

TECH DATA CORP

FORM 10-K (Annual Report)

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**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 January 31, 2015
- 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 0-14625

TECH DATA CORPORATION
(Exact name of Registrant as specified in its charter)

Florida (State or other jurisdiction of incorporation or organization)	59-1578329 (I.R.S. Employer Identification Number)
5350 Tech Data Drive Clearwater, Florida (Address of principal executive offices)	33760 (Zip Code)
(Registrant's Telephone Number, including Area Code): (727) 539-7429	

Securities registered pursuant to Section 12(b) of the Act:
Common stock, par value \$.0015 per share
Securities registered pursuant to Section 12 (g) of the Act: None

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

Indicate by a 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 shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§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 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 "accelerated filer", "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated Filer

Accelerated Filer

Non-accelerated Filer

Smaller Reporting Company Filer

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

Aggregate market value of the voting stock held by non-affiliates was \$2,303,476,266 based on the reported last sale price of common stock on July 31, 2014 which is the last business day of the registrant's most recently completed second fiscal quarter.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

<u>Class</u>	<u>March 11, 2015</u>
Common stock, par value \$.0015 per share	36,631,255

DOCUMENTS INCORPORATED BY REFERENCE

The registrant's Proxy Statement for use at the Annual Meeting of Shareholders on June 3, 2015, is incorporated by reference in Part III of this Form 10-K to the extent stated herein.

TABLE OF CONTENTS

PART I		
ITEM 1.	Business	3
ITEM 1A.	Risk Factors	10
ITEM 1B.	Unresolved Staff Comments	12
ITEM 2.	Properties	12
ITEM 3.	Legal Proceedings	12
ITEM 4.	Mine Safety Disclosures	13
PART II		
ITEM 5.	Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	14
ITEM 6.	Selected Financial Data	17
ITEM 7.	Management’s Discussion and Analysis of Financial Condition and Results of Operations	18
ITEM 7A.	Quantitative and Qualitative Disclosures about Market Risk	31
ITEM 8.	Financial Statements and Supplementary Data	33
ITEM 9.	Changes in and Disagreements With Accountants on Accounting and Financial Disclosure	64
ITEM 9A.	Controls and Procedures	64
ITEM 9B.	Other Information	67
PART III		
ITEM 10	<u>Directors, Executive Officers and Corporate Governance</u>	67
ITEM 11	<u>Executive Compensation</u>	67
ITEM 12	<u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	68
ITEM 13	Certain Relationships and Related Transactions, and Director Independence	68
ITEM 14.	Principal Accountant Fees and Services	68
PART IV		
ITEM 15.	Exhibits, Financial Statement Schedules	69
	Signatures	75
	Exhibits	
	Certifications	

PART I

ITEM 1. *Business.*

Overview

Tech Data Corporation is one of the world's largest wholesale distributors of technology products. We serve as an indispensable link in the technology supply chain by bringing products from the world's leading technology vendors to market, as well as providing our customers with advanced logistics capabilities and value-added services. Our customers include approximately 115,000 value-added resellers ("VARs"), direct marketers, retailers and corporate resellers who support the diverse technology needs of end users. We sell to customers in more than 100 countries throughout North America, South America, Europe, the Middle East and Africa. The two primary geographic markets we serve are the Americas and Europe. For a discussion of our geographic reporting segments, see Item 8, "Financial Statements and Supplementary Data."

The Company's financial objectives are to grow sales at or above the overall IT market growth rate by gaining share in select product areas, grow earnings in local currency, generate positive cash flow, and earn a return on invested capital above our weighted average cost of capital. To achieve this, we focus on a strategy of excellence in execution, diversification and innovation that we believe differentiates our business in the marketplace.

Execution is fundamental to our business success. We have 26 logistics centers where each day, tens of millions of dollars of technology products are received from vendors, picked and packed and shipped to our customers. Products are generally shipped from regionally located logistics centers the same day the orders are received. In addition, execution is marked by a high level of service provided to our customers through our company's technical, sales and marketing support, electronic commerce tools, product integration services and financing programs.

Our diversification strategy seeks to continuously remix our product, customer and services portfolios towards higher growth and higher return market segments through organic growth initiatives and acquisitions. We believe that as industry standardization, mobility, cloud computing, the convergence of consumer and professional devices and other potentially disruptive factors transform the way technology is used and delivered, we will leverage our highly efficient infrastructure to capture new market opportunities in specialty areas, such as data center, software, mobility and consumer electronics.

The final tenet of our strategy is innovation. Our IT systems and e-business tools and programs have provided our business with the flexibility to effectively navigate fluctuations in market conditions, structural changes in the technology industry, as well as changes created by products we sell. These IT systems and e-business tools and programs have also worked to strengthen our vendor and customer relationships, while at the same time improving the efficiency of these business partners.

We believe our strategy of execution, diversification and innovation will continue to strengthen our value proposition with vendor partners and reseller customers while positioning us for continued market expansion and profitable growth.

History

Tech Data was incorporated in 1974 to market data processing supplies such as tapes, disk packs, and custom and stock tab forms for mini and mainframe computers directly to end users. With the advent of microcomputer dealers, we made the transition to a wholesale distributor in 1984 by broadening our product line to include hardware products and withdrawing entirely from end-user sales.

From fiscal 1989 through fiscal 2007, we expanded geographically through the acquisitions of several distribution companies in both the Americas and Europe, significantly strengthening our position in certain product and customer segments.

In fiscal 2008, we executed a joint venture agreement with Brightstar Corp. ("Brightstar"), one of the world's largest wireless products distributors and supply chain solutions providers. Brightstar Europe Limited ("BEL"), our consolidated joint venture with Brightstar, distributed mobile phones and other wireless devices to a variety of customers including mobile operators, dealers, agents, retailers and e-tailers in certain European markets. During the third quarter of fiscal 2013, we acquired Brightstar's fifty percent ownership interest in BEL. The terms of the acquisition agreement included a payment of \$165.9 million in cash for Brightstar's equity in BEL and the repayment of all loans advanced by Brightstar to BEL.

In fiscal 2011, we continued to support our diversification strategy by completing five acquisitions in Europe, including the acquisition of Triade Holding B.V. ("Triade"), a privately-held portfolio of leading value-added distributors of consumer electronics and information technology products in the Benelux region, Denmark and Norway. We believe the acquisition of Triade strengthened our presence in these geographies and enabled us to accelerate our diversification strategy into the consumer electronics business in Europe, while leveraging our logistics infrastructure. In a related transaction, BEL acquired Triade's mobility subsidiaries in Belgium and the Netherlands, significantly extending BEL's mobility operations in Europe.

In fiscal 2012, we made two acquisitions in the European technology distribution marketplace. While the acquisitions did not have a significant impact on our consolidated results of operations, the addition of these businesses expanded our product and customer portfolios and continued to add desired skill sets, while leveraging our logistics infrastructure in Europe. Also in fiscal 2012, expanding upon the success of our mobility distribution joint venture in Europe, we executed an agreement with Brightstar to establish a joint venture in the United States, hereinafter referred to as TDMobility. TDMobility simplifies the selling, delivery and support of mobile services for our reseller customers serving the small and medium business markets. During the fourth quarter of fiscal 2014, we acquired Brightstar's fifty percent ownership interest in TDMobility.

In fiscal 2013, we completed the acquisition of several distribution companies of Specialist Distribution Group (collectively "SDG"), the distribution arm of Specialist Computer Holdings PLC ("SCH"), a privately-held IT services company headquartered in the United Kingdom, for a final purchase price of approximately \$358 million. Management believes the acquisition of SDG supports the Company's diversification strategy by strengthening its European value and broadline offerings in key markets and expanding the Company's vendor and customer portfolios, while leveraging the Company's existing pan-European infrastructure.

In the fourth quarter of fiscal 2015, we committed to a plan to sell our business operations in Chile and Peru and in March 2015, the Company entered into an agreement for the sale of these operations. Additionally, in March 2015, we committed to a plan to exit our business operations in Uruguay. The operating results of these entities during fiscal 2015, 2014 and 2013 were insignificant relative to our consolidated financial results.

Industry

The wholesale distribution model has proven to be well suited for both manufacturers and publishers of technology products (also referred to in this document as "vendors") and resellers of those products. The large number of resellers makes it cost efficient for vendors to rely on wholesale distributors to serve this diverse and highly fragmented customer base.

Resellers in the traditional distribution model are able to build efficiencies and reduce their costs by relying on distributors, such as Tech Data, for a number of services, including multi-vendor solutions, product configuration/integration, marketing support, financing, technical support, and inventory management, which includes direct shipment to end-users and, in some cases, provides end-users with the distributors' inventory availability.

Due to the large number of vendors and products, resellers often cannot, or choose not to, establish direct purchasing relationships with vendors. As a result, they frequently rely on wholesale distributors, such as Tech Data, who leverage purchasing costs across multiple vendors to satisfy a significant portion of the resellers' product procurement, logistics, financing, marketing and technical support needs.

The technology distribution industry continues to address a broad spectrum of reseller and vendor requirements. While some vendors have elected to sell directly to resellers or end-users for particular customer and product segments, we believe that a vast majority of vendors continue to embrace traditional distributors that have proven capabilities to manage multiple products and resellers, provide access to fragmented markets, and deliver products in a cost-effective and efficient manner.

New products and market opportunities have helped to offset the impact on technology distributors of vendor direct sales. Further, vendors continue to seek the logistics expertise of distributors to penetrate highly fragmented markets such as the small- and medium-sized business ("SMB") sector, which relies on VARs, our primary customer base, to gain access to and support for new technology. The economies of scale and global reach of large industry-leading and well-capitalized distributors are expected to continue to be significant competitive advantages in this marketplace.

Products and Vendors

We distribute and market hundreds of thousands of products from more than 1,100 of the world's leading technology hardware suppliers, networking equipment suppliers, software publishers, and other suppliers of technology peripherals, physical security, consumer electronics, digital signage and mobile phone hardware and accessories. These products are typically purchased directly from the vendor on a non-exclusive basis. Conversely, our vendor agreements do not restrict us from selling similar products manufactured by competitors, nor do they require us to sell a specified quantity of product. As a result, we have the flexibility to terminate or curtail sales of one product line in favor of another due to technological change, pricing considerations, product availability, customer demand, or vendor distribution policies. Overall, we believe that our diversified and evolving product portfolio will provide a solid platform for continued growth.

We continually evolve our product line in order to provide our customers with access to the latest technology products. However, from time to time, the demand for certain products that we sell exceeds the supply available from the vendor. In such cases, we generally receive an allocation of the available products. We believe that our ability to compete is not adversely affected by these periodic shortages and the resulting allocations.

We believe that our vendor agreements are in the form customarily used by manufacturers and distributors. Agreements typically contain provisions that allow termination by either party upon a short notice period. In most instances, a vendor who elects to terminate a distribution agreement will repurchase the vendor's products carried in the distributor's inventory.

Most of our vendor agreements also allow for stock rotation and price protection provisions. Stock rotation rights give us the ability, subject to certain limitations, to return for credit or exchange a portion of those inventory items purchased from the vendor. Price protection situations occur when a vendor credits us for declines in inventory value resulting from the vendor's price reductions. Along with our inventory management policies and practices, these provisions reduce our risk of loss due to slow-moving inventory, vendor price reductions, product updates or obsolescence.

Sometimes the industry practices discussed above are not embodied in agreements and do not protect us in all cases from declines in inventory value. However, we believe that these practices provide a significant level of protection from such declines, although no assurance can be given that such practices will continue or that they will adequately protect us against declines in inventory value. We sell products in various countries throughout the world, and product categories may vary from region to region. Our consolidated revenue mix may fluctuate between and within our operating segments as well as within our product categories. These fluctuations can be influenced by our diversification strategies, new product offerings and supply and demand fluctuations within our operating regions.

Our consolidated net sales for fiscal 2015, 2014 and 2013 within our strategic focus categories approximated the following:

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Broadline	47%	46%	47%
Data Center	22%	23%	21%
Software	18%	18%	19%
Mobility	10%	9%	8%
Consumer Electronics	3%	4%	5%

Our strategic focus categories include the following products:

- Broadline - We define our broadline category to include, among other products, notebooks, tablets, desktop systems, printers, supplies and components.
- Data Center - We define our data center category to include products such as servers, server accessories, networking products, storage hardware and networking support services.
- Software - We define our software category as a broad variety of applications containing computer instructions or data that can be stored electronically. We offer a variety of software products, such as virtualization software, security software (firewalls, intrusion, detection and encryption), desktop application software, operating system software, utilities software and software service and support.
- Mobility - We define our mobility category to include mobile handsets, navigation devices, aircards, SIM cards and other mobility-related accessories.
- Consumer Electronics - We define our consumer electronics category to include car and home audio / visual equipment, blue-ray and DVD players, televisions and related accessories, cameras and related accessories, gaming and home appliances.

We generated approximately 19%, 21% and 21% of our consolidated net sales in fiscal 2015, 2014 and 2013, respectively, from products purchased from Hewlett-Packard Company. In addition, approximately 15%, 13% and 12% of our consolidated net sales in fiscal 2015, 2014 and 2013 were from products purchased from Apple, Inc. There were no other vendors that accounted for 10% or more of our consolidated net sales in fiscal 2015, 2014 or 2013.

Customers and Services

Our products are purchased directly from vendors in significant quantities and are marketed to an active reseller base of approximately 115,000 VARs, direct marketers, retailers and corporate resellers. While we sell products in various countries throughout the world, and customer channels may vary from region to region, during fiscal 2015, 2014 and 2013 sales within our consolidated customer channels approximated the following:

	<u>2015</u>	<u>2014</u>	<u>2013</u>
VARs	45%	51%	52%
Direct marketers and retailers	30%	28%	27%
Corporate resellers	25%	21%	21%

No single customer accounted for more than 10% of our net sales during fiscal 2015, 2014 or 2013.

The market for VARs is attractive because VARs generally rely on distributors as their principal source of technology products and the related financing for the products. This reliance is due to VARs typically not wanting to invest the resources to establish a large number of direct purchasing relationships or stock significant product inventories. Direct marketers, retailers and corporate resellers may establish direct relationships with vendors for their highest volume products, but utilize distributors as the primary source for other product requirements and an alternative source for products acquired directly.

In addition to an extensive product offering from the world's leading technology vendors, we provide resellers a high level of customer service through our training and technical support, suite of electronic commerce tools (including internet order entry and electronic data interchange ("EDI") services), customized shipping documents, product configuration/integration services and access to flexible financing programs. We also provide services to our vendors by providing them the opportunity to participate in a number of special promotions, and marketing services targeted to the needs of our resellers. While these services are important to our customers, they contribute less than 10% of our consolidated net sales.

We provide our vendors with access to one of the largest bases of resellers throughout the Americas and Europe, delivering products to them from our 26 regionally located logistics centers. We have located our logistics centers near our customers which enables us to deliver products on a timely basis, thereby reducing the customers' need to invest in inventory (see also Item 2, "Properties" for further discussion of our locations and logistics centers).

Sales and Electronic Commerce

Our sales team consists of field sales and inside telemarketing sales representatives. The sales representatives are provided comprehensive training on our policies and procedures, and the technical specifications of products, and attend product seminars offered by our vendors. Field sales representatives are typically located in major metropolitan areas in their respective geographies and are supported by inside telemarketing sales teams covering a designated territory. Our team concept provides a strong personal relationship between our customers' representatives and Tech Data. Territories with no field representation are serviced exclusively by inside telemarketing sales teams. Customers typically call our inside sales teams on dedicated telephone numbers or contact us through various electronic methods to place orders. If the product is in stock and the customer has available credit, customer orders are generally shipped the same day from the logistics center nearest the customer or the intended end-user.

Customers often utilize our electronic ordering and information systems. Through our website, customers can gain remote access to our information systems to place orders, or check order status, inventory availability and pricing. Certain of our larger customers have EDI services available whereby orders, order acknowledgments, invoices, inventory status reports, customized pricing information and other industry standard EDI transactions are consummated on-line, which improves efficiency and timeliness for the Company and our customers. In both fiscal 2015 and 2014, approximately 45% of our consolidated net sales originated from orders received electronically.

Competition

We operate in a market characterized by intense competition, based on such factors as product availability, credit terms and availability, price, speed of delivery, effectiveness of information systems and e-commerce tools, ability to tailor solutions to customers' needs, quality and depth of product lines and training, as well as service and support provided by the distributor to the customer. We believe we are well equipped to compete effectively with other distributors in all of these areas.

We compete against several distributors in the Americas market, including broadline product distributors such as Ingram Micro Inc. ("Ingram Micro"), Synnex Corp., and to a lesser extent, more specialized distributors such as Arrow Electronics, Inc. ("Arrow") and Avnet, Inc. ("Avnet"), along with some regional and local distributors. The competitive environment in Europe is more fragmented, with market share spread among several regional and local competitors such as ALSO/Actebis and Esprinet, as well as international distributors such as Ingram Micro, Westcon Group, Inc., Arrow and Avnet.

The Company also faces competition from companies entering or expanding into the logistics and product fulfillment and e-commerce supply chain services market and certain direct sales relationships between manufacturers, resellers, and end-users continue to introduce change into the competitive landscape of our industry. As we expand our business into new areas, we may face increased competition from other distributors as well as vendors. However, we believe vendors will continue to sell their products through distributors, such as Tech Data, due to our ability to provide them with access to our broad customer base and serve them in a highly cost-effective and efficient manner. Our logistics capabilities, as well as our sales and marketing, credit and product management expertise, allow our vendors to expand their market coverage while lowering their selling, inventory and fulfillment costs.

Employees

On January 31, 2015, we had approximately 8,900 employees (as measured on a full-time equivalent basis). Certain of our employees in various countries outside of the United States are subject to laws providing representation rights to employees on workers' councils.

Our success depends on the talent and dedication of our employees and we strive to attract, hire, develop and retain outstanding employees. We believe significant benefits are realized from having a strong and seasoned management team with many years of experience in technology distribution and related industries. We consider relations with our employees to be good.

