56.6%	59.8%	61.6%	55.4%	59.7%	60.4%	57.2%	60.5%	61.0%	55.8%	58.4%	58.7%
Marketing Solutions	23.3%	20.0%	18.2%	25.5%	20.3%	19.9%	23.2%	19.2%	19.6%	24.6%	21.8%	21.8%
Premium Subscriptions	20.1%	20.2%	20.2%	19.1%	20.1%	19.7%	19.7%	20.3%	19.5%	19.6%	19.7%	19.5%
% of Revenue												
Cost of Revenue	13.3%	13.1%	13.2%	13.3%	13.5%	13.0%	13.4%	13.6%	13.0%	11.9%	12.9%	13.0%
Sales and Marketing	35.0%	33.7%	35.2%	33.2%	33.6%	34.6%	33.0%	33.9%	35.2%	33.0%	35.2%	37.9%
Product Development	25.0%	24.8%	25.5%	26.3%	26.3%	24.1%	28.9%	27.0%	24.3%	25.5%	25.3%	23.2%
General and Administrative	13.2%	13.2%	15.8%	13.6%	15.5%	15.1%	13.2%	15.7%	14.9%	12.8%	14.5%	14.3%
Depreciation and Amortization	7.9%	7.9%	10.5%	7.7%	8.9%	10.5%	9.2%	8.6%	10.1%	8.0%	9.6%	10.3%

Source: Company reports, Cowen and Company

Figure 20 Annual P&L 2013 – 2019E ($, MM)

	2013	2014E	2015E	2016E	2017E	2018E	2019E	CAGR 14E-'19E
Revenue			$0.04	$0.07	0.08813	$0.13		
Talent Solutions	$910.3	$1,329.6	$1,814.4	$2,383.4	$3,056.2	$3,870.8	$4,638.3	28.4%
Marketing Solutions	311.7	440.8	542.9	659.9	788.8	938.5	1,121.6	20.5%
Premium Subscriptions	306.5	433.9	654.5	946.8	1,345.4	1,868.9	2,541.5	42.4%
Total Revenue	**$1,528.5**	**$2,204.3**	**$3,011.8**	**$3,990.1**	**$5,190.4**	**$6,678.3**	**$8,301.3**	**30.4%**
Cost of Revenue	$202.9	$287.6	$376.5	$478.8	$596.9	$734.6	$871.6	24.8%
Gross Profit	**$1,325.6**	**$1,916.7**	**$2,635.3**	**$3,511.3**	**$4,593.5**	**$5,943.7**	**$7,429.7**	**31.1%**
Sales and Marketing	522.1	789.0	1,057.3	1,348.4	1,673.3	2,045.7	2,447.0	25.4%
Product Development	395.6	533.0	682.2	879.9	1,100.6	1,306.1	1,492.9	22.9%
General and Administrative	225.6	329.9	428.9	536.2	643.4	739.9	850.9	20.9%
Depreciation & Amortization	134.5	228.0	320.3	389.5	441.4	481.2	526.1	18.2%
Total Costs and Expenses	**$1,277.8**	**$1,880.0**	**$2,488.7**	**$3,153.9**	**$3,858.7**	**$4,572.9**	**$5,316.9**	23.1%
Income (Loss) from Operations (GAAP)	**$47.8**	**$36.7**	**$146.6**	**$357.3**	**$734.8**	**$1,370.9**	**$2,112.8**	**125.0%**
Other Income (Expense)	1.4	4.4	4.7	8.1	13.3	20.8	30.9	47.4%
Profit before Income Taxes	**$49.2**	**$41.1**	**$151.3**	**$365.4**	**$748.1**	**$1,391.7**	**$2,143.7**	**120.5%**
Provision for Income Taxes	(22.5)	(41.3)	(56.7)	(137.0)	(280.5)	(521.9)	(803.9)	81.1%
Net income	**$26.7**	**($0.2)**	**$94.5**	**$228.4**	**$467.6**	**$869.8**	**$1,339.8**	**NM**
Income from Discontinued Ops	0.0	(0.0)	(0.0)	(0.0)	(0.0)	(0.0)	(0.0)	
Net Income attributable to common stock	**$26.7**	**($0.2)**	**$94.5**	**$228.4**	**$467.5**	**$869.8**	**$1,339.8**	**NM**
Basic EPS - GAAP	**$0.24**	**($0.00)**	**$1.29**	**$3.05**	**$6.09**	**$11.05**	**$16.60**	**NM**
Wtd. Avg. Basic Shares Outstanding	113.6	71.3	73.1	74.9	76.8	78.7	80.7	
Diluted EPS - GAAP	**$0.23**	**($0.00)**	**$0.73**	**$1.73**	**$3.45**	**$6.27**	**$9.42**	**NM**
Wtd. Avg. Diluted Shares Outstanding	117.6	125.7	128.8	132.1	135.4	138.8	142.2	
NON-GAAP EPS	**$1.62**	**$2.01**	**$3.10**	**$4.54**	**$6.75**	**$10.18**	**$13.95**	**47.4%**
EBITDA								
Operating Income	$47.8	$36.7	$146.6	$357.3	$734.8	$1,370.9	$2,112.8	125.0%
+ Depreciation & Amortization	134.5	228.0	320.3	389.5	441.4	481.2	526.1	18.2%
+ Stock Compensation	194.0	306.8	383.5	460.2	529.3	595.4	655.0	16.4%
= EBITDA	**$376.2**	**$571.5**	**$850.4**	**$1,207.0**	**$1,705.4**	**$2,447.5**	**$3,293.9**	**41.9%**
					200			
Non-GAAP Net Income								
GAAP Net Income	$26.7	($0.2)	$94.5	$228.4	$467.6	$869.8	$1,339.8	(687.8)%
+ Stock Comp	193.9	306.8	383.5	460.2	529.3	595.4	655.0	16.4%
+ Amortization of intangible assets	16.4	29.0	21.8	16.3	12.2	9.2	6.9	(25.0)%
Income Tax Effect of Non-GAAP Adjustment	(45.2)	(83.1)	(100.9)	(105.8)	(94.7)	(61.7)	(17.2)	(27.1)%
NON-GAAP Net Income	**$191.9**	**$252.5**	**$398.9**	**$599.1**	**$914.4**	**$1,412.7**	**$1,984.5**	**51.0%**