Foreign and Domestic Operations and Export Sales

We operate predominately in a single industry segment as a distributor of technology products, logistics management, and other value-added services. While we operate primarily in one industry, we manage our business in two geographic segments: the Americas and Europe.

Over the past several years, we have entered new geographic markets, expanded our presence in existing markets and exited certain markets based upon our assessment of, among other factors, our earnings potential and the risk exposure in those markets, including foreign currency exchange, regulatory and political risks. To the extent we decide to close any of our operations, we may incur charges and operating losses related to such closures and recognize a portion of our accumulated other comprehensive income in connection with such a disposition. For information on our net sales, operating income and identifiable assets by geographic region, see Note 14 of Notes to Consolidated Financial Statements.

Asset Management

We manage our inventories in a manner that allows us to maintain sufficient quantities to achieve high order fill rates while attempting to stock only those products in high demand that have a rapid turnover rate. Our business, like that of other distributors, is subject to the risk that the value of inventory will be impacted adversely by suppliers' price reductions or by technological changes affecting the usefulness or desirability of the products comprising the inventory. Our contracts with most of our vendors provide price protection and stock rotation privileges to reduce the risk of loss due to manufacturer price reductions and slow moving or obsolete inventory. In the event of a vendor price reduction, we generally receive a credit for the impact on products in inventory and we have the right to rotate a certain percentage of purchases, subject to certain limitations. Historically, price protection and stock rotation privileges, as well as our inventory management procedures, have helped reduce the risk of loss of inventory value.

We attempt to control losses on credit sales by closely monitoring customers' creditworthiness through our IT systems, which contain detailed information on each customer's payment history and other relevant information. In certain countries, we have obtained credit insurance that insures a percentage of the credit extended by us to certain customers against possible loss. The Company also uses floorplan financing arrangements as an additional approach to mitigate credit risk. Customers who qualify for credit terms are typically granted net 30-day payment terms in the Americas. While credit terms in Europe vary by country, the vast majority of customers are granted credit terms ranging from 30 to 60 days. We also sell products on a prepayment, credit card and cash-on-delivery basis. In addition, certain of the Company's vendors subsidize floorplan financing arrangements for the benefit of our customers.

Additional Information Available

Our principal Internet address is www.techdata.com. We provide our annual and quarterly reports free of charge on www.techdata.com, as soon as reasonably practicable after they are electronically filed with, or furnished to, the Securities and Exchange Commission ("SEC"). We provide a link to all SEC filings where current reports on Form 8-K and any amendments to previously filed reports may be accessed, free of charge. Information on Tech Data's website is not incorporated into this Form 10-K or the Company's other securities filings and is not a part of them.

Executive Officers

The following table sets forth the name, age and title of each of the persons who were serving as executive officers of Tech Data as of March 11, 2015 :

Name	Age	Title
Robert M. Dutkowsky	60	Chief Executive Officer
Jeffery P. Howells	57	Executive Vice President and Chief Financial Officer
Néstor Cano	50	President, Europe
Joseph H. Quaglia	50	President, the Americas
John A. Tonnison	46	Executive Vice President and Chief Information Officer
Alain Amsellem	55	Senior Vice President and Chief Financial Officer, Europe
Charles V. Dannewitz	60	Senior Vice President and Chief Financial Officer, the Americas
Joseph B. Trepani	54	Senior Vice President and Corporate Controller
David R. Vetter	55	Senior Vice President, General Counsel and Secretary

Robert M. Dutkowsky, Chief Executive Officer , joined Tech Data as Chief Executive Officer and was appointed to the Board of Directors in October 2006. His career began with IBM where, during his 20-year tenure, he served in several senior management positions including Vice President, Distribution - IBM Asia/Pacific. Prior to joining Tech Data, Mr. Dutkowsky served as President, CEO, and Chairman of the Board of Egenera, Inc. (a software and virtualization technology company), from 2004 until 2006, and served as President, CEO, and Chairman of the Board of J.D. Edwards & Co., Inc. (a software company) from 2002 until 2004. He was President, CEO, and Chairman of the Board of GenRad, Inc. from 2000 until 2002. Starting in 1997, Mr. Dutkowsky was Executive Vice President, Markets and Channels, at EMC Corporation before being promoted to President, Data General, in 1999. Mr. Dutkowsky holds a B.S. degree in Industrial and Labor Relations from Cornell University.

Jeffery P. Howells, Executive Vice President and Chief Financial Officer , joined the Company in October 1991 as Vice President of Finance and was promoted to Chief Financial Officer in March 1992. In March 1993, he became Senior Vice President and Chief Financial Officer. In 1997, he was promoted to Executive Vice President and Chief Financial Officer and in 1998 was appointed to the Board of Directors. Prior to joining the Company, Mr. Howells was employed by Price Waterhouse for 11 years. Mr. Howells is a Certified Public Accountant and holds a B.B.A. degree in Accounting from Stetson University.

Néstor Cano, President, Europe , joined Computer 2000 (and the Company via acquisition) in July 1989 as a Software Product Manager and served in various management positions within the Company’s operations in Spain and Portugal from 1990 to 1995, after which time he was promoted to Regional Managing Director. In March 1999, he was appointed Executive Vice President of U.S. Sales and Marketing, and in January 2000 was promoted to President, the Americas. Mr. Cano was promoted to President, Worldwide Operations in August 2000 and was appointed to President, Europe in June 2007. Mr. Cano holds a PDG (similar to an Executive MBA) from IESE Business School in Barcelona and an Engineering Degree from Barcelona University.

Joseph H. Quaglia, President, the Americas, joined the Company in May 2006 as Vice President, East and Government Sales and was promoted to Senior Vice President of U.S. Marketing in November 2007. In February 2012, he was appointed to the additional role of President, TDMobility and he was promoted to President, the Americas in November 2013. Prior to joining the Company, Mr. Quaglia held senior management positions with CA Technologies, StorageNetworks Inc. and network software provider Atabok. Mr. Quaglia holds a B.S. in Computer Science from Indiana State University and an M.B.A. from Butler University.

John A. Tonnison, Executive Vice President and Chief Information Officer , joined the Company in March 2001 as Vice President, Worldwide E-Business and was promoted to Senior Vice President of IT Americas in December 2006. In February 2010, he was appointed to Executive Vice President and Chief Information Officer. Prior to joining the Company, Mr. Tonnison held executive management positions in the U.S., United Kingdom and Germany with Computer 2000, Technology Solutions Network and Mancos Computers. Mr. Tonnison was educated in the United Kingdom and became a U.S. citizen in 2006.

Alain Amsellem, Senior Vice President and Chief Financial Officer, Europe , joined the Company in 1994 through Tech Data’s acquisition of French distributor, Softmart International S.A. and served as France Finance Director until September 1999 when he was promoted to France Managing Director. In August 2004, Mr. Amsellem was promoted to Senior Vice President of Southern Europe, and was appointed Senior Vice President - Europe Finance & Operations in 2007. In February 2014, he was appointed Senior Vice President and Chief Financial Officer, Europe. Mr. Amsellem is a Chartered Accountant and holds a degree in management and chartered accountancy from Paris Dauphine University.

Charles V. Dannewitz, Senior Vice President and Chief Financial Officer, the Americas , joined the Company in February 1995 as Vice President of Taxes. He was promoted to Senior Vice President of Taxes in March 2000, and assumed responsibility for worldwide treasury operations in July 2003. In February 2014, he was appointed Senior Vice President and Chief Financial Officer, the Americas. Prior to joining the Company, Mr. Dannewitz was employed by Price Waterhouse from 1981 to 1995, most recently as a tax partner.

Mr. Dannewitz is a Certified Public Accountant and holds a Bachelor of Science Degree in Accounting from Illinois Wesleyan University.

Joseph B. Trepani, Senior Vice President and Corporate Controller , joined the Company in March 1990 as Controller and held the position of Director of Operations from October 1991 through January 1995. In February 1995, he was promoted to Vice President and Worldwide Controller and to Senior Vice President and Corporate Controller in March 1998. Prior to joining the Company, Mr. Trepani was Vice President of Finance for Action Staffing, Inc. from 1989 to 1990. From 1982 to 1989, he was employed by Price Waterhouse. Mr. Trepani is a Certified Public Accountant and holds a Bachelor of Science Degree in Accounting from Florida State University.

David R. Vetter, Senior Vice President, General Counsel and Secretary , joined the Company in June 1993 as Vice President and General Counsel and was promoted to Corporate Vice President and General Counsel in April 2000. In March 2003, he was promoted to his current position of Senior Vice President, and effective July 2003, was appointed Secretary. Prior to joining the Company, Mr. Vetter was employed by the law firm of Robbins, Gaynor & Bronstein, P.A. from 1984 to 1993, most recently as a partner. Mr. Vetter is a member of the Florida Bar Association and holds Bachelor of Arts Degrees in English and Economics from Bucknell University and a Juris Doctorate Degree from the University of Florida.

ITEM 1A. Risk Factors.

The following are certain risk factors that could affect our business, financial position and results of operations. These risk factors should be considered in connection with evaluating the forward-looking statements contained in this Annual Report on Form 10-K because these factors could cause the actual results and conditions to differ materially from those projected in the forward-looking statements. Before you buy our common stock or other securities, you should know that making such an investment involves risks, including the risks described below. The risks that have been highlighted below are not the only risks of our business. If any of the risks actually occur, our business, financial condition or results of operations could be negatively affected. In that case, the trading price of our common stock or other securities could decline, and you may lose all or part of your investment. Risk factors that could cause actual results to differ materially from our forward-looking statements are as follows:

Our ability to earn profit is more challenging when sales slow from a down economy as a result of gross profit declining faster than cost reduction efforts taking effect.

High levels of unemployment in the markets we serve, as well as austerity measures that may be implemented by governments in those markets, can constrain economic growth resulting in lower demand for the products and services we sell. When we experience a rapid decline in demand for products we experience more difficulty in achieving the gross profit and operating profit we desire due to the lower sales and increased pricing pressure. The economic environment may also result in changes in vendor terms and conditions, such as rebates, cash discounts and cooperative marketing efforts, which may also result in downward pressure on our gross profit. As a result, there is pressure to reduce the cost of operations in order to maximize operating profits. To the extent we cannot reduce costs to offset such decline in gross profits, our operating margins typically deteriorate. The benefits from cost reductions may also take longer to fully realize and may not fully mitigate the impact of the reduced demand. Should we experience a decline in operating profits, especially in Europe, the valuations we develop for purposes of our goodwill impairment test may be adversely affected, potentially resulting in impairment charges. Deterioration in the financial and credit markets heightens the risk of customer bankruptcies and delays in payment. Future deterioration in the credit markets could result in reduced availability of credit insurance to cover customer accounts. This, in turn, may result in our reducing the credit lines we provide to customers, thereby having a negative impact on our net sales.

Our competitors can take more market share by reducing prices on key vendor products that contribute the most to our profitability.

The Company operates in a highly competitive environment. The technology distribution industry is characterized by intense competition, based primarily on product availability, credit terms and availability, price, effectiveness of information systems and e-commerce tools, speed of delivery, ability to tailor specific solutions to customer needs, quality and depth of product lines and training, service and support. Our customers are not required to purchase any specific volume of products from us and may move business if pricing is reduced by competitors, resulting in lower sales. As a result, we must be extremely flexible in determining when to reduce price to maintain market share and sales volumes and when to allow our sales volumes to decline to maintain the quality of our profitability. The Company competes with a variety of regional, national and international wholesale distributors, some of which may have greater financial resources than the Company.

We are dependent on internal information and telecommunications systems, and any failure of these systems, including system security breaches, data protection breaches, or other cybersecurity attacks, may negatively impact our business and results of operations.

The Company is highly dependent upon its internal information and telecommunications systems to operate its business. Failures of our internal information or telecommunications systems may prevent us from taking customer orders, shipping products and billing customers. Sales may also be impacted if our customers are unable to access our pricing and product availability information. Additionally, if the Company were to experience a security breakdown, disruption or breach that compromised sensitive information, it could harm our relationships with vendors and customers. The occurrence of any of these events could have a negative impact on our business and results of operations.

We may not be able to ship products if our third party shipping companies cease operations temporarily or permanently.

The Company relies on arrangements with independent shipping companies for the delivery of its products from vendors and to customers. The failure or inability of these shipping companies to deliver products, or the unavailability of their shipping services, even temporarily, may have an adverse effect on the Company's business.

If our vendors do not continue to provide price protection for inventory we purchase from them our profit from the sale of that inventory may decline.

It is very typical in our industry that the value of inventory will decline as a result of price reductions by vendors or technological obsolescence. It is the policy of most of our vendors to protect distributors from the loss in value of inventory due to technological change or the vendors' price reductions. Some vendors, however, may be unwilling or unable to pay the Company for price protection claims or products returned to them under purchase agreements. Moreover, industry practices are sometimes not embodied in written agreements and do not protect the Company in all cases from declines in inventory value. No assurance can be given that such practices to protect distributors will continue, that unforeseen new product developments will not adversely affect the Company, or that the Company will be able to successfully manage its existing and future inventories.

Failure to obtain adequate product supplies from our largest vendors, or terminations of a supply or services agreement, or a significant change in vendor terms or conditions of sale by our largest vendors may negatively affect our revenue and operating profit.

The Company receives a significant percentage of revenues from products it purchases from certain vendors, such as Hewlett-Packard Company and Apple, Inc. These vendors have significant negotiating power over us and rapid, significant and adverse changes in sales terms and conditions, such as reducing the amount of price protection and return rights as well as reducing the level of purchase discounts and rebates they make available to us, may reduce the profit we can earn on these vendors' products and result in loss of revenue and profitability. The Company's gross profit could be negatively impacted if the Company is unable to pass through the impact of these changes to the Company's customers or cannot develop systems to manage ongoing vendor programs. In addition, the Company's standard vendor distribution agreement permits termination without cause by either party upon 30 days notice. The loss of a relationship with any of the Company's key vendors, a change in their strategy (such as increasing direct sales), the merging of significant vendors, or significant changes in terms on their products may adversely affect the Company's business.

Changes in our credit rating or other market factors may increase our interest expense or other costs of capital or capital may not be available to us on acceptable terms to fund our working capital needs. The inability to obtain such sources of capital could have an adverse effect on the Company's business.

The Company's business requires substantial capital to operate and to finance accounts receivable and product inventory that are not financed by trade creditors. The Company has historically relied upon cash generated from operations, bank credit lines, trade credit from vendors, proceeds from public offerings of its common stock and proceeds from debt offerings to satisfy its capital needs and finance growth. The Company utilizes various financing instruments such as receivables securitization, leases, revolving credit facilities and trade receivable purchase agreements. As the financial markets change and new regulations come into effect, the cost of acquiring financing and the methods of financing may change. Changes in our credit rating or other market factors may increase our interest expense or other costs of capital or capital may not be available to us on acceptable terms to fund our working capital needs. The inability to obtain such sources of capital could have an adverse effect on the Company's business. The Company's credit facilities contain various financial and other covenants that may limit the Company's ability to borrow, or limit the Company's flexibility in responding to business conditions. These financing instruments involve variable rate debt, thus exposing the Company to risk of fluctuations in interest rates. Increases in interest rates would result in an increase in the interest expense on the Company's variable debt, which would reduce the Company's profitability.

We conduct business in countries outside of the United States, which exposes us to fluctuations in foreign currency exchange rates that result in losses in certain periods.

Approximately 68%, 67% and 67% of our revenues in fiscal 2015, 2014 and 2013 were generated in countries outside of the United States, which exposes the Company to fluctuations in foreign currency exchange rates. The Company may enter into short-term forward exchange or option contracts to hedge this risk. Nevertheless, volatile foreign currency exchange rates increase our risk of loss related to products purchased in a currency other than the currency in which those products are sold. While we maintain policies to protect against fluctuation in currency exchange rates, extreme fluctuations have resulted in our incurring losses in some countries. The realization of any or all of these risks could have a significant adverse effect on our financial results. The translation of the financial statements of foreign operations into U.S. dollars is also impacted by fluctuations in foreign currency exchange rates, which may positively or negatively impact our results of operations. In addition, the value of the Company's equity investment in foreign countries may fluctuate based upon changes in foreign currency exchange rates. These fluctuations, which are recorded in a cumulative translation adjustment account, may result in losses in the event a foreign subsidiary is sold or closed at a time when the foreign currency is weaker than when the Company made investments in the country. In addition, our local competitors in certain markets may have different purchasing models that provide them reduced foreign currency exposure compared to the Company. This may result in market pricing that the Company cannot meet without significantly lower profit on sales.

We have international operations which expose us to risks associated with conducting business in multiple jurisdictions.

The Company's international operations are subject to other risks such as the imposition of governmental controls, export license requirements, restrictions on the export of certain technology, political instability, trade restrictions, tariff changes, difficulties in staffing and managing international operations, changes in the interpretation and enforcement of laws (in particular related to items such as duty and taxation), difficulties in collecting accounts receivable, longer collection periods and the impact of local economic conditions and practices. There can be no assurance that these and other factors will not have an adverse effect on the Company's business.

In addition, while the Company's labor force in the Americas is currently non-union, employees of certain European subsidiaries are subject to collective bargaining or similar arrangements. The Company does business in certain foreign countries where labor disruption is more common than is experienced in the United States and some of the freight carriers used by the Company are unionized. A labor strike by a group of the Company's employees, one of the Company's freight carriers, one of its vendors, a general strike by civil service employees, or a governmental shutdown could have an adverse effect on the Company's business. Many of the products the Company sells are manufactured in countries other than the countries in which the Company's logistics centers are located. The inability to receive products into the logistics centers because of government action or labor disputes at critical ports of entry may have an adverse effect on the Company's business.

We cannot predict what losses we might incur in litigation matters, regulatory enforcement actions and contingencies that we may be involved with from time to time, including in connection with the restatement of prior financial statements.

The SEC has requested information from the Company with respect to the restatement of certain of our consolidated financial statements and other financial information from fiscal 2009 to fiscal 2013, and the Company is cooperating with the SEC request. See Item 3, "Legal Proceedings." This pending SEC request for information and other potential proceedings could result in fines and other penalties. The Company has not reserved any amount in respect of these matters in its consolidated financial statements.

The Company cannot predict whether monetary losses, if any, it experiences in any proceedings related to the restatement will be covered by insurance or whether insurance proceeds recovered will be sufficient to offset such losses. Potential civil or regulatory proceedings may also divert the efforts and attention of the Company's management from business operations.

The Company cannot predict what losses we might incur from other litigation matters, regulatory enforcement actions and contingencies that we may be involved with from time to time. There are various other claims, lawsuits and pending actions against us. We do not expect that the ultimate resolution of these other matters will have a material adverse effect on our consolidated financial position. However, the resolution of certain of these matters could be material to our operating results for any particular period, depending on the level of income for such period. We can make no assurances that we will ultimately be successful in our defense of any of these other matters.

ITEM 1B. *Unresolved Staff Comments.*

Not applicable.

ITEM 2. *Properties.*

Our executive offices are located in Clearwater, Florida. As of January 31, 2015, we operated a total of 26 logistics centers to provide our customers timely delivery of products. Fourteen of these logistics centers are located in the Americas and twelve are located in Europe.

As of January 31, 2015, we leased or owned approximately 7.7 million square feet of space. The majority of our office facilities and logistics centers are leased. Our facilities are well maintained and are adequate to conduct our current business. We do not anticipate significant difficulty in renewing our leases as they expire or securing replacement facilities.

ITEM 3. *Legal Proceedings.*

Prior to fiscal 2004, one of the Company's subsidiaries, located in Spain, was audited in relation to various value added tax ("VAT") matters. As a result of those audits, the Spanish subsidiary received notices of assessment from the Regional Inspection Unit of Spain's taxing authority that allege the subsidiary did not properly collect and remit VAT. The Spanish subsidiary appealed these assessments to the Madrid Central Economic Administrative Courts beginning in March 2010. Following the administrative court proceedings the matter was appealed to the Spanish National Appellate Court. During the fourth quarter of fiscal year 2014, the Spanish National Appellate Court issued an opinion upholding the assessment for several of the assessed years. The Spanish National Appellate Court opinion represented a subsequent event that occurred prior to the issuance of the fiscal 2013 financial statements in relation to a loss contingency that existed as of January 31, 2013. The Company increased its accrual for costs associated with this matter by recording a charge of \$41.0 million in the fiscal 2013 Consolidated Statement of Income, including \$29.5 million recorded in "value added tax assessment" to cover the assessment and various penalties and \$11.5 million recorded in "interest expense" for interest that could be assessed. During the second quarter of fiscal year 2015, the Madrid Economic Administrative Court issued a decision revoking the penalties for certain of the assessed years. As a result of this decision, during the fiscal year ended January 31, 2015 the Company decreased its accrual for costs associated with this matter by \$6.2 million, which is recorded in "value added tax assessment" in the Consolidated Statement of Income. The Company believes that the Spanish subsidiary's defense to the remaining assessments has solid legal grounds and is continuing to vigorously defend its position by appealing to the Spanish Supreme Court. The Company estimates the total exposure for these assessments, including various penalties and interest, was approximately \$43.7 million and

\$56.4 million at January 31, 2015 and 2014, respectively, which is included in "accrued expenses and other liabilities" in the Consolidated Balance Sheet.

In December 2010, in a non-unanimous decision, a Brazilian appellate court overturned a 2003 trial court which had previously ruled in favor of the Company's Brazilian subsidiary related to the imposition of certain taxes on payments abroad related to the licensing of commercial software products, commonly referred to as "CIDE tax." The Company estimates the total exposure where the CIDE tax, including interest, may be considered due to be approximately \$24.6 million and \$25.3 million at January 31, 2015 and 2014, respectively. The Brazilian subsidiary has appealed the unfavorable ruling to the Supreme Court and Superior Court, Brazil's two highest appellate courts. Based on the legal opinion of outside counsel, the Company believes that the chances of success on appeal of this matter are favorable and the Brazilian subsidiary intends to vigorously defend its position that the CIDE tax is not due. However, due to the lack of predictability of the Brazilian court system, the Company has concluded that it is reasonably possible that the Brazilian subsidiary may incur a loss up to the total exposure described above. The Company believes the resolution of this litigation will not be material to the Company's consolidated net assets or liquidity. In addition to the discussion regarding the CIDE tax above, the Company's Brazilian subsidiary has been undergoing several examinations of non-income related taxes. Given the complexity and lack of predictability of the Brazilian tax system, the Company believes that it is reasonably possible that a loss may have been incurred. However, due to the early stages of the examination, the complex nature of the Brazilian tax system and the absence of communication from the local tax authorities regarding these examinations, the Company is currently unable to determine the likelihood of these examinations resulting in assessments nor estimate the amount of loss, if any, that may be reasonably possible if such assessment were to be made.

The SEC has requested information from the Company with respect to the restatement of certain of our consolidated financial statements and other financial information from fiscal 2009 to 2013. The Company is cooperating with the SEC's request for information.

The Company is subject to various other legal proceedings and claims arising in the ordinary course of business. The Company's management does not expect that the outcome in any of these other legal proceedings, individually or collectively, will have a material adverse effect on the Company's financial condition, results of operations, or cash flows.

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 common stock is traded on the NASDAQ Stock Market, Inc. (“NASDAQ”) under the symbol “TECD.” We have not paid cash dividends since fiscal 1983 and the Board of Directors has no current plans to institute a cash dividend payment policy in the foreseeable future. The table below presents the quarterly high and low sale prices for our common stock as reported by the NASDAQ. As of March 11, 2015, there were 231 holders of record and we believe that there were 15,001 beneficial holders.

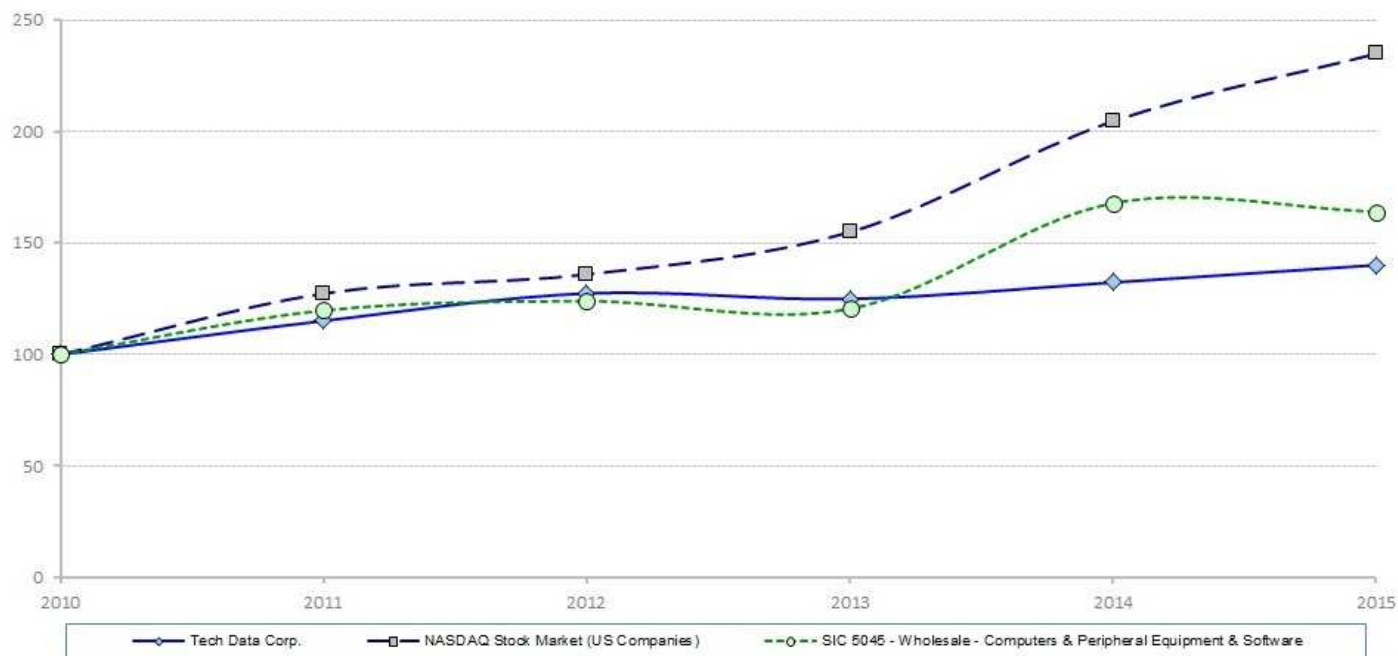
	Sales Price	
	High	Low
Fiscal year 2015		
Fourth quarter	\$64.18	\$55.83
Third quarter	\$71.31	\$52.22
Second quarter	\$65.56	\$58.15
First quarter	\$65.98	\$50.21

	Sales Price	
	High	Low
Fiscal year 2014		
Fourth quarter	\$55.36	\$48.35
Third quarter	\$54.07	\$48.71
Second quarter	\$51.89	\$45.63
First quarter	\$54.60	\$43.02

Stock Performance Chart

The five-year stock performance chart below assumes an initial investment of \$100 on February 1, 2010 and compares the cumulative total return for Tech Data, the NASDAQ Stock Market (U.S.) Index, and the Standard Industrial Classification, or SIC, Code 5045 – Computer and Peripheral Equipment and Software. The comparisons in the table are provided in accordance with SEC requirements and are not intended to forecast or be indicative of possible future performance of our common stock.

Comparison of Cumulative Total Return
Assumes Initial Investment of \$100 on February 1, 2010
Among Tech Data Corporation,
NASDAQ Stock Market (U.S.) Index and SIC Code 5045



	2010	2011	2012	2013	2014	2015
Tech Data Corporation	100	115	127	125	132	140
NASDAQ Stock Market (U.S.) Index	100	127	136	155	205	235
SIC Code 5045 – Computer and Peripheral Equipment and Software	100	120	124	121	168	164

Securities Authorized for Issuance under Equity Compensation Plans

Information regarding the Securities Authorized for Issuance under Equity Compensation Plans can be found under Item 12 of this Report.

Unregistered Sales of Equity Securities

None.

Issuer Purchases of Equity Securities

On December 4, 2014, the Company's Board of Directors authorized a share repurchase program of up to \$100.0 million of the Company's common stock. In conjunction with the Company's share repurchase program, we executed a 10b5-1 plan that instructs the broker selected by the Company to repurchase shares on behalf of the Company. The amount of common stock repurchased in accordance with the 10b5-1 plan on any given trading day is determined by a formula in the plan, which is based on the market price of our common stock. Shares repurchased by the Company are held in treasury for general corporate purposes, including issuances under equity incentive and benefit plans.

During fiscal 2015, the Company repurchased 896,718 shares at an average price of \$59.10 per share, for a total cost, including expenses, of approximately \$53.0 million under this program.

Table of Contents

The following table presents information with respect to purchases of common stock by the Company under the share repurchase program during the quarter ended January 31, 2015:

Period	Issuer Purchases of Equity Securities			
	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of a publicly announced plan or programs	Maximum dollar value of shares that may yet be purchased under the plan or programs
November 1 - November 30, 2014	0	\$ 0	0	\$ 100,000,000
December 1 - December 31, 2014	268,009	\$ 61.50	268,009	\$ 83,518,673
January 1 - January 31, 2015	628,709	\$ 58.08	628,709	\$ 47,002,593
Total	<u>896,718</u>	<u>\$ 59.10</u>	<u>896,718</u>	

ITEM 6. Selected Financial Data.

The following table sets forth certain selected consolidated financial data. This information should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and notes thereto appearing elsewhere in this Annual Report.

FIVE-YEAR FINANCIAL SUMMARY
(In thousands, except per share data)

	Year ended January 31,				
	2015	2014	2013	2012	2011
Income statement data: ⁽¹⁾					
Net sales	\$ 27,670,632	\$ 26,821,904	\$ 25,358,329	\$ 25,647,313	\$ 23,619,938
Gross profit	1,393,954	1,362,346	1,303,054	1,377,441	1,278,253
Operating income ^{(2) (3) (4) (5) (6) (7)}	267,635	227,513	263,720	304,546	321,408
Consolidated net income ^{(6) (8) (9) (10) (11)}	175,172	179,932	183,040	201,202	212,992
Net income attributable to noncontrolling interest ⁽¹²⁾	0	0	(6,785)	(10,452)	(4,620)
Net income attributable to shareholders of Tech Data Corporation	<u>\$ 175,172</u>	<u>\$ 179,932</u>	<u>\$ 176,255</u>	<u>\$ 190,750</u>	<u>\$ 208,372</u>
Net income per share attributable to shareholders of Tech Data Corporation—basic	<u>\$ 4.59</u>	<u>\$ 4.73</u>	<u>\$ 4.53</u>	<u>\$ 4.36</u>	<u>\$ 4.29</u>
Net income per share attributable to shareholders of Tech Data Corporation—diluted	<u>\$ 4.57</u>	<u>\$ 4.71</u>	<u>\$ 4.50</u>	<u>\$ 4.30</u>	<u>\$ 4.25</u>
Dividends per common share	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Balance sheet data: ⁽¹⁾					
Working capital ⁽¹³⁾	\$ 1,834,997	\$ 1,851,447	\$ 1,700,485	\$ 1,720,564	\$ 1,899,124
Total assets	6,138,246	7,169,666	6,830,960	5,796,268	6,524,639
Revolving credit loans and current maturities of long-term debt, net	13,303	43,481	167,522	48,490	434,435
Long-term debt, less current maturities	353,097	354,121	354,458	57,253	60,076
Equity attributable to shareholders of Tech Data Corporation	1,960,143	2,098,611	1,918,369	1,953,804	2,108,451

(1) See further discussion in Note 5 of Notes to Consolidated Financial Statements of the Company's acquisition of SDG in fiscal 2013.

(2) During fiscal 2015, the Company incurred \$22.0 million of restatement and remediation related expenses and recorded a gain of \$5.1 million associated with legal settlements with certain manufacturers of LCD flat panel displays (see further discussion in Note 1 of Notes to Consolidated Financial Statements).

(3) During fiscal 2015, the Company decreased its accrual for various value added tax matters related to its Spanish subsidiary by \$6.2 million (see further discussion in Note 13 of Notes to Consolidated Financial Statements).

(4) During fiscal 2015, the Company incurred a \$1.3 million loss on disposal of subsidiaries related to the plan to sell certain of the Company's operations in Latin America (see further discussion in Note 6 of Notes to Consolidated Financial Statements).

(5) During fiscal 2014, the Company incurred \$53.8 million of restatement and remediation related expenses and recorded a gain of \$35.5 million associated with legal settlements with certain manufacturers of LCD flat panel displays (see further discussion in Note 1 of Notes to Consolidated Financial Statements).

(6) During fiscal 2013, the Company increased its accrual for various value added tax matters related to its Spanish subsidiary by \$41.0 million, including operating expenses of \$29.5 million in relation to the assessment and penalties and \$11.5 million for associated interest expense (see further discussion in Note 13 of Notes to Consolidated Financial Statements).

(7) During fiscal 2012, the Company incurred a \$28.3 million loss on disposal of subsidiaries related to the closure of certain of the Company's operations in Latin America.

(8) During fiscal 2015, the Company recorded income tax benefits of \$19.2 million primarily related to the reversal of deferred tax valuation allowances in certain jurisdictions in Europe, partially offset by income tax expenses of \$5.6 million related to undistributed earnings on assets held for sale in certain Latin American jurisdictions (see further discussion in Note 8 of Notes to Consolidated Financial Statements).

(9) During fiscal 2014, the Company recorded income tax benefits of \$45.3 million for the reversal of deferred tax valuation allowances primarily related to certain jurisdictions in Europe (see further discussion in Note 8 of Notes to Consolidated Financial Statements).

(10) During fiscal 2013, the Company recorded a \$25.1 million reversal of deferred tax valuation allowances related to a specific jurisdiction in Europe (see further discussion in Note 8 of Notes to Consolidated Financial Statements).

(11) During fiscal 2012, the Company recorded a \$13.6 million reversal of deferred tax valuation allowances which was substantially offset by the write-off of deferred income tax assets associated with the closure of Brazil's commercial operations.

(12) During fiscal 2013, the Company completed the acquisition of Brightstar Corp.'s fifty percent ownership interest in Brightstar Europe Limited, which was a consolidated joint venture between Tech Data and Brightstar Corp (see further discussion in Note 5 of Notes to Consolidated Financial Statements).

(13) Working capital represents total current assets less total current liabilities in the Consolidated Balance Sheet.

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

Forward-Looking Statements

This Annual Report on Form 10-K, including this Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A"), contains forward-looking statements, as described in the "safe harbor" provision of the Private Securities Litigation Reform Act of 1995. These statements involve a number of risks and uncertainties and actual results could differ materially from those projected. These forward-looking statements regarding future events and the future results of Tech Data Corporation ("Tech Data", "we", "our", "us" or the "Company") are based on current expectations, estimates, forecasts, and projections about the industries in which we operate and the beliefs and assumptions of our management. Words such as "expects," "anticipates," "targets," "goals," "projects," "intends," "plans," "believes," "seeks," "estimates," variations of such words, and similar expressions are intended to identify such forward-looking statements. In addition, any statements that refer to projections of our future financial performance, our anticipated growth and trends in our businesses, and other characterizations of future events or circumstances, are forward-looking statements. Readers are cautioned that these forward-looking statements are only predictions and are subject to risks, uncertainties, and assumptions. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. Readers are referred to the cautionary statements and important factors discussed in Item 1A, "Risk Factors" in this Annual Report on Form 10-K for the year ended January 31, 2015 for further information. We undertake no obligation to revise or update publicly any forward-looking statements for any reason.

Overview

Tech Data is one of the world's largest wholesale distributors of technology products. We serve as an indispensable link in the technology supply chain by bringing products from the world's leading technology vendors to market, as well as providing our customers with advanced logistics capabilities and value-added services. Our customers include value-added resellers ("VARs") direct marketers, retailers and corporate resellers who support the diverse technology needs of end users. We manage our business in two geographic segments: the Americas and Europe.