	2013	2014E	2015E	2016E	2017E	2018E	2019E
Y/Y % Change							
Revenue							
Hiring Solutions	66.5%	46.1%	36.5%	31.4%	28.2%	26.7%	19.8%
Marketing Solutions	32.5%	41.4%	23.2%	21.6%	19.5%	19.0%	19.5%
Premium Subscriptions	60.9%	41.6%	50.8%	44.7%	42.1%	38.9%	36.0%
Total Revenue	**57.2%**	**44.2%**	**36.6%**	**32.5%**	**30.1%**	**28.7%**	**24.3%**
Operating Expenses:							
Cost of Revenue	61.7%	41.8%	30.9%	27.2%	24.7%	23.1%	18.7%
Sales and Marketing	60.7%	51.1%	34.0%	27.5%	24.1%	22.3%	19.6%
Product Development	53.8%	34.7%	28.0%	29.0%	25.1%	18.7%	14.3%
General and Administrative	76.2%	46.3%	30.0%	25.0%	20.0%	15.0%	15.0%
Depreciation and Amortization	68.5%	69.5%	40.5%	21.6%	13.3%	9.0%	9.3%
EBITDA	**68.6%**	**51.9%**	**48.8%**	**41.9%**	**41.3%**	**43.5%**	**34.6%**
Net Income	23.5%	(100.7)%	NM	141.6%	104.7%	86.0%	54.0%
Diluted EPS - GAAP	19.1%	(101.1)%	NM	135.7%	99.7%	81.5%	50.3%
Margin							
Gross Margin	86.7%	87.0%	87.5%	88.0%	88.5%	89.0%	89.5%
EBITDA	24.6%	25.9%	28.2%	30.3%	32.9%	36.6%	39.7%
Operating Income	3.1%	1.7%	4.9%	9.0%	14.2%	20.5%	25.5%
Effective Tax Rate	45.7%	100.5%	37.5%	37.5%	37.5%	37.5%	37.5%
% of Revenue							
Hiring Solutions	59.6%	60.3%	60.2%	59.7%	58.9%	58.0%	55.9%
Marketing Solutions	20.4%	20.0%	18.0%	16.5%	15.2%	14.1%	13.5%
Premium Subscriptions	20.1%	19.7%	21.7%	23.7%	25.9%	28.0%	30.6%
% of Revenue							
Cost of Revenue	13.3%	13.0%	12.5%	12.0%	11.5%	11.0%	10.5%
Sales and Marketing	34.2%	35.8%	35.1%	33.8%	32.2%	30.6%	29.5%
Product Development	25.9%	24.2%	22.7%	22.1%	21.2%	19.6%	18.0%
General and Administrative	14.8%	15.0%	14.2%	13.4%	12.4%	11.1%	10.2%
Depreciation and Amortization	8.8%	10.3%	10.6%	9.8%	8.5%	7.2%	6.3%