Our financial objectives are to grow sales at or above the overall IT market growth rate by gaining share in select product areas, grow earnings in local currency, generate positive cash flow, and earn a return on invested capital above our weighted average cost of capital. To achieve this, we are focused on a strategy of execution, diversification and innovation that we believe differentiates our business in the marketplace.

The fundamental element of our strategy is execution. Our execution strategy is supported by our highly efficient infrastructure, combined with our multiple service offerings, to generate demand, develop markets and provide supply chain services for our vendors and customers. The technology distribution industry in which we operate is characterized by narrow gross profit as a percentage of sales ("gross margin") and narrow income from operations as a percentage of sales ("operating margin"). Historically, our gross and operating margins have been impacted by intense price competition and declining average selling prices per unit, as well as changes in terms and conditions with our vendors, including those terms related to rebates, price protection, product returns and other incentives. We expect these conditions to continue in the foreseeable future and, therefore, we will continue to proactively evaluate our pricing policies and inventory management practices in response to potential changes in our vendor terms and conditions and the general market environment. More than 90% of the Company's net sales are on one common IT platform, which we believe will give Tech Data significant competitive advantages in providing greater supply chain opportunities by expanding our value-added services to our customers, on-boarding new vendors and products faster and improving our ability to rapidly respond to changes in the market.

In addition to execution, our strategy includes ongoing diversification and realignment of our customer and product portfolios to improve long-term profitability throughout our operations. Our broadline distribution business, characterized as high volume, more commoditized offerings, and comprised primarily of personal computer systems, tablets, peripherals, supplies and other similar products, remains a core part of our business and represents a significant percentage of our revenue, albeit not a majority. However, as technology advances, we have continued to evolve our business model, product mix, and value-added offerings in order to provide our vendors with the most efficient distribution channel for their products, and our customers with a broad array of innovative solutions to sell.

On November 1, 2012, we completed the acquisition of several distribution companies of Specialist Distribution Group (collectively "SDG"), the distribution arm of Specialist Computer Holdings PLC, a privately-held IT services company headquartered in the United Kingdom, for a final purchase price of approximately \$358 million. We believe the acquisition of SDG supported our diversification strategy by strengthening our European value and broadline offerings in key markets and expanding our vendor and customer portfolios, while leveraging our existing pan-European infrastructure.

Another strategic area of investment is our integrated supply chain services designed to provide innovative third party logistics and other offerings to our business partners. We have seen these offerings grow within our European mobility and broadline businesses in both geographies. Our evolving mix of products, services, customers and geographies are important factors in achieving our strategic financial goals. As we execute our diversification strategy we continuously monitor the extension of credit and other terms and conditions offered to our customers to prudently balance risk, profitability and return on invested capital.

The final tenet of our strategy is innovation. Our IT systems and e-business tools and programs have provided our business with the flexibility to effectively navigate fluctuations in market conditions, structural changes in the technology industry, as well as changes created by the products we sell. An example of our investment in innovation and one that we believe is providing us with the flexibility to meet the demands of the ever-evolving technology market, is our continued deployment of internal IT systems across both our Americas and European regions, including the integration of SDG, which was completed in the first quarter of fiscal 2015. We believe our global IT systems provide us with a competitive advantage allowing us to drive efficiencies throughout our business while delivering innovative solutions for our business partners.

We believe our strategy of execution, diversification and innovation differentiates us in the markets we serve and we believe we have opportunities for further gains in market share as our customer satisfaction ratings continue to improve. We continually evaluate the current and potential profitability and return on our investments in all geographies and consider changes in current and future investments based on risks, opportunities and current and anticipated market conditions. In connection with these evaluations, we may incur additional costs to the extent we decide to increase or decrease our investments in certain geographies. For example, during the fourth quarter of fiscal 2015, we committed to a plan to sell our business operations in Chile and Peru and in March 2015, the Company entered into an agreement for the sale of these operations. Additionally, in March 2015 we committed to a plan to exit our business operations in Uruguay. The operating results of these entities during fiscal 2015, 2014, and 2013 were insignificant relative to our consolidated financial results. We will also continue to evaluate targeted strategic investments across our operations and new business opportunities and invest in those markets and product segments we believe provide us with the greatest opportunities for profitable growth. Finally, from a balance sheet perspective, we require working capital primarily to finance accounts receivable and inventory. We have historically relied upon debt, trade credit from our vendors, and accounts receivable financing programs for our working capital needs. At January 31, 2015, we had a debt to total capital ratio (calculated as total debt divided by the aggregate of total debt and total equity) of 16%.

Critical Accounting Policies and Estimates

The information included within MD&A is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures. On an ongoing basis, we evaluate these estimates, including those related to bad debts, inventory, vendor incentives, goodwill and intangible assets, deferred taxes, and contingencies. Our estimates and judgments are based on currently available information, historical results, and other assumptions we believe are reasonable. Actual results could differ materially from these estimates. We believe the critical accounting policies discussed below affect the more significant judgments and estimates used in the preparation of our consolidated financial statements.

Accounts Receivable

We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. In estimating the required allowance, we take into consideration the overall quality and aging of the receivable portfolio, the existence of credit insurance and specifically identified customer risks. Also influencing our estimates are the following: (1) the large number of customers and their dispersion across wide geographic areas; (2) the fact that no single customer accounts for more than 10% of our net sales; (3) the value and adequacy of collateral received from customers, if any; (4) our historical loss experience; and (5) the current economic environment. If actual customer performance were to deteriorate to an extent not expected by us, additional allowances may be required which could have an adverse effect on our consolidated financial results. Conversely, if actual customer performance were to improve to an extent not expected by us, a reduction in allowances may be required which could have a favorable effect on our consolidated financial results.

Inventory

We value our inventory at the lower of its cost or market value, cost being determined on a moving average cost basis, which approximates the first-in, first-out method. We write down our inventory for estimated obsolescence equal to the difference between the cost of inventory and the estimated market value based upon an aging analysis of the inventory on hand, specifically known inventory-related risks (such as technological obsolescence and the nature of vendor terms surrounding price protection and product returns), foreign currency fluctuations for foreign-sourced products, and assumptions about future demand. Market conditions or changes in terms and conditions by our vendors that are less favorable than those projected by management may require additional inventory write-downs, which could have an adverse effect on our consolidated financial results.

Vendor Incentives

We receive incentives from vendors related to cooperative advertising allowances, infrastructure funding, volume rebates and other incentive agreements. These incentives are generally under quarterly, semi-annual or annual agreements with the vendors; however, some of these incentives are negotiated on an ad-hoc basis to support specific programs mutually developed with the vendor. Unrestricted volume rebates and early payment discounts received from vendors are recorded when they are earned as a reduction of inventory and as a reduction of cost of products sold as the related inventory is sold. Vendor incentives for specifically identified cooperative advertising programs and infrastructure funding are recorded when earned as adjustments to product costs or selling, general and administrative expenses, depending on the nature of the programs.

We also provide reserves for receivables on vendor programs for estimated losses resulting from vendors' inability to pay or rejections by vendors of claims. Should amounts recorded as outstanding receivables from vendors be deemed uncollectible, additional allowances may be required which could have an adverse effect on our consolidated financial results. Conversely, if actual vendor performance were to improve to an extent not expected by us, a reduction in allowances may be required which could have a favorable effect on our consolidated financial results.

Goodwill, Intangible Assets and Other Long-Lived Assets

The carrying value of goodwill is reviewed at least annually for impairment and may also be reviewed more frequently if current events and circumstances indicate a possible impairment. We also examine the carrying value of our intangible assets with finite lives, which includes capitalized software and development costs, purchased intangibles, and other long-lived assets as current events and circumstances warrant determining whether there are any impairment losses. Factors that may cause a goodwill, intangible asset or other long-lived asset impairment include negative industry or economic trends and significant under-performance relative to historical or projected future operating results. Our valuation methodology for goodwill includes, but is not limited to, a discounted cash flow model, which estimates the net present value of the projected cash flows of our reporting units and a market approach, which evaluates comparative market multiples applied to our reporting units' businesses to yield a second assumed value of each reporting unit. If actual results are substantially lower than the projections used in our valuation methodology, or if market discount rates or our market capitalization substantially increase or decrease, respectively, our future valuations could be adversely affected, potentially resulting in future impairment charges.

Income Taxes

We record valuation allowances to reduce our deferred tax assets to the amount expected to be realized. We consider all positive and negative evidence available in determining the potential of realizing deferred tax assets, including the scheduled reversal of temporary differences, recent cumulative losses, recent and projected future taxable income, and prudent and feasible tax planning strategies. In making this determination, we place greater emphasis on recent cumulative losses and recent taxable income due to the inherent lack of subjectivity associated with these factors. If we determine it is more likely than not that we will be able to use a deferred tax asset in the future in excess of its net carrying value, an adjustment to the deferred tax asset valuation allowance would be made to reduce income tax expense, thereby increasing net income in the period such determination was made. Should we determine that we are not likely to realize all or part of our net deferred tax assets in the future, an adjustment to the deferred tax asset valuation allowance would be made to income tax expense, thereby reducing net income in the period such determination was made.

Contingencies

We accrue for contingent obligations, including estimated legal costs, when the obligation is probable and the amount is reasonably estimable. As facts concerning contingencies become known, we reassess our position and make appropriate adjustments to the financial statements. Estimates that are particularly sensitive to future changes include those related to tax, legal, and other regulatory matters such as imports and exports, the imposition of international governmental controls, changes in the interpretation and enforcement of international laws (in particular related to items such as duty and taxation), and the impact of local economic conditions and practices, which are all subject to change as events evolve and as additional information becomes available during the administrative and litigation process.

Recent Accounting Pronouncements and Legislation

See Note 1 of Notes to Consolidated Financial Statements for the discussion on recent accounting pronouncements.

Results of Operations

We do not consider stock-based compensation expense in assessing the performance of our operating segments, and therefore the Company reports stock-based compensation expense separately. The following table summarizes our net sales, change in net sales, operating income and non-GAAP operating income by geographic region for the fiscal years ended January 31, 2015, 2014 and 2013:

	<u>2015</u>	<u>% of net sales</u>	<u>2014</u>	<u>% of net sales</u>	<u>2013</u>	<u>% of net sales</u>
Net sales by geographic region (\$ in thousands):						
Americas	\$ 10,406,209	37.6 %	\$ 10,188,618	38.0 %	\$ 9,823,515	38.7 %
Europe	17,264,423	62.4 %	16,633,286	62.0 %	15,534,814	61.3 %
Total	<u>\$ 27,670,632</u>	<u>100.0 %</u>	<u>\$ 26,821,904</u>	<u>100.0 %</u>	<u>\$ 25,358,329</u>	<u>100.0 %</u>

Year-over-year increase in net sales (%):	<u>2015 vs. 2014</u>	<u>2014 vs. 2013</u>
Americas (US\$)	2.1 %	3.7 %
Europe (US\$)	3.8 %	7.1 %
Europe (Euro)	6.0 %	3.7 %
Total (US\$)	3.2 %	5.8 %

	<u>2015</u>	<u>% of net sales</u>	<u>2014</u>	<u>% of net sales</u>	<u>2013</u>	<u>% of net sales</u>
Operating income (\$ in thousands):						
Americas	\$ 145,107	1.39 %	\$ 156,143	1.53 %	\$ 150,055	1.53 %
Europe	136,196	0.79 %	80,228	0.48 %	127,281	0.82 %
Stock-based compensation expense	(13,668)	(0.05) %	(8,858)	(0.03) %	(13,616)	(0.05) %
Total	<u>\$ 267,635</u>	<u>0.97 %</u>	<u>\$ 227,513</u>	<u>0.85 %</u>	<u>\$ 263,720</u>	<u>1.04 %</u>

	<u>2015</u>	<u>% of net sales</u>	<u>2014</u>	<u>% of net sales</u>	<u>2013</u>	<u>% of net sales</u>
Non-GAAP operating income (\$ in thousands):						
Americas	\$ 146,031	1.40 %	\$ 134,029	1.32 %	\$ 150,055	1.53 %
Europe	175,622	1.02 %	149,766	0.90 %	173,817	1.12 %
Stock-based compensation expense	(13,668)	(0.05) %	(8,858)	(0.03) %	(13,616)	(0.05) %
Total	<u>\$ 307,985</u>	<u>1.11 %</u>	<u>\$ 274,937</u>	<u>1.03 %</u>	<u>\$ 310,256</u>	<u>1.22 %</u>

Table of Contents

Management believes that the presentation of non-GAAP operating income, non-GAAP net income and non-GAAP net income per diluted share is useful to investors because it provides a meaningful comparison of our performance between periods. The following tables provide a detailed reconciliation between results reported in accordance with GAAP and non-GAAP financial measures.

	Year ended January 31,		
	2015	2014	2013
(In thousands, except per share amounts)			
GAAP to non-GAAP reconciliation of operating income - Americas:			
Operating income - Americas	\$ 145,107	\$ 156,143	\$ 150,055
Restatement and remediation related expenses	3,973	13,227	0
LCD settlements	(5,059)	(35,511)	0
Loss on disposal of subsidiaries	1,330	0	0
Acquisition-related intangible assets amortization expense	680	170	0
Non-GAAP operating income - Americas	<u>\$ 146,031</u>	<u>\$ 134,029</u>	<u>\$ 150,055</u>
GAAP to non-GAAP reconciliation of operating income - Europe:			
Operating income - Europe	\$ 136,196	\$ 80,228	\$ 127,281
Restatement and remediation related expenses	18,070	40,564	0
Value added tax assessment	(6,229)	0	29,462
Acquisition-related intangible assets amortization expense	27,585	28,974	17,074
Non-GAAP operating income - Europe	<u>\$ 175,622</u>	<u>\$ 149,766</u>	<u>\$ 173,817</u>
Consolidated GAAP to non-GAAP reconciliation of operating income:			
Operating income	\$ 267,635	\$ 227,513	\$ 263,720
Restatement and remediation related expenses	22,043	53,791	0
LCD settlements	(5,059)	(35,511)	0
Value added tax assessment	(6,229)	0	29,462
Loss on disposal of subsidiaries	1,330	0	0
Acquisition-related intangible assets amortization expense	28,265	29,144	17,074
Non-GAAP operating income	<u>\$ 307,985</u>	<u>\$ 274,937</u>	<u>\$ 310,256</u>
GAAP to non-GAAP reconciliation of net income attributable to shareholders of Tech Data Corporation:			
Net income attributable to shareholders of Tech Data Corporation	\$ 175,172	\$ 179,932	\$ 176,255
Restatement and remediation related expenses, net of tax	16,517	39,038	0
LCD settlements, net of tax	(3,162)	(22,017)	0
Value added tax assessment and interest expense, net of tax	(6,229)	0	33,766
Loss on disposal of subsidiaries, net of tax	1,330	0	0
Reversal of deferred tax valuation allowances and income taxes on undistributed earnings of assets held for sale ⁽¹⁾	(13,601)	(45,303)	(25,128)
Acquisition-related intangible assets amortization expense, net of tax	20,731	21,305	12,559
Non-GAAP net income attributable to shareholders of Tech Data Corporation	<u>\$ 190,758</u>	<u>\$ 172,955</u>	<u>\$ 197,452</u>
GAAP to non-GAAP reconciliation of net income per share attributable to shareholders of Tech Data Corporation—diluted:			
Net income per share attributable to shareholders of Tech Data Corporation—diluted	\$ 4.57	\$ 4.71	\$ 4.50
Restatement and remediation related expenses, net of tax	0.43	1.02	0.00
LCD settlements, net of tax	(0.08)	(0.58)	0.00
Value added tax assessment and interest expense, net of tax	(0.16)	0.00	0.86
Loss on disposal of subsidiaries, net of tax	0.03	0.00	0.00
Reversal of deferred tax valuation allowances and income taxes on undistributed earnings of assets held for sale	(0.36)	(1.19)	(0.64)

Acquisition-related intangible assets amortization expense, net of tax		0.54		0.56		0.32
Non-GAAP net income per share attributable to shareholders of Tech Data Corporation— diluted	\$	<u>4.97</u>	\$	<u>4.52</u>	\$	<u>5.04</u>

- (1) During fiscal 2015, the Company recorded income tax benefits of \$19.2 million primarily related to the reversal of deferred tax valuation allowances in certain jurisdictions in Europe, partially offset by income tax expenses of \$5.6 million related to undistributed earnings on assets held for sale in certain Latin American jurisdictions (see further discussion in Note 8 of Notes to Consolidated Financial Statements).

The following table sets forth our Consolidated Statement of Income as a percentage of net sales for each of the three most recent fiscal years:

	<u>2015</u>	<u>2014</u>	<u>2013</u>
Net sales	100.00 %	100.00 %	100.00 %
Cost of products sold	94.96	94.92	94.86
Gross profit	5.04	5.08	5.14
Operating expenses:			
Selling, general and administrative expenses	4.03	4.16	3.98
Restatement and remediation related expenses	0.08	0.20	0.00
LCD settlements	(0.02)	(0.13)	0.00
Value added tax assessment	(0.02)	0.00	0.12
Loss on disposal of subsidiaries	0.00	0.00	0.00
	<u>4.07</u>	<u>4.23</u>	<u>4.10</u>
Operating income	0.97	0.85	1.04
Interest expense	0.10	0.10	0.12
Other expense (income), net	0.01	(0.01)	0.02
Income before income taxes	0.86	0.76	0.90
Provision for income taxes	0.23	0.09	0.18
Consolidated net income	0.63	0.67	0.72
Net income attributable to noncontrolling interest	0.00	0.00	(0.02)
Net income attributable to shareholders of Tech Data Corporation	<u>0.63 %</u>	<u>0.67 %</u>	<u>0.70 %</u>

Net Sales

Our consolidated net sales were \$27.7 billion in fiscal 2015, an increase of 3.2% when compared to fiscal 2014. The weakening of certain foreign currencies against the U.S. dollar negatively impacted our year-over-year net sales comparison by approximately two percentage points. Excluding the negative impact of the weakening of certain foreign currencies against the U.S. dollar in fiscal 2015, consolidated net sales increased by approximately five percent in comparison with the same period of the prior fiscal year. On a regional basis, during fiscal 2015, net sales in the Americas increased by 2.1% compared to fiscal 2014 and increased by 3.8% in Europe (an increase of 6.0% on a euro basis). The increase in net sales in the Americas is primarily attributable to stronger demand for broadline products, particularly personal computer systems. The increase in net sales in Europe (in euros) is primarily attributable to stronger demand for broadline products, particularly personal computer systems, and mobility products.

Our consolidated net sales were \$26.8 billion in fiscal 2014, an increase of 5.8% when compared to fiscal 2013. Our acquisition of the SDG value and broadline IT products distribution businesses in November 2012 positively impacted our year-over-year net sales comparison by approximately seven percentage points and the strengthening of certain foreign currencies against the U.S. dollar positively impacted our year-over-year net sales comparison by approximately two percentage points. Excluding the net sales of SDG and the positive impact of the strengthening of certain foreign currencies against the U.S. dollar in fiscal 2014, consolidated net sales decreased by approximately three percent in comparison with the same period of the prior fiscal year. On a regional basis, during fiscal 2014, net sales in the Americas increased by 3.7% compared to fiscal 2013 and increased by 7.1% in Europe (an increase of 3.7% on a euro basis). Excluding SDG, net sales in our “legacy” European operations decreased by approximately four percent (a decrease of approximately seven percent on a euro basis) in comparison with the same period of the prior fiscal year. The increase in net sales in the Americas was primarily attributable to a partial recovery of market share beginning in the second quarter of fiscal 2014 that was lost after our implementation of the final modules of SAP within our U.S. operations during the second quarter of fiscal 2013. The decline in our European net sales (in euro) within our legacy operations was primarily due to weak economic conditions in certain countries and a decline in market share within several of our operations due to competitive pressures and our focus on gross margin percentage.

We sell many products purchased from the world’s leading systems, peripherals, networking and software vendors. Products purchased from Hewlett-Packard Company generated 19% , 21% and 21% of our net sales in fiscal 2015, 2014 and 2013, respectively. In addition, approximately 15%, 13% and 12% of our consolidated net sales in fiscal 2015, 2014 and 2013 were from products purchased from Apple, Inc. There were no other vendors that accounted for 10% or more of our consolidated net sales in the past three fiscal years.

Gross Profit

Gross profit as a percentage of net sales ("gross margin") during fiscal 2015 was 5.04% compared to 5.08% in fiscal 2014. The slight decline in our year-over-year gross margin is primarily attributable to changes in product and customer mix.

Gross margin during fiscal 2014 was 5.08% compared to 5.14% in fiscal 2013. The slight decline in our year-over-year gross margin was primarily attributable to product mix changes and a competitive environment, particularly in the Americas.

Operating Expenses

Selling, general and administrative expenses ("SG&A")

SG&A as a percentage of net sales decreased to 4.03% in fiscal 2015, compared to 4.16% in fiscal 2014. The decrease in SG&A as a percentage of net sales compared to the prior year is primarily due to greater operating leverage as we generated sales growth while keeping our costs relatively flat in local currency. In absolute dollars, SG&A decreased \$2.3 million in fiscal 2015 compared to fiscal 2014 primarily due to the impact of the weakening of certain foreign currencies against the U.S. dollar during our fourth quarter.

SG&A as a percentage of net sales increased to 4.16% in fiscal 2014, compared to 3.98% in fiscal 2013. The increase in SG&A as a percentage of net sales compared to the prior year was primarily attributable to the impact of the acquisition of SDG in the fourth quarter of fiscal 2013 and the lack of leverage resulting from lower sales in our legacy operations in Europe. In absolute dollars, SG&A increased \$106.7 million in fiscal 2014 compared to fiscal 2013 primarily due to the SDG acquisition.

Restatement and remediation related expenses

Restatement and remediation related expenses primarily include legal, accounting and third party consulting fees associated with (i) the restatement of certain of the Company's consolidated financial statements and other financial information from fiscal 2009 to fiscal 2013, (ii) the Audit Committee investigation to review the Company's accounting practices, (iii) incremental external audit and supplemental procedures to assist in reviewing the Company's financial statements and accounting practices, and (iv) other incremental legal, accounting and consulting fees incurred as a result of the Company's restatement related investigation or in connection with the Company's remediation of material weaknesses and other control deficiencies identified during the restatement. During fiscal 2015 and 2014, the Company incurred restatement and remediation related expenses of approximately \$22.0 million and \$53.8 million, respectively.

LCD Settlements

The Company has been a claimant in proceedings seeking damages from certain manufacturers of LCD flat panel displays. During fiscal 2015 and 2014, the Company reached settlement agreements with certain manufacturers in the amount of \$5.1 million and \$35.5 million, net of attorney fees and expenses.

Value Added Tax Assessment

Prior to fiscal 2004, one of our subsidiaries in Spain was audited in relation to various value-added tax ("VAT") matters. As a result of those audits, the subsidiary received notices of assessment that allege the subsidiary did not properly collect and remit VAT. During the fourth quarter of fiscal 2014, an appellate court issued an opinion upholding the assessment for several of the assessed years. The appellate court opinion occurred prior to the issuance of the fiscal 2013 financial statements in relation to a loss contingency that existed as of January 31, 2013. As a result, we recorded a charge of \$29.5 million to increase our accrual as of January 31, 2013 to cover the assessment and penalties (see Note 13 of Notes to Consolidated Financial Statements for further discussion). During the second quarter of fiscal 2015, an administrative court issued a decision revoking the penalties for certain of the assessed years. As a result of this decision, we decreased our accrual for costs associated with this matter by \$6.2 million in fiscal 2015.

Loss on Disposal of Subsidiaries

We incurred a loss on disposal of subsidiaries of \$1.3 million during fiscal 2015 for charges related to the planned sale of our Chile and Peru operations based on estimated proceeds and costs to sell compared to the net book value of the operations being sold.

Interest Expense

Interest expense decreased slightly to \$26.5 million in fiscal 2015 compared to \$26.6 million in fiscal 2014. Interest expense decreased 11.7% to \$26.6 million in fiscal 2014 compared to \$30.1 million in fiscal 2013. The decrease is primarily attributable to higher interest expense in fiscal 2013 due to \$11.5 million recorded in fiscal 2013 related to the appellate court ruling in the fourth quarter of fiscal 2014 in connection with the VAT assessment in one of the Company's subsidiaries in Spain discussed above (see Note 13 of Notes to Consolidated Financial Statements for further discussion), partially offset by an increase in fiscal 2014 interest expense due to the \$350.0 million, 3.75% Senior Notes (the "Senior Notes") issued in September 2012.

Other Expense (Income), Net

Other expense (income), net, consists primarily of gains and losses on investments in life insurance policies to fund the Company's nonqualified deferred compensation plan, interest income, discounts on the sale of accounts receivable and net foreign currency exchange gains and losses on certain financing transactions and the related derivative instruments used to hedge such financing transactions. Other expense (income), net, was approximately \$1.9 million expense in fiscal 2015 compared to \$3.4 million income in fiscal 2014. The change in other expense (income), net during fiscal 2015 is primarily attributable to a gain in the prior year related to the acquisition of the remaining fifty percent ownership interest in TD Mobility from Brightstar Corp. ("Brightstar"), our joint venture partner, an increase in net foreign currency exchange losses on certain financing transactions and higher discounts on the sale of accounts receivable.

Other expense (income), net, was approximately \$3.4 million income in fiscal 2014 compared to \$4.1 million expense in fiscal 2013. The change in other expense (income), net, during fiscal 2014 was primarily attributable to an increase in net foreign currency exchange gains and lower hedging costs on certain financing transactions as compared to the prior fiscal year and a gain related to the acquisition of the remaining fifty percent ownership interest in TD Mobility as discussed above.

Provision for Income Taxes

Our effective tax rate was 26.8% in fiscal 2015 and 11.9% in fiscal 2014. The change in the effective tax rate during fiscal 2015 compared to fiscal 2014 is primarily due to the relative mix of earnings and losses within the taxing jurisdictions in which we operate and changes in the amounts of income tax reserves and valuation allowances during the respective periods. In fiscal 2015 and 2014, we recorded income tax benefits of \$19.2 million and \$45.3 million, respectively, for the reversal of valuation allowances primarily related to specific jurisdictions in Europe, which had been recorded in prior fiscal years. In fiscal 2015, we also recorded income tax expenses of \$5.6 million related to undistributed earnings on assets held for sale in certain Latin American jurisdictions. See Note 8 of Notes to Consolidated Financial Statements for discussion of the Company's fiscal 2015, 2014 and 2013 components of the provision for income taxes, reconciliation of income tax computed at the U.S. federal statutory tax rate to income tax expense, and components of pre-tax income.

On an absolute dollar basis, the provision for income taxes increased 162.6% to \$64.0 million in fiscal 2015 compared to \$24.4 million in fiscal 2014. The increase in the provision for income taxes is primarily due to the relative mix of earnings and losses within certain countries in which we operate and the adjustments to income tax reserves and valuation allowances discussed above.

Our effective tax rate was 11.9% in fiscal 2014 and 20.1% in fiscal 2013. The change in the effective tax rate during fiscal 2014 compared to fiscal 2013 is primarily due to the relative mix of earnings and losses within the taxing jurisdictions in which we operate and changes in the amounts of income tax reserves and valuation allowances during the respective periods. In fiscal 2014 and 2013, we recorded income tax benefits of \$45.3 million and \$25.1 million, respectively, for the reversal of valuation allowances primarily related to specific jurisdictions in Europe, which had been recorded in prior fiscal years.

On an absolute dollar basis, the provision for income taxes decreased 47.5% to \$24.4 million in fiscal 2014 compared to \$46.4 million in fiscal 2013. The decrease in the provision for income taxes is primarily due to the relative mix of earnings and losses within certain countries in which we operate and the adjustments to income tax reserves and valuation allowances discussed above.

To the extent we generate future consistent taxable income within those operations currently requiring valuation allowances, the valuation allowances on the related deferred tax assets will be reduced, thereby reducing tax expense and increasing net income in the same period. The underlying net operating loss carry forwards remain available to offset future taxable income in the specific jurisdictions requiring the valuation allowance, subject to applicable tax laws and regulations.

The effective tax rate differed from the U.S. federal statutory rate of 35% during fiscal 2015, 2014 and 2013, due to the relative mix of earnings or losses within the tax jurisdictions in which we operate and other adjustments, including: i) losses in tax jurisdictions where we are not able to record a tax benefit; ii) earnings in tax jurisdictions where we have previously recorded valuation allowances on deferred tax assets; iii) the reversal of income tax reserves; iv) changes to valuation allowances recorded on deferred tax assets; and (v) earnings in lower-tax jurisdictions for which no U.S. taxes have been provided because such earnings are planned to be reinvested indefinitely outside the United States.

The overall effective tax rate will continue to be dependent upon the geographic distribution of our earnings or losses and changes in tax laws or interpretations of these laws in these operating jurisdictions. We monitor the assumptions used in estimating the annual effective tax rate and make adjustments, if required, throughout the year. If actual results differ from the assumptions used in estimating our annual income tax rates, future income tax expense could be materially affected.

Our future effective tax rates could be adversely affected by lower earnings than anticipated in countries with lower statutory rates, changes in the relative mix of taxable income and taxable loss jurisdictions, changes in the valuation of our deferred tax assets or liabilities, or changes in tax laws or interpretations thereof. In addition, our income tax returns are subject to periodic examination by the Internal Revenue Service and other tax authorities. We regularly assess the likelihood of adverse outcomes from these

examinations to determine the adequacy of our provision for income taxes. To the extent we prevail in matters for which accruals have been established or are required to pay amounts in excess of such accruals, our effective tax rate could be materially affected.

Net income attributable to noncontrolling interest

Net income attributable to noncontrolling interest was \$6.8 million in fiscal 2013. In September 2012, the Company completed the acquisition of Brightstar's fifty percent ownership interest in our European joint venture. Net income attributable to noncontrolling interest represents Brightstar's portion of the operating results of our European joint venture prior to the Company's acquisition in September 2012.

Impact of Inflation

During the fiscal years ended January 31, 2015, 2014 and 2013, we do not believe that inflation had a material impact on our consolidated results of operations or on our financial position.

Quarterly Data—Seasonality

Our quarterly operating results have fluctuated significantly in the past and will likely continue to do so in the future as a result of currency fluctuations and seasonal variations in the demand for the products and services we sell. Narrow operating margins may magnify the impact of these factors on our operating results. Recent historical seasonal variations have included an increase in European demand during our fiscal fourth quarter and decreased demand in other fiscal quarters, particularly quarters that include summer months. Given that the majority of our net sales are derived from Europe, our consolidated results closely follow the seasonality trends in Europe. The seasonal trend in Europe typically results in greater operating leverage, and therefore, lower SG&A as a percentage of net sales in the region and on a consolidated basis during the second semester of our fiscal year, particularly in our fourth quarter. Additionally, the life cycles of major products, as well as the impact of future acquisitions and divestitures, may also materially impact our business, financial condition, or results of operations (see Note 15 of Notes to Consolidated Financial Statements for further information regarding our quarterly results).

Liquidity and Capital Resources

Our discussion of liquidity and capital resources includes an analysis of our cash flows and capital structure for all periods presented.

Cash Flows

The following table summarizes Tech Data's Consolidated Statement of Cash Flows for the fiscal years ended January 31, 2015, 2014 and 2013:

	Years ended January 31,		
	2015	2014	2013
	(In thousands)		
Net cash provided by (used in):			
Operating activities	\$ 119,381	\$ 379,148	\$ 123,694
Investing activities	(21,054)	(24,011)	(348,618)
Financing activities	(49,129)	(127,311)	80,294
Effect of exchange rate changes on cash and cash equivalents	(72,057)	1,711	(1,068)
Net (decrease) increase in cash and cash equivalents	<u>\$ (22,859)</u>	<u>\$ 229,537</u>	<u>\$ (145,698)</u>

As a distribution company, our business requires significant investment in working capital, particularly accounts receivable and inventory, partially financed through our accounts payable to vendors. An important driver of our operating cash flows is our cash conversion cycle (also referred to as "net cash days"). Our net cash days are defined as days of sales outstanding in accounts receivable ("DSO") plus days of supply on hand in inventory ("DOS"), less days of purchases outstanding in accounts payable ("DPO"). We manage our cash conversion cycle on a daily basis throughout the year and our reported financial results reflect that cash conversion cycle at the balance sheet date. The following table presents the components of our cash conversion cycle, in days, as of January 31, 2015, 2014 and 2013:

	As of January 31,		
	2015	2014	2013
Days of sales outstanding	35	37	39
Days of supply in inventory	26	29	29
Days of purchases outstanding	(41)	(47)	(47)
Cash conversion cycle (days)	20	19	21

Net cash provided by operating activities was \$119.4 million in fiscal 2015 compared to \$379.1 million in fiscal 2014 and \$123.7 million in fiscal 2013. The change in cash resulting from operating activities can be primarily attributed to the timing of both cash receipts from our customers and payments to our vendors.

Net cash used in investing activities of \$21.1 million during fiscal 2015 is primarily the result of \$28.2 million of expenditures for the continuing expansion and upgrading of our IT systems, office facilities and equipment for our logistics centers in both the Americas and Europe, partially offset by \$7.1 million of cash provided by the sale of a building. We expect to make total capital expenditures of approximately \$43 million during fiscal 2016 for equipment and machinery in our logistics centers, office facilities and IT systems. Net cash used in investing activities of \$24.0 million during fiscal 2014 is primarily the result of \$28.9 million of expenditures for the continuing expansion and upgrading of our IT systems, office facilities and equipment for our logistics centers in both the Americas and Europe, partially offset by \$6.4 million of cash provided by acquisitions, primarily due to the final settlement of the SDG purchase price. Net cash used in investing activities of \$348.6 million during fiscal 2013 is primarily the result of \$310.3 million of cash used for acquisitions in Europe and \$38.4 million of expenditures for the continuing expansion and upgrading of our IT systems, office facilities and equipment for our logistics centers in both the Americas and Europe.

Net cash used in financing activities of \$49.1 million during fiscal 2015 is primarily the result of \$53.0 million paid for the repurchase of shares of common stock under our share repurchase program and \$5.1 million related to acquisition earn-out payments, partially offset by \$7.3 million of net borrowings on revolving credit lines. Net cash used in financing activities of \$127.3 million during fiscal 2014 is primarily the result of \$122.7 million of net repayments on our revolving credit lines and \$6.2 million related to acquisition earn-out payments. Net cash provided by financing activities of \$80.3 million during fiscal 2013 is primarily the result of \$345.8 million in net proceeds from the issuance of the Senior Notes in September 2012, \$87.2 million of net borrowings on our revolving credit lines and \$3.4 million of proceeds received from the reissuance of treasury stock related to the vesting and exercise of equity-based incentive awards and purchases made through our Employee Stock Purchase Plan, partially offset by \$185.1 million of cash used in the repurchase of shares of our common stock under our share repurchase programs and other share repurchases, \$117.2 million of cash used for the acquisition of the noncontrolling interest in our European joint venture, \$49.5 million for repayment of loans due to our former joint venture partner and \$9.1 million for the return of capital to our former joint venture partner.

Capital Resources and Debt Compliance

Our debt to total capital ratio was 16% at January 31, 2015. We believe a conservative approach to our capital structure will continue to support us in the current global economic environment. As part of our capital structure and to provide us with significant liquidity, we have a diverse range of financing facilities across our geographic regions with various financial institutions. Also providing us liquidity are our cash and cash equivalents balances across our regions which are deposited and/or invested with various financial institutions. We are exposed to risk of loss on funds deposited with these financial institutions, however, we monitor our financing and depository financial institution partners regularly for credit quality. We believe that our existing sources of liquidity, including cash resources and cash provided by operating activities are sufficient to meet our working capital needs and cash requirements for at least the next 12 months.