Source: Company reports, Cowen and Company

Figure 21 Annual Balance Sheet 2013 – 2019E ($, MM)

	2013	2014E	2015E	2016E	2017E	2018E	2019E
Assets							
Current Assets							
Cash and Cash Equivalents	$803.1	$1,072.4	$1,595.1	$2,432.0	$3,692.4	$5,443.3	$7,722.6
Short-term Investments	1,526.2	1,526.2	1,526.2	1,526.2	1,526.2	1,526.2	1,526.2
Accounts Receivable	302.2	413.7	535.2	669.1	818.5	986.3	1,143.0
Deferred Commissions	47.5	68.5	93.6	124.0	161.3	207.5	258.0
Prepaid Expenses and Other Current Assets	32.1	61.4	83.9	111.2	144.7	186.1	231.4
Other Current Assets	44.4	64.0	87.5	115.9	150.7	194.0	241.1
Total Current Assets	**$2,755.5**	**$3,206.3**	**$3,921.5**	**$4,978.4**	**$6,493.7**	**$8,543.4**	**$11,122.2**
PP&E	361.7	537.5	660.6	726.4	712.5	741.3	803.2
Goodwill	150.9	155.9	160.9	165.9	170.9	175.9	180.9
Intangible Assets	43.0	23.5	11.2	4.4	1.6	2.0	4.6
Other Assets	41.7	65.6	89.6	118.7	154.5	198.7	247.0
Total Assets	**$3,352.8**	**$3,988.7**	**$4,843.8**	**$5,993.7**	**$7,533.2**	**$9,661.3**	**$12,357.9**
Liabilities							
Current Liabilities							
Accounts Payable	$66.7	$94.6	$125.2	$161.2	$201.9	$245.1	$290.0
Accrued Liabilities	183.0	251.1	321.6	400.2	483.8	566.1	645.0
Deferred Revenue	392.2	571.2	787.9	1,063.8	1,396.8	1,830.6	2,296.3
Total Current Liabilities	**$642.0**	**$916.9**	**$1,234.8**	**$1,625.3**	**$2,082.4**	**$2,641.9**	**$3,231.4**
Deferred Tax Liabilities	14.9	21.1	27.9	35.9	45.0	54.6	64.7
Other Long Term Liabilities	61.5	416.6	852.4	1,375.5	1,981.2	2,670.4	3,427.7
Total Liabilities	**$718.4**	**$1,354.6**	**$2,115.1**	**$3,036.7**	**$4,108.6**	**$5,366.9**	**$6,723.7**
Commitments and Contingencies							
Redeem Convertible Preferred Stock	5.0	5.0	5.0	5.0	5.0	5.0	5.0
Stockholder's Equity							
Convertible Preferred Stock	$0.0	$0.0	$0.0	$0.0	$0.0	$0.0	$0.0
Class A and Class B common Stock	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Additional Paid-in Capital	2,573.4	2,573.4	2,573.4	2,573.4	2,573.4	2,573.4	2,573.4
Accumulated Other Comprehensive Loss	0.3	0.3	0.3	0.3	0.3	0.3	0.3
Accumulated Deficit	55.6	55.4	149.9	378.3	845.8	1,715.6	3,055.4
Total Equity	**$2,634.4**	**$2,634.2**	**$2,728.7**	**$2,957.0**	**$3,424.6**	**$4,294.4**	**$5,634.2**
Total Liabilities and Stkholder's Equity	**$3,352.8**	**$3,988.7**	**$4,843.8**	**$5,993.7**	**$7,533.2**	**$9,661.3**	**$12,357.9**
Book Value Per Share	$22.40	$20.96	$21.18	$22.39	$25.30	$30.95	$39.61
Net Debt (Cash)	($2,329.3)	($2,598.6)	($3,121.3)	($3,958.2)	($5,218.6)	($6,969.5)	($9,248.8)
Cash per Share	$19.81	$20.67	$24.22	$29.97	$38.55	$50.23	$65.03
Return on Equity	1.0%	0.0%	3.5%	7.7%	13.7%	20.3%	23.8%

Source: Company reports, Cowen and Company

Figure 22 Annual Cash Flow Statement 2013 – 2019E ($, MM)