At January 31, 2015, we had approximately \$543.0 million in cash and cash equivalents, of which \$370.0 million was held in our foreign subsidiaries. As discussed above, the Company currently has sufficient resources, cash flows and liquidity within the United States to fund current and expected future working capital requirements. Historically, the Company has utilized and reinvested cash earned outside the United States to fund foreign operations and expansion, and plans to continue reinvesting such earnings and future earnings indefinitely outside of the United States. If the Company's plans for the use of cash earned outside of the United States change in the future, cash and cash equivalents held by our foreign subsidiaries could not be repatriated to the United States without potential negative income tax consequences.

The following is a discussion of our various financing facilities:

Senior Notes

In September 2012, the Company issued the Senior Notes resulting in cash proceeds of approximately \$345.8 million, net of debt discount and debt issuance costs of approximately \$1.3 million and \$2.9 million, respectively. The debt issuance costs incurred in connection with the public offering are amortized over the life of the Senior Notes as additional interest expense using the effective interest method. We pay interest on the Senior Notes semi-annually in arrears on March 21 and September 21 of each year. We may, at our option, redeem the Senior Notes at any time in whole or in part, at a redemption price equal to the greater of (i) 100% of the principal amount of the Senior Notes to be redeemed or (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the Senior Notes being redeemed, discounted at a rate equal to the sum of the applicable Treasury Rate plus 50 basis points, plus accrued and unpaid interest up to the date of redemption. The Senior Notes are senior, unsecured obligations and rank equally in right of payment with all of our other unsecured and unsubordinated indebtedness.

Other Credit Facilities

We have a \$500.0 million revolving credit facility with a syndicate of banks (the "Credit Agreement"), which, among other things, i) provides for a maturity date of September 27, 2016, ii) provides for an interest rate on borrowings, facility fees and letter of credit fees based on our non-credit enhanced senior unsecured debt rating as determined by Standard & Poor's Rating Service and Moody's Investor Service, and iii) may be increased to a maximum of \$750.0 million, subject to certain conditions. We pay interest on advances under the Credit Agreement at the applicable LIBOR rate plus a predetermined margin that is based on our debt rating. There were no amounts outstanding under the Credit Agreement at January 31, 2015 and 2014.

We also have an agreement with a syndicate of banks (the "Receivables Securitization Program") that allows us to transfer an undivided interest in a designated pool of U.S. accounts receivable, on an ongoing basis, to provide security or collateral for borrowings up to a maximum of \$400.0 million. The Receivables Securitization Program was renewed in August 2014 for a period of two years and interest is to be paid on advances at the applicable commercial paper or LIBOR rate plus an agreed-upon margin. There were no amounts outstanding under the Receivables Securitization Program at January 31, 2015 and 2014.

In addition to the facilities described above, we have various other committed and uncommitted lines of credit and overdraft facilities totaling approximately \$344.5 million at January 31, 2015 to support our operations. Most of these facilities are provided on an unsecured, short-term basis and are reviewed periodically for renewal. There was \$12.8 million outstanding on these facilities at January 31, 2015, at a weighted average interest rate of 4.97% , and there was \$42.9 million outstanding at January 31, 2014, at a weighted average interest rate of 6.15%.

Certain of our credit facilities contain limitations on the amounts of annual dividends and repurchases of common stock and require compliance with other obligations, warranties and covenants. The financial ratio covenants within these credit facilities include a maximum debt to capitalization ratio and a minimum interest coverage ratio. At January 31, 2015, we were in compliance with all such financial covenants. In light of these financial covenants, the Company's maximum borrowing availability on its credit facilities is approximately \$992.7 million , of which \$12.8 million was outstanding at January 31, 2015.

At January 31, 2015, we had also obtained standby letters of credit of \$67.5 million. These letters of credit typically act as a guarantee of payment to certain third parties in accordance with specified terms and conditions. The issuance of these letters of credit reduces our borrowing availability under certain of the above-mentioned facilities.

Accounts Receivable Purchase Agreements

We have uncommitted accounts receivable purchase agreements under which certain accounts receivable may be sold, without recourse, to third-party financial institutions. Under these programs, we may sell certain accounts receivable in exchange for cash less a discount, as defined in the agreements. Available capacity under these programs, which we use as a source of working capital funding, is dependent on the level of accounts receivable eligible to be sold into these programs and the financial institutions' willingness to purchase such receivables. In addition, certain of these agreements also require that we continue to service, administer and collect the sold accounts receivable. At January 31, 2015 and 2014, the Company had a total of \$310.9 million and \$263.7 million, respectively, of accounts receivable sold to and held by financial institutions under these agreements. During the fiscal years ended January 31, 2015, 2014 and 2013, discount fees recorded under these facilities were \$4.4 million , \$3.4 million, and \$2.6 million, respectively, which are included as a component of other expense (income), net in the Company's Consolidated Statement of Income.

Share Repurchase Programs

During fiscal 2015, we repurchased 896,718 shares of our common stock at a cost of \$53.0 million in connection with our \$100.0 million share repurchase program approved by the Board of Directors in December 2014. The Company repurchased an additional 801,858 shares of its common stock through March 2015 at a cost of \$47.0 million to complete the December 2014 share repurchase

program. During fiscal 2013, we repurchased 3,752,939 shares of our common stock at a cost of \$185.1 million in connection with both of our \$100.0 million share repurchase programs approved by the Board of Directors in May 2012 and November 2011. The May 2012 and November 2011 share repurchase programs were completed during fiscal 2013.

In conjunction with our share repurchase programs approved by the Board of Directors, 10b5-1 plans were executed that instruct the brokers selected by us to repurchase shares on our behalf. The amount of common stock repurchased in accordance with the 10b5-1 plans on any given trading day is determined by a formula in the plans, which is based on the market price of our common stock and average daily volumes. Shares repurchased by us are held in treasury for general corporate purposes, including issuances under equity incentive and benefit plans.

Contractual Obligations

As of January 31, 2015, future payments of debt and amounts due under future minimum lease payments, including minimum commitments under IT outsourcing agreements, are as follows (in thousands):

	Operating leases	Capital lease	Debt ⁽¹⁾	Total
Fiscal year:				
2016	\$ 47,500	\$ 544	\$ 25,973	\$ 74,017
2017	31,600	431	13,125	45,156
2018	28,500	431	358,458	387,389
2019	20,300	431	0	20,731
2020	17,900	431	0	18,331
Thereafter	43,900	2,314	0	46,214
Total payments	189,700	4,582	397,556	591,838
Less amounts representing interest	0	(320)	(34,708)	(35,028)
Total principal payments	\$ 189,700	\$ 4,262	\$ 362,848	\$ 556,810

(1) Amounts include interest on the Senior Notes calculated at the fixed rate of 3.75% per year and excludes estimated interest on the committed and uncommitted revolving credit facilities as these facilities are at variable rates of interest.

Fair value renewal and escalation clauses exist for a substantial portion of the operating leases included above. Purchase orders for the purchase of inventory and other goods and services are not included in the table above. We are not able to determine the aggregate amount of such purchase orders that represent contractual obligations, as purchase orders typically represent authorizations to purchase rather than binding agreements. For the purposes of this table, contractual obligations for purchase of goods or services are defined as agreements that are enforceable and legally binding on the Company and that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. Our purchase orders are based on our current demand expectations and are fulfilled by our vendors within short time horizons. We do not have significant non-cancelable agreements for the purchase of inventory or other goods specifying minimum quantities or set prices that exceed our expected requirements for the next three months. We also enter into contracts for outsourced services; however, the obligations under these contracts were not significant, other than the IT outsourcing agreement included above, and the contracts generally contain clauses allowing for cancellation without significant penalty.

At January 31, 2015, we have \$0.6 million recorded as a current liability for uncertain tax positions. We are not able to reasonably estimate the timing of long-term payments, or the amount by which our liability will increase or decrease over time; therefore, the long-term portion of our liability for uncertain tax position has not been included in the contractual obligations table above and is not material to our consolidated financial statements (see Note 8 of Notes to Consolidated Financial Statements).

Off-Balance Sheet Arrangements

Synthetic Lease Facility

We have a synthetic lease facility with a group of financial institutions (the "Synthetic Lease") under which we lease certain logistics centers and office facilities from a third-party lessor that expires in June 2018. Properties leased under the Synthetic Lease are located in Clearwater and Miami, Florida; Fort Worth, Texas; Fontana, California; Suwanee, Georgia; Swedesboro, New Jersey; and South Bend, Indiana. The Synthetic Lease is accounted for as an operating lease and rental payments are calculated at the applicable LIBOR rate plus a margin based on our credit ratings.

Upon not less than 30 days notice, at our option, we may purchase one or any combination of the properties, at an amount equal to each of the property's cost, as long as the lease balance does not decrease below a defined amount. Upon not less than 270 days, nor more than 360 days, prior to the lease expiration, we may, at our option, i) purchase a minimum of two of the properties, at an amount equal to each of the property's cost, ii) exercise the option to renew the lease for a minimum of two of the properties or iii) exercise the option to remarket a minimum of two of the properties and cause a sale of the properties. If we elect to remarket the properties, we have guaranteed the lessor a percentage of the cost of each property, in the aggregate amount of approximately \$133.8 million. Future minimum lease payments under the Synthetic Lease are approximately \$2.6 million per year.

The Synthetic Lease contains covenants that must be complied with, similar to the covenants described in certain of the credit facilities discussed in Note 7 of Notes to Consolidated Financial Statements. As of January 31, 2015, the Company was in compliance with all such covenants.

Guarantees

As is customary in the technology industry, to encourage certain customers to purchase product from us, we have arrangements with certain finance companies that provide inventory financing facilities for our customers. In conjunction with certain of these arrangements, we have agreements with the finance companies that would require us to repurchase certain inventory, which might be repossessed from the customers by the finance companies. Due to various reasons, including among other items, the lack of information regarding the amount of saleable inventory purchased from us still on hand with the customer at any point in time, our repurchase obligations relating to inventory cannot be reasonably estimated. Repurchases of inventory by us under these arrangements have been insignificant to date. We also provide additional financial guarantees to finance companies on behalf of certain customers. The majority of these guarantees are for an indefinite period of time, where we would be required to perform if the customer is in default with the finance company related to purchases made from us. We review the underlying credit for these guarantees on at least an annual basis. As of January 31, 2015 and 2014, the outstanding amount of guarantees under these arrangements totaled \$5.5 million and \$13.4 million, respectively. We believe that, based on historical experience, the likelihood of a material loss pursuant to the above inventory repurchase obligations and guarantees is remote.

ITEM 7A. *Quantitative and Qualitative Disclosures About Market Risk.*

As a large global organization, we face exposure to adverse movements in foreign currency exchange rates. These exposures may change over time as business practices evolve and could have a material impact on our financial results in the future. In the normal course of business, we employ established policies and procedures to manage our exposure to fluctuations in the value of foreign currencies. It is our policy to utilize financial instruments to reduce risks where internal netting cannot be effectively employed. Additionally, we do not enter into derivative instruments for speculative or trading purposes. With respect to our internal netting practices, we will consider inventory as an economic hedge against foreign currency exposure in accounts payable in certain circumstances. This practice offsets such inventory against corresponding accounts payable denominated in currencies other than the functional currency of the subsidiary buying the inventory, when determining our net exposure to be hedged using traditional forward contracts. Under this strategy, we would expect to increase or decrease our selling prices for products purchased in foreign currencies based on fluctuations in foreign currency exchange rates affecting the underlying accounts payable. To the extent we incur a foreign currency exchange loss (gain) on the underlying accounts payable denominated in the foreign currency, we would expect to see a corresponding increase (decrease) in gross profit as the related inventory is sold. This strategy can result in a certain degree of quarterly earnings volatility as the underlying accounts payable is remeasured using the foreign currency exchange rate prevailing at the end of each period, or settlement date if earlier, whereas the corresponding increase (decrease) in gross profit is not realized until the related inventory is sold.

Our foreign currency exposure relates to our transactions in Europe, Canada and Latin America, where the currency collected from customers can be different from the currency used to purchase the product. During fiscal 2015 and 2014, the underlying exposures are denominated primarily in the following currencies: U.S. dollar, British pound, Canadian dollar, Chilean peso, Czech koruna, Danish krone, euro, Mexican peso, Norwegian krone, Peruvian new sol, Polish zloty, Romanian leu, Swedish krona and Swiss franc. Our foreign currency risk management objective is to protect our earnings and cash flows from the adverse impact of exchange rate changes through the use of foreign currency forward and swap contracts to primarily hedge loans, accounts receivable and accounts payable. We are also exposed to changes in interest rates primarily as a result of our short-term debt used to maintain liquidity and to finance working capital, capital expenditures and acquisitions. Interest rate risk is also present in the forward foreign currency contracts. Our interest rate risk management objective is to limit the impact of interest rate changes on earnings and cash flows and to minimize overall borrowing costs. To achieve our objective, we use a combination of fixed and variable rate debt. The nature and amount of our long-term and short-term debt can be expected to vary as a result of future business requirements, market conditions and other factors. Approximately 89% of our outstanding debt had fixed interest rates at January 31, 2015 and 2014. We utilize various financing instruments, such as receivables securitization, leases, revolving credit facilities, and trade receivable purchase facilities, to

finance working capital needs. To the extent that there are changes in interest rates, the fair value of the Company's fixed rate debt may fluctuate.

In order to provide an assessment of the Company's foreign currency exchange rate and interest rate risk, the Company performed a sensitivity analysis using a value-at-risk ("VaR") model. The VaR model consisted of using a Monte Carlo simulation to generate 1,000 random market price paths. The VaR model determines the potential impact of the fluctuation in foreign exchange rates and interest rates assuming a one-day holding period, normal market conditions and a 95% confidence level. The VaR is the maximum expected loss in fair value for a given confidence interval to the Company's foreign exchange portfolio due to adverse movements in the rates. The model is not intended to represent actual losses but is used as a risk estimation and management tool. Firm commitments, assets and liabilities denominated in foreign currencies were excluded from the model.

The following table represents the estimated maximum potential one-day loss in fair value at a 95% confidence level, calculated using the VaR model at January 31, 2015 and 2014. We believe that the hypothetical loss in fair value of our foreign exchange derivatives would be offset by the gains in the value of the underlying transactions being hedged.

	VaR	
	as of January 31,	
	2015	2014
	(In thousands)	
Foreign currency exchange rate sensitive financial instruments	\$ (9,108)	\$ (2,251)
Interest rate sensitive financial instruments	(412)	(707)
Combined portfolio	<u>\$ (9,520)</u>	<u>\$ (2,958)</u>

Actual future gains and losses associated with the Company's derivative positions may differ materially from the analyses performed as of January 31, 2015, due to the inherent limitations associated with predicting the changes in the timing and amount of interest rates, foreign currency exchanges rates, and the Company's actual exposures and positions.

ITEM 8. *Financial Statements and Supplementary Data.*

Index to Financial Statements

	Page
Financial Statements	
Report of Independent Registered Certified Public Accounting Firm	34
Consolidated Balance Sheet	35
Consolidated Statement of Income	36
Consolidated Statement of Comprehensive Income	37
Consolidated Statement of Shareholders' Equity	38
Consolidated Statement of Cash Flows	39
Notes to Consolidated Financial Statements	40
Financial Statement Schedule	
Schedule II—Valuation and Qualifying Accounts	74
All schedules and exhibits not included are not applicable, not required or would contain information which is shown in the financial statements or notes thereto.	

Report of Independent Registered Certified Public Accounting Firm

The Board of Directors and Shareholders of Tech Data Corporation

We have audited the accompanying consolidated balance sheets of Tech Data Corporation and subsidiaries as of January 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended January 31, 2015. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule 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, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Tech Data Corporation and subsidiaries at January 31, 2015 and 2014, and the consolidated results of their operations and their cash flows for each of the three years in the period ended January 31, 2015, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Tech Data Corporation and subsidiaries' internal control over financial reporting as of January 31, 2015, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) and our report dated March 26, 2015 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Tampa, Florida

March 26, 2015

TECH DATA CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(In thousands, except share amounts)

	January 31,	
	2015	2014
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 542,995	\$ 570,101
Accounts receivable, less allowances of \$50,143 and \$58,754	2,811,963	3,215,729
Inventories	1,959,627	2,450,782
Prepaid expenses and other assets	161,832	232,423
Assets held for sale	101,706	0
Total current assets	5,578,123	6,469,035
Property and equipment, net	63,104	77,631
Other assets, net	497,019	623,000
Total assets	\$ 6,138,246	\$ 7,169,666
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 3,119,618	\$ 3,959,410
Accrued expenses and other liabilities	538,758	614,697
Revolving credit loans and current maturities of long-term debt, net	13,303	43,481
Liabilities held for sale	71,447	0
Total current liabilities	3,743,126	4,617,588
Long-term debt, less current maturities	353,097	354,121
Other long-term liabilities	81,880	99,346
Total liabilities	4,178,103	5,071,055
Commitments and contingencies (Note 13)		
Shareholders' equity:		
Common stock, par value \$.0015; 200,000,000 shares authorized; 59,245,585 shares issued at January 31, 2015 and 2014	89	89
Additional paid-in capital	679,973	675,597
Treasury stock, at cost (21,866,069 and 21,177,130 shares at January 31, 2015 and 2014)	(939,143)	(894,936)
Retained earnings	2,168,462	1,993,290
Accumulated other comprehensive income	50,762	324,571
Total shareholders' equity	1,960,143	2,098,611
Total liabilities and shareholders' equity	\$ 6,138,246	\$ 7,169,666

The accompanying Notes to Consolidated Financial Statements are an integral part of these financial statements.

TECH DATA CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF INCOME
(In thousands, except per share amounts)

	Year ended January 31,		
	2015	2014	2013
Net sales	\$ 27,670,632	\$ 26,821,904	\$ 25,358,329
Cost of products sold	26,276,678	25,459,558	24,055,275
Gross profit	1,393,954	1,362,346	1,303,054
Operating expenses:			
Selling, general and administrative expenses	1,114,234	1,116,553	1,009,872
Restatement and remediation related expenses (Note 1)	22,043	53,791	0
LCD settlements (Note 1)	(5,059)	(35,511)	0
Value added tax assessment (Note 13)	(6,229)	0	29,462
Loss on disposal of subsidiaries (Note 6)	1,330	0	0
	<u>1,126,319</u>	<u>1,134,833</u>	<u>1,039,334</u>
Operating income	267,635	227,513	263,720
Interest expense	26,548	26,606	30,126
Other expense (income), net	1,903	(3,402)	4,128
Income before income taxes	239,184	204,309	229,466
Provision for income taxes	64,012	24,377	46,426
Consolidated net income	175,172	179,932	183,040
Net income attributable to noncontrolling interest	0	0	(6,785)
Net income attributable to shareholders of Tech Data Corporation	<u>\$ 175,172</u>	<u>\$ 179,932</u>	<u>\$ 176,255</u>
Net income per share attributable to shareholders of Tech Data Corporation			
Basic	<u>\$ 4.59</u>	<u>\$ 4.73</u>	<u>\$ 4.53</u>
Diluted	<u>\$ 4.57</u>	<u>\$ 4.71</u>	<u>\$ 4.50</u>
Weighted average common shares outstanding:			
Basic	<u>38,172</u>	<u>38,020</u>	<u>38,871</u>
Diluted	<u>38,354</u>	<u>38,228</u>	<u>39,180</u>

The accompanying Notes to Consolidated Financial Statements are an integral part of these financial statements.

TECH DATA CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(In thousands)

	Year ended January 31,		
	2015	2014	2013
Consolidated net income	\$ 175,172	\$ 179,932	\$ 183,040
Other comprehensive (loss) income:			
Foreign currency translation adjustment	(273,809)	(5,536)	47,590
Total comprehensive (loss) income	(98,637)	174,396	230,630
Comprehensive income attributable to noncontrolling interest	0	0	(4,881)
Comprehensive (loss) income attributable to shareholders of Tech Data Corporation	<u>\$ (98,637)</u>	<u>\$ 174,396</u>	<u>\$ 225,749</u>

The accompanying Notes to Consolidated Financial Statements are an integral part of these financial statements.

TECH DATA CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY
(In thousands)

	Tech Data Corporation Shareholders							
	Common Stock		Additional paid-in capital	Treasury stock	Retained earnings	Accumulated other comprehensive income	Noncontrolling interest	Total equity
	Shares	Amount						
Balance—January 31, 2012	59,246	\$ 89	\$ 773,087	\$(739,614)	\$ 1,637,103	\$ 283,139	\$ 28,325	\$ 1,982,129
Purchase of treasury stock, at cost	0	0	0	(185,114)	0	0	0	(185,114)
Issuance of treasury stock for benefit plan and equity-based awards exercised, including related tax benefit of \$5,814	0	0	(20,072)	18,828	0	0	0	(1,244)
Stock-based compensation expense	0	0	13,616	0	0	0	0	13,616
Total other comprehensive income	0	0	0	0	0	49,494	(1,904)	47,590
Declaration of return of capital to joint venture partner	0	0	0	0	0	0	(4,428)	(4,428)
Purchase of noncontrolling interest	0	0	(85,916)	0	0	(2,526)	(28,778)	(117,220)
Net income	0	0	0	0	176,255	0	6,785	183,040
Balance—January 31, 2013	59,246	89	680,715	(905,900)	1,813,358	330,107	0	1,918,369
Issuance of treasury stock for benefit plan and equity-based awards exercised, including related tax benefit of \$1,038	0	0	(13,976)	10,964	0	0	0	(3,012)
Stock-based compensation expense	0	0	8,858	0	0	0	0	8,858
Total other comprehensive loss	0	0	0	0	0	(5,536)	0	(5,536)
Net income	0	0	0	0	179,932	0	0	179,932
Balance—January 31, 2014	59,246	89	675,597	(894,936)	1,993,290	324,571	0	2,098,611
Purchase of treasury stock, at cost	0	0	0	(52,997)	0	0	0	(52,997)
Issuance of treasury stock for benefit plan and equity-based awards exercised, including related tax benefit of \$2,302	0	0	(9,292)	8,790	0	0	0	(502)
Stock-based compensation expense	0	0	13,668	0	0	0	0	13,668
Total other comprehensive loss	0	0	0	0	0	(273,809)	0	(273,809)
Net income	0	0	0	0	175,172	0	0	175,172
Balance—January 31, 2015	59,246	\$ 89	\$ 679,973	\$(939,143)	\$ 2,168,462	\$ 50,762	\$ 0	\$ 1,960,143

The accompanying Notes to Consolidated Financial Statements are an integral part of these financial statements.

TECH DATA CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
(In thousands)

	Year ended January 31,		
	2015	2014	2013
Cash flows from operating activities:			
Cash received from customers	\$ 29,380,493	\$ 28,253,552	\$ 26,531,396
Cash paid to vendors and employees	(29,177,542)	(27,775,887)	(26,306,835)
Interest paid	(24,546)	(23,082)	(11,422)
Income taxes paid	(59,024)	(75,435)	(89,445)
Net cash provided by operating activities	<u>119,381</u>	<u>379,148</u>	<u>123,694</u>
Cash flows from investing activities:			
Acquisition of businesses, net of cash acquired	0	6,377	(310,253)
Acquisition of trademark	0	(1,519)	0
Expenditures for property and equipment	(18,639)	(15,598)	(14,871)
Proceeds from sale of fixed assets	7,121	0	0
Software and software development costs	(9,536)	(13,271)	(23,494)
Net cash used in investing activities	<u>(21,054)</u>	<u>(24,011)</u>	<u>(348,618)</u>
Cash flows from financing activities:			
Proceeds from the reissuance of treasury stock	1,456	1,139	3,397
Cash paid for purchase of treasury stock	(52,997)	0	(185,114)
Repayments on long-term loans from joint venture partner	0	0	(49,549)
Acquisition of noncontrolling interest in joint venture	0	0	(117,220)
Return of capital to joint venture partner	0	0	(9,074)
Acquisition earn-out payment	(5,060)	(6,183)	0
Proceeds from issuance of Senior Notes, net of expenses	0	0	345,810
Net borrowings (repayments) on revolving credit loans	7,269	(122,656)	87,240
Principal payments on long-term debt	(546)	(538)	(500)
Excess tax benefit from stock-based compensation	749	927	5,304
Net cash (used in) provided by financing activities	<u>(49,129)</u>	<u>(127,311)</u>	<u>80,294</u>
Effect of exchange rate changes on cash and cash equivalents	(72,057)	1,711	(1,068)
Net (decrease) increase in cash and cash equivalents	<u>(22,859)</u>	<u>229,537</u>	<u>(145,698)</u>
Cash and cash equivalents at beginning of year	570,101	340,564	486,262
Less: Cash balance of businesses held for sale at end of year	4,247	0	0
Cash and cash equivalents at end of year	<u>\$ 542,995</u>	<u>\$ 570,101</u>	<u>\$ 340,564</u>
Reconciliation of net income to net cash provided by operating activities:			
Net income attributable to shareholders of Tech Data Corporation	\$ 175,172	\$ 179,932	\$ 176,255
Net income attributable to noncontrolling interest	0	0	6,785
Consolidated net income	<u>175,172</u>	<u>179,932</u>	<u>183,040</u>
Adjustments to reconcile net income to net cash provided by operating activities:			
Loss on disposal of subsidiaries	1,330	0	0
Depreciation and amortization	68,746	72,979	58,353
Provision for losses on accounts receivable	10,415	11,725	9,653
Stock-based compensation expense	13,668	8,858	13,616
Accretion of debt discount on Senior Notes and convertible senior debentures	264	264	88
Deferred income taxes	(335)	(53,484)	(22,759)
Excess tax benefit from stock-based compensation	(749)	(927)	(5,304)
Gain on sale of fixed assets	(2,350)	0	0
Changes in operating assets and liabilities, net of acquisitions:			
Accounts receivable	22,166	(36,031)	(103,538)
Inventories	245,474	(209,383)	(151,713)

Prepaid expenses and other assets	31,829	77,737	(102,139)
Accounts payable	(469,757)	321,254	218,618
Accrued expenses and other liabilities	23,508	6,224	25,779
Total adjustments	<u>(55,791)</u>	<u>199,216</u>	<u>(59,346)</u>
Net cash provided by operating activities	<u>\$ 119,381</u>	<u>\$ 379,148</u>	<u>\$ 123,694</u>

The accompanying Notes to Consolidated Financial Statements are an integral part of these financial statements.

**TECH DATA CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

NOTE 1 — BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business

Tech Data Corporation (“Tech Data” or the “Company”) is one of the world’s largest wholesale distributors of technology products. The Company serves as an indispensable link in the technology supply chain by bringing products from the world’s leading technology vendors to market, as well as providing customers with advanced logistics capabilities and value-added services. Tech Data’s customers include value-added resellers, direct marketers, retailers and corporate resellers who support the diverse technology needs of end users. The Company is managed in two geographic segments: the Americas and Europe.

Principles of Consolidation

The consolidated financial statements include the accounts of Tech Data and its subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. Noncontrolling interest is recognized for the portion of a consolidated joint venture not owned by the Company. The noncontrolling interest of the consolidated joint venture was purchased by the Company during fiscal 2013 (as further discussed in Note 5 - Acquisitions). The Company operates on a fiscal year that ends on January 31.

Basis of Presentation

The consolidated financial statements have been prepared by the Company, pursuant to the rules and regulations of the United States Securities and Exchange Commission (“SEC”). The Company prepares its financial statements in conformity with generally accepted accounting principles in the United States (“GAAP”). These principles require 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 financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition

Revenue is recognized once four criteria are met: (1) the Company must have persuasive evidence that an arrangement exists; (2) delivery must occur, which generally happens at the point of shipment (this includes the transfer of both title and risk of loss, provided that no significant obligations remain); (3) the price must be fixed or determinable; and (4) collectability must be reasonably assured. Shipping revenue is included in net sales while the related costs, including shipping and handling costs, are included in the cost of products sold. The Company allows its customers to return product for exchange or credit subject to certain limitations. A provision for such returns is recorded at the time of sale based upon historical experience. The Company also has certain fulfillment and extended warranty contracts with certain customers and suppliers whereby the Company assumes an agency relationship in the transaction. In such arrangements where the Company is not the primary obligor, revenues are recognized as the net fee associated with serving as an agent. Taxes imposed by governmental authorities on the Company’s revenue-producing activities with customers, such as sales taxes and value added taxes, are excluded from net sales.

Service revenue associated with configuration, training, fulfillment and other services is recognized when the work is complete and the four criteria discussed above have been met. Service revenues have represented less than 10% of consolidated net sales for fiscal years 2015, 2014 and 2013.

The Company generated approximately 19% , 21% and 21% of consolidated net sales in fiscal 2015, 2014 and 2013, respectively, from products purchased from Hewlett-Packard Company and 15% , 13% and 12% of consolidated net sales in fiscal 2015, 2014 and 2013 respectively, from products purchased from Apple, Inc. There were no other vendors and no customers that accounted for 10% or more of the Company’s consolidated net sales in fiscal 2015, 2014 or 2013.

Cash and Cash Equivalents

Short-term investments which are highly liquid and have an original maturity of 90 days or less are considered cash equivalents.

Investments

The Company invests in life insurance policies to fund the Company’s nonqualified deferred compensation plan. The life insurance asset recorded by the Company is the amount that would be realized upon the assumed surrender of the policy. This amount is based on the underlying fair value of the invested assets contained within the life insurance policies. The gains and losses are recorded in the Company’s Consolidated Statement of Income within "other expense (income), net."

Accounts Receivable

The Company maintains an allowance for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. In estimating the required allowance, the Company takes into consideration the overall quality and aging of the receivable portfolio, the large number of customers and their dispersion across wide geographic areas, the existence of credit insurance, specifically identified customer risks, historical write-off experience and the current economic environment. If actual customer performance were to deteriorate to an extent not expected by the Company, additional allowances may be required which could have an adverse effect on the Company's financial results. Conversely, if actual customer performance were to improve to an extent not expected by us, a reduction in the allowance may be required which could have a favorable effect on the Company's consolidated financial results.

Accounts Receivable Purchase Agreements

The Company has uncommitted accounts receivable purchase agreements under which certain accounts receivable may be sold, without recourse, to third-party financial institutions. Under these programs, the Company may sell certain accounts receivable in exchange for cash less a discount, as defined in the agreements. Available capacity under these programs, which the Company uses as a source of working capital funding, is dependent on the level of accounts receivable eligible to be sold into these programs and the financial institutions' willingness to purchase such receivables. In addition, certain of these agreements also require that the Company continue to service, administer and collect the sold accounts receivable. At January 31, 2015 and 2014, the Company had a total of \$310.9 million and \$263.7 million, respectively, of accounts receivable sold to and held by financial institutions under these agreements. During the fiscal years ended January 31, 2015, 2014 and 2013, discount fees recorded under these facilities were \$4.4 million, \$3.4 million, and \$2.6 million, respectively, which are included as a component of "other expense (income), net" in the Company's Consolidated Statement of Income.

Inventories

Inventories, consisting entirely of finished goods, are stated at the lower of cost or market, cost being determined on a moving average cost basis, which approximates the first-in, first-out method. Inventory is written down for estimated obsolescence equal to the difference between the cost of inventory and the estimated market value, based upon an aging analysis of the inventory on hand, specifically known inventory-related risks (such as technological obsolescence and the nature of vendor terms surrounding price protection and product returns), foreign currency fluctuations for foreign-sourced product and assumptions about future demand. Market conditions or changes in terms and conditions by the Company's vendors that are less favorable than those projected by management may require additional inventory write-downs, which could have an adverse effect on the Company's consolidated financial results.

Vendor Incentives

The Company receives incentives from vendors related to cooperative advertising allowances, infrastructure funding, volume rebates and other incentive agreements. These incentives are generally under quarterly, semi-annual or annual agreements with the vendors; however, some of these incentives are negotiated on an ad-hoc basis to support specific programs mutually developed with the vendor. Unrestricted volume rebates and early payment discounts received from vendors are recorded when they are earned as a reduction of inventory and as a reduction of cost of products sold as the related inventory is sold. Vendor incentives for specifically identified cooperative advertising programs and infrastructure funding are recorded when earned as adjustments to product costs or selling, general and administrative expenses, depending on the nature of the program.

Reserves for receivables on vendor programs are recorded for estimated losses resulting from vendors' inability to pay or rejections of claims by vendors. Should amounts recorded as outstanding receivables from vendors be deemed uncollectible, additional allowances may be required which could have an adverse effect on the Company's consolidated financial results. Conversely, if amounts recorded as outstanding receivables from vendors were to improve to an extent not expected by us, a reduction in the allowance may be required which could have a favorable effect on the Company's consolidated financial results.

Property and Equipment

Property and equipment are stated at cost and property and equipment under capital leases are stated at the present value of the future minimum lease payments determined at the inception of the lease. Depreciation expense includes depreciation of purchased property and equipment and assets recorded under capital leases. Depreciation expense is computed over the shorter of the estimated economic lives or lease periods using the straight-line method, generally as follows:

	<u>Years</u>
Buildings and improvements	15 - 39
Leasehold improvements	3 - 10
Furniture, fixtures and equipment	3 - 10

Expenditures for renewals and improvements that significantly add to productive capacity or extend the useful life of an asset are capitalized. Expenditures for maintenance and repairs are charged to operations when incurred. When assets are sold or retired, the cost of the asset and the related accumulated depreciation are eliminated and any gain or loss is recognized at such time.

Long-Lived Assets

Long-lived assets are reviewed for potential impairment at such time when events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. An impairment loss is evaluated when the sum of the expected, undiscounted future net cash flows is less than the carrying amount of the asset. Any impairment loss is measured by comparing the fair value of the asset to its carrying value.

Goodwill

The Company performs an annual review for the potential impairment of the carrying value of goodwill, or more frequently if current events and circumstances indicate a possible impairment. An impairment loss is charged to expense in the period identified. This testing includes the determination of each reporting unit's fair value using market multiples and discounted cash flow modeling. The Company performs its annual review for goodwill impairment as of January 31st of each fiscal year.

Intangible Assets

Included within other assets at both January 31, 2015 and 2014 are certain intangible assets including capitalized software and development costs, as well as customer and vendor relationships, preferred supplier agreements, noncompete agreements and trademarks acquired in connection with various business acquisitions. Such capitalized costs and intangible assets are being amortized over a period of three to ten years.

The Company's capitalized software has been obtained or developed for internal use only. Development and acquisition costs are capitalized for computer software only when management authorizes and commits to funding a computer software project through the approval of a capital expenditure requisition, and the software project is either for the development of new software, to increase the life of existing software or to add significantly to the functionality of existing software. Once these requirements have been met, capitalization would begin at the point that conceptual formulation, evaluation, design, and testing of possible software project alternatives have been completed. Capitalization ceases when the software project is substantially complete and ready for its intended use.

Costs of computer software developed or obtained for internal use that are capitalized include external direct costs of materials and services consumed in developing or obtaining internal-use computer software and payroll and payroll-related costs for the Company's IT programmers performing software coding and testing activities (including development of data conversion programs) directly associated with the internal-use computer software project. Prepaid maintenance fees associated with a software application are accounted for separately from the related software and amortized over the life of the maintenance agreement. General, administrative, overhead, training, non-development data conversion processes, and maintenance costs, as well as the costs associated with the preliminary project and post-implementation stages are expensed as incurred.

The Company's accounting policy is to amortize capitalized software costs on a straight-line basis over periods ranging from three to ten years, depending upon the nature of the software, the stability of the hardware platform on which the software is installed, its fit in the Company's overall strategy, and our experience with similar software. It is the Company's policy to amortize personal computer-related software, such as spreadsheet and word processing applications, over three years, which reflects the rapid changes in personal computer software. Mainframe software licenses are amortized over five years, which is in line with the longer economic life of mainframe systems compared to personal computer systems. Finally, strategic applications such as customer relationship management and enterprise-wide systems are amortized over seven to ten years based on their strategic fit and the Company's historical experience with such applications.