	2013	2014E	2015E	2016E	2017E	2018E	2019E
Net Income	$26.7	($0.2)	$94.5	$228.4	$467.5	$869.8	$1,339.8
Depreciation & Amortization	134.5	228.0	320.3	389.5	441.4	481.2	526.1
Provision for Doubtful Accounts & Sales Returns	4.8	5.1	5.4	5.8	6.1	6.5	7.0
Stock-Based Compensation	193.9	306.8	383.5	460.2	529.3	595.4	655.0
Excess Tax Benefit from the Exercise of Stock Options	(43.8)	(48.1)	(52.9)	(58.2)	(64.1)	(70.5)	(77.5)
Accounts Receivable	(102.6)	(111.6)	(121.4)	(133.9)	(149.4)	(167.8)	(156.7)
Deferred Commissions	(18.2)	(21.0)	(25.1)	(30.4)	(37.3)	(46.2)	(50.4)
Prepaid Expenses and Other Assets	(11.2)	(29.3)	(22.5)	(27.3)	(33.5)	(41.5)	(45.2)
Accounts Payable and Other Liabilities	114.7	96.0	101.1	114.6	124.2	125.6	123.9
Income Taxes, net	3.1	6.2	6.8	8.0	9.1	9.6	10.0
Deferred Revenue	134.5	178.9	216.8	275.9	333.0	433.8	465.6
Changes in Operating Assets and Liabilities	**120.3**	**119.2**	**155.7**	**206.9**	**246.1**	**313.5**	**347.2**
Net Cash from Operating Activities	**436.4**	**610.8**	**906.5**	**1,232.5**	**1,626.3**	**2,196.0**	**2,797.5**
Cash Flows from Investing Activities							
Purchase of PPE (Capex)	($278.0)	($374.7)	($421.7)	($438.9)	($415.2)	($500.9)	($581.1)
Purchase of Investments	(1,493.8)	0.0	0.0	0.0	0.0	0.0	0.0
Sales of Investments	179.9	0.0	0.0	0.0	0.0	0.0	0.0
Maturities of Investments	258.4	0.0	0.0	0.0	0.0	0.0	0.0
Purchase of Intangible Assets/Acq, Net	(19.2)	(10.0)	(10.0)	(10.0)	(10.0)	(10.0)	(10.0)
(Increase) Decrease in Restricted Cash/Deposits	(4.9)	(4.8)	(4.6)	(4.5)	(4.3)	(4.2)	(4.1)
Net Cash Provided by Investing	**(1,357.5)**	**($389.5)**	**($436.3)**	**($453.4)**	**($429.6)**	**($515.1)**	**($595.2)**
Cash Flows from Financing Activities							
Proceeds from IPO, Net	$0.0	$0.0	$0.0	$0.0	$0.0	$0.0	$0.0
Proceeds from Follow-on Offering, Net	1,348.4	0.0	0.0	0.0	0.0	0.0	0.0
Proceeds from Issuance of Common Stock	32.8	0.0	0.0	0.0	0.0	0.0	0.0
Proceeds from Early Exercise of Employee Stock Options	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Proceeds from Issuance of Employee Stock Purchase Plan	24.6	0.0	0.0	0.0	0.0	0.0	0.0
Proceeds from Exercise of Warrant	4.6	0.0	0.0	0.0	0.0	0.0	0.0
Excess Tax Benefit from Exercise of Stock Options	43.8	48.1	52.9	58.2	64.1	70.5	77.5
Repurchase of Common Stock	0.4	0.0	0.0	0.0	0.0	0.0	0.0
Net Cash Used in Financing Activities	**$1,454.6**	**$48.1**	**$52.9**	**$58.2**	**$64.1**	**$70.5**	**$77.5**
Net (Decrease) Increase in Cash	**$533.5**	**$269.5**	**$523.2**	**$837.4**	**$1,260.8**	**$1,751.4**	**$2,279.8**
Cash Balance (BOP)	**$270.4**	**$803.4**	**$1,072.4**	**$1,595.1**	**$2,432.0**	**$3,692.4**	**$5,443.3**
FX Impact	(0.5)	(0.5)	(0.5)	(0.5)	(0.5)	(0.5)	(0.5)
Closing Cash Balance	**$803.4**	**$1,072.4**	**$1,595.1**	**$2,432.0**	**$3,692.4**	**$5,443.3**	**$7,722.6**
Operating Cash Flow Per Share	$3.71	$4.86	$7.04	$9.33	$12.01	$15.83	$19.67
Free Cash Flow	$158.4	$236.1	$484.8	$793.6	$1,211.1	$1,695.1	$2,216.4
FCF as % of Adjusted EBITDA	42.1%	41.3%	57.0%	65.7%	71.0%	69.3%	67.3%
Free Cash Flow Per Share - Cont Ops	$1.35	$1.88	$3.76	$6.01	$8.95	$12.22	$15.58
Y/Y % Change	7.3%	39.4%	100.3%	59.7%	48.9%	36.5%	27.6%

Source: Company reports, Cowen and Company