Product Warranty

The Company's vendors generally warrant the products distributed by the Company and allow the Company to return defective products, including those that have been returned to the Company by its customers. The Company typically does not independently warrant the products it distributes; however, in several countries where the Company operates, the Company is responsible for defective product as a matter of law. The time period required by law in certain countries exceeds the warranty period provided by the manufacturer. The Company is obligated to provide warranty protection for sales of certain IT products within the European Union ("EU") for up to two years as required under the EU directive where vendors have not affirmatively agreed to provide pass-through protection. To date, the Company has not incurred any significant costs for defective products under these legal requirements. The Company does warrant services with regard to products integrated for its customers. A provision for estimated warranty costs is recorded at the time of sale and periodically adjusted to reflect actual experience. To date, the Company has not incurred any significant service warranty costs. Fees charged for products configured by the Company represented less than 10% of net sales for fiscal years 2015, 2014 and 2013.

Value Added Taxes

The majority of our international operations are subject to a value added tax ("VAT"), which is typically applied to all goods and services purchased and sold. The Company's VAT liability represents VAT that has been recorded on sales to our customers and not yet remitted to the respective governmental authorities and the Company's VAT receivable represents VAT paid on purchases of goods and services that will be collected from future sales to our customers. At January 31, 2015 and 2014, the Company's VAT liability is approximately \$197.4 million and \$233.9 million, respectively, and is included in "accrued expenses and other liabilities" on the Company's Consolidated Balance Sheet. The Company's VAT liability at January 31, 2015 and 2014 excludes \$43.7 million and \$56.4 million, respectively, included in "accrued expenses and other liabilities" in the Company's Consolidated Balance Sheet for assessments, including penalties and interest, related to various VAT matters in one of the Company's subsidiaries in Spain as discussed further in Note 13 - Commitments and Contingencies. At January 31, 2015 and 2014, the Company's VAT receivable is approximately \$37.8 million and \$100.0 million, respectively, included in "prepaid expenses and other assets" on the Company's Consolidated Balance Sheet.

Income Taxes

Income taxes are accounted for under 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 included in the financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the fiscal period that includes the enactment date. Deferred taxes have not been provided on the cumulative undistributed earnings of foreign subsidiaries or the cumulative translation adjustment related to those investments because such amounts are expected to be reinvested indefinitely.

The Company's future effective tax rates could be adversely affected by earnings being lower than anticipated in countries with lower statutory rates, changes in the relative mix of taxable income and taxable loss jurisdictions, changes in the valuation of deferred tax assets or liabilities or changes in tax laws or interpretations thereof. The Company considers all positive and negative evidence available in determining the potential realization of deferred tax assets, including the scheduled reversal of temporary differences, recent cumulative losses, recent and projected future taxable income and prudent and feasible tax planning strategies. In making this determination, the Company places greater emphasis on recent cumulative losses and recent taxable income due to the inherent lack of subjectivity associated with these factors. In addition, the Company is subject to the periodic examination of its income tax returns by the Internal Revenue Service and other tax authorities. The Company regularly assesses the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of its provision for income taxes. To the extent the Company were to prevail in matters for which accruals have been established or to be required to pay amounts in excess of such accruals, the Company's effective tax rate in a given financial statement period could be materially affected.

Concentration of Credit Risk

The Company's financial instruments which are subject to concentrations of credit risk consist primarily of cash and cash equivalents, accounts receivable and foreign currency exchange contracts. The Company's cash and cash equivalents are deposited and/or invested with various financial institutions globally that are monitored on a regular basis by the Company for credit quality.

The Company sells its products to a large base of value-added resellers, direct marketers, retailers and corporate resellers throughout North America, South America and Europe. The Company performs ongoing credit evaluations of its customers and generally does not require collateral. The Company has obtained credit insurance, primarily in Europe, which insures a percentage of credit extended by the Company to certain of its customers against possible loss. The Company maintains provisions for estimated credit losses. No single customer accounted for more than 10% of the Company's net sales during fiscal years 2015, 2014 or 2013.

The Company also enters into foreign currency exchange contracts. In the event of a failure to honor one of these contracts by one of the banks with which the Company has contracted, the Company believes any loss would be limited in most circumstances to the exchange rate differential from the time the contract was executed until the time the contract was settled. The Company's foreign currency exchange contracts are executed with various financial institutions globally that are monitored on a regular basis by the Company for credit quality.

Foreign Currency Translation and Remeasurement

The assets and liabilities of the Company's foreign subsidiaries for which the local currency is the functional currency are translated into U.S. dollars using the exchange rate in effect at each balance sheet date and income and expense accounts are translated using weighted average exchange rates for each period during the year. Translation gains and losses are reported as components of accumulated other comprehensive income, included within shareholders' equity. Gains and losses from foreign currency transactions are included in the Company's Consolidated Income Statement.

Derivative Financial Instruments

The Company faces exposure to changes in foreign currency exchange rates and interest rates. The Company reduces its exposure by creating offsetting positions through the use of derivative financial instruments, in the form of foreign currency forward contracts, in situations where there are not offsetting balances that create an economic hedge. Substantially all of these instruments have terms of 90 days or less. It is the Company's policy to utilize financial instruments to reduce risk where appropriate and prohibit entering into derivative financial instruments for speculative or trading purposes.

Derivative financial instruments are marked-to-market each period with gains and losses on these contracts recorded in the Company's Consolidated Statement of Income within "cost of products sold" for derivative instruments used to manage the Company's exposure to foreign denominated accounts receivable and accounts payable and within "other expense (income), net" for derivative instruments used to manage the Company's exposure to foreign denominated financing transactions. Such mark-to-market gains and losses are recorded in the period in which their value changes, with the offsetting entry for unsettled positions being recorded to either other current assets or other current liabilities.

Comprehensive Income

Comprehensive income is defined as the change in equity (net assets) of a business enterprise during a period from transactions and other events and circumstances from non-owner sources, and is comprised of "net income" and "other comprehensive income."

The Company's accumulated other comprehensive income included in total equity is comprised exclusively of changes in the Company's currency translation adjustment account, including applicable income taxes. Total accumulated other comprehensive income includes \$23.0 million of income taxes at January 31, 2015, 2014 and 2013, respectively.

Stock-Based Compensation

The Company records all equity-based incentive grants to employees and non-employee members of the Company's Board of Directors in "selling, general and administrative expenses" in the Company's Consolidated Statement of Income based on their fair values determined on the date of grant. Stock-based compensation expense, reduced for estimated forfeitures, is recognized on a straight-line basis over the requisite service period of the award, which is generally the vesting term of the outstanding equity awards. The Company estimates forfeiture rates based on its historical experience.

Treasury Stock

Treasury stock is accounted for at cost. The reissuance of shares from treasury stock for exercises of equity-based awards or other corporate purposes is based on the weighted-average purchase price of the shares.

Contingencies

The Company accrues for contingent obligations, including estimated legal costs, when the obligation is probable and the amount is reasonably estimable. As facts concerning contingencies become known, the Company reassesses its position and makes appropriate adjustments to the financial statements. Estimates that are particularly sensitive to future changes include those related to tax, legal and other regulatory matters such as imports and exports, the imposition of international governmental controls, changes in the interpretation and enforcement of international laws (particularly related to items such as duty and taxation), and the impact of local economic conditions and practices, which are all subject to change as events evolve and as additional information becomes available during the administrative and litigation process.

Restatement and remediation related expenses

Restatement and remediation related expenses primarily include legal, accounting and third party consulting fees associated with (i) the restatement of certain of the Company's consolidated financial statements and other financial information from fiscal 2009 to fiscal

2013, (ii) the Audit Committee investigation to review the Company's accounting practices, (iii) incremental external audit and supplemental procedures by the Company in connection with the preparation of the Company's financial statements, and (iv) other incremental legal, accounting and consulting fees incurred as a result of the Company's restatement related investigation or in connection with the Company's remediation of material weaknesses and other control deficiencies identified during the restatement. The Company incurred restatement and remediation related expenses of approximately \$22.0 million and \$53.8 million, respectively, during fiscal year 2015 and 2014, which are recorded in "restatement and remediation related expenses" in the Consolidated Statement of Income.

LCD Settlements

The Company has been a claimant in proceedings seeking damages from certain manufacturers of LCD flat panel displays. During fiscal 2015 and 2014, the Company reached settlement agreements with certain manufacturers in the amount of \$5.1 million and \$35.5 million, respectively, net of attorney fees and expenses, which are recorded in "LCD settlements" in the Consolidated Statement of Income.

Recently Adopted Accounting Standards

In March 2013, the FASB issued an accounting standard which clarifies the accounting for the derecognition of certain subsidiaries or groups of assets within a foreign entity or of an investment in a foreign entity. The guidance also requires the accounting for a business combination achieved in stages involving a foreign entity to be treated as a single event. The accounting standard was effective for the Company beginning with the quarter ending April 30, 2014 and is to be applied prospectively to derecognition events occurring after the effective date. The Company will apply the provisions of this accounting standard to all transactions described above prospectively from the date of adoption.

In April 2014, the FASB issued an accounting standard which modifies the definition of discontinued operations by limiting discontinued operations reporting to disposals of components of an entity that represent strategic shifts that have (or will have) a major effect on an entity's operations and financial results. This update also requires additional financial statement disclosures about discontinued operations, as well as disposal of an individually significant component of an entity that does not qualify for discontinued operations presentation. The Company adopted this standard in the third quarter of fiscal 2015 and will apply the provisions of this accounting standard to all transactions described above prospectively.

Recently Issued Accounting Standards

In May 2014, the FASB issued an accounting standard which will supersede all existing revenue recognition guidance under current GAAP. The new standard requires the recognition of revenue to depict the transfer of promised goods or services to customers while exercising extensive judgment and use of estimates. The accounting standard is effective for the Company beginning with the quarter ending April 30, 2017 and may be adopted using either a full retrospective or a modified retrospective approach. The Company is currently in the process of assessing what impact this new standard may have on its consolidated financial position and results of operations.

Reclassifications

Certain reclassifications have been made to the January 31, 2014 and 2013 financial statements to conform to the January 31, 2015 financial statement presentation. These reclassifications did not change previously reported total assets, total liabilities and shareholders' equity or consolidated net income.

NOTE 2 — EARNINGS PER SHARE (“EPS”)

The Company reports a dual presentation of basic and diluted EPS. Basic EPS is computed by dividing net income attributable to shareholders of Tech Data by the weighted average number of shares outstanding during the reported period. Diluted EPS reflects the potential dilution related to equity-based incentives (further discussed in Note 9 - Employee Benefit Plans) using the treasury stock method. The composition of basic and diluted EPS is as follows:

	Year ended January 31,		
	2015	2014	2013
	(In thousands, except per share data)		
Net income attributable to shareholders of Tech Data Corporation	\$ 175,172	\$ 179,932	\$ 176,255
Weighted average common shares - basic	38,172	38,020	38,871
Effect of dilutive securities:			
Equity-based awards	182	208	309
Weighted average common shares - diluted	38,354	38,228	39,180
Net income per share attributable to shareholders of Tech Data Corporation			
Basic	\$ 4.59	\$ 4.73	\$ 4.53
Diluted	\$ 4.57	\$ 4.71	\$ 4.50

For the fiscal years ended January 31, 2015, 2014 and 2013, there were zero , 6,236 and 9,456 shares, respectively, excluded from the computation of diluted earnings per share because their effect would have been antidilutive.

NOTE 3 — PROPERTY AND EQUIPMENT, NET

The Company's property and equipment consists of the following:

	January 31,	
	2015	2014
	(In thousands)	
Land	\$ 4,126	\$ 5,778
Buildings and leasehold improvements	71,808	84,362
Furniture, fixtures and equipment	295,247	323,266
Property and equipment	371,181	413,406
Less: accumulated depreciation	(308,077)	(335,775)
Property and equipment, net	\$ 63,104	\$ 77,631

Depreciation expense included in income from operations for the fiscal years ended January 31, 2015, 2014 and 2013 totaled \$19.2 million , \$20.2 million and \$20.5 million , respectively.

NOTE 4 — GOODWILL AND INTANGIBLE ASSETS

The Company's goodwill balance of \$198.6 million and \$230.5 million at January 31, 2015 and 2014, respectively, is included within "other assets, net" in the Consolidated Balance Sheet.

The changes in the carrying amount of goodwill, by geographic segment, for the fiscal year ended January 31, 2015, are as follows:

	Americas	Europe	Total
	(In thousands)		
Balance as of February 1, 2014	\$ 4,888	\$ 225,584	\$ 230,472
Goodwill acquired during the year	554	0	554
Foreign currency translation adjustment	0	(32,461)	(32,461)
Balance as of January 31, 2015	<u>\$ 5,442</u>	<u>\$ 193,123</u>	<u>\$ 198,565</u>

In conjunction with the Company's annual impairment testing, the Company's goodwill was tested for impairment as of January 31, 2015. The impairment testing included a determination of the fair value of the Company's reporting units, which are also the Company's operating segments, using market multiples and discounted cash flows modeling. The results of the testing indicated that the fair value of the Company's reporting units was greater than the carrying value. As a result, no goodwill impairment was recorded at January 31, 2015.

Also included within "other assets, net" are intangible assets as follows:

	January 31, 2015			January 31, 2014		
	Gross carrying amount	Accumulated amortization	Net book value	Gross carrying amount	Accumulated amortization	Net book value
	(In thousands)					
Capitalized software and development costs	\$ 307,759	\$ 250,987	\$ 56,772	\$ 328,456	\$ 255,946	\$ 72,510
Customer and vendor relationships	180,659	82,512	98,147	209,685	74,461	135,224
Preferred supplier agreement	28,276	11,032	17,244	32,120	7,622	24,498
Other intangible assets	12,553	7,962	4,591	13,485	7,814	5,671
Total	<u>\$ 529,247</u>	<u>\$ 352,493</u>	<u>\$ 176,754</u>	<u>\$ 583,746</u>	<u>\$ 345,843</u>	<u>\$ 237,903</u>

The Company capitalized intangible assets of \$10.4 million, \$19.0 million and \$156.4 million for the fiscal years ended January 31, 2015, 2014 and 2013, respectively. For fiscal 2015, these capitalized assets related primarily to software and software development expenditures to be used in the Company's operations. For fiscal 2014, these capitalized assets related primarily to software and software development expenditures to be used in the Company's operations and vendor relationships related to the Company's business acquisition during fiscal 2014 (see also Note 5 – Acquisitions). For fiscal 2013, these capitalized assets resulted from customer and vendor relationships related to the Company's business acquisition during fiscal 2013 and capitalized assets related to the software and software development expenditures in the Company's SAP implementation in the U.S. There was no interest capitalized during any of the fiscal years ended January 31, 2015, 2014 and 2013.

The weighted-average amortization period for all intangible assets capitalized during fiscal 2015, 2014, and 2013 approximated four years, six years and eight years, respectively. The weighted average amortization period of all intangible assets was approximately seven years for fiscal 2015, 2014 and 2013.

Table of Contents

Amortization expense for the fiscal years ended January 31, 2015, 2014 and 2013, totaled \$49.5 million, \$51.8 million and \$37.8 million, respectively. Estimated amortization expense of capitalized software and development costs placed in service at January 31, 2015, and acquired intangible assets (which includes customer and vendor relationships, preferred supplier agreement and other intangible assets) is as follows (in thousands):

Fiscal year:	Capitalized software and development costs	Acquired intangible assets	Total
2016	\$ 15,800	\$ 21,900	\$ 37,700
2017	12,300	21,000	33,300
2018	9,200	19,400	28,600
2019	6,200	15,900	22,100
2020	4,400	11,100	15,500

NOTE 5 — ACQUISITIONS

Acquisition of Brightstar Europe Limited

In September 2012, the Company acquired Brightstar Corp.'s ("Brightstar") fifty percent ownership interest in Brightstar Europe Limited ("BEL"), which was a consolidated joint venture between Tech Data and Brightstar. The terms of the agreement included a payment of \$165.9 million in cash for Brightstar's equity in BEL (previously reflected as "noncontrolling interest" in the Consolidated Balance Sheet) and the repayment of all loans advanced by Brightstar to BEL. Upon the closing of the transaction, the Company recorded a decrease of approximately \$85.9 million to additional paid-in capital within shareholders' equity, comprised of a purchase price premium of approximately \$85.0 million paid to Brightstar for its share of BEL and approximately \$0.9 million of direct costs incurred with the transaction (based on the foreign currency exchange rates on the date of acquisition). The acquisition of Brightstar's fifty percent interest in BEL, the repayment of all loans advanced by Brightstar to BEL and transaction costs were funded with the Company's available cash.

Acquisition of SDG

On November 1, 2012, the Company acquired several distribution companies of Specialist Distribution Group (collectively "SDG"), the distribution arm of Specialist Computer Holdings PLC ("SCH"), a privately-held IT services company headquartered in the United Kingdom, for a purchase price, which was finalized during the first quarter of fiscal 2014, of approximately \$358 million. The Company used the proceeds from the \$350 million of Senior Notes issued in September 2012 and available cash to fund the acquisition. SDG is a leading distributor of value and broadline IT products in the UK, France and the Netherlands. Simultaneously with the acquisition of SDG, the Company entered into a preferred supplier agreement (as subsequently amended) whereby SCH, through its IT reseller business, will have annual purchase commitments through Tech Data for a period of six years.

The Company accounted for the SDG acquisition as a business combination and allocated the purchase price to the estimated fair values of assets acquired and liabilities assumed (in thousands, translated using the foreign currency exchange rates on the date of acquisition):

Cash	\$ 65,000
Accounts receivable	260,800
Inventories	126,100
Tangible assets (includes property and equipment, deferred tax assets and other assets)	6,200
Goodwill	122,600
Identifiable intangible assets	134,300
Accounts payable	(265,200)
Liabilities (includes accrued expenses, deferred tax liability and other liabilities)	(91,800)
	<u>\$ 358,000</u>

The allocation of identifiable intangible assets is comprised of approximately \$103.1 million related to customer and vendor relationship assets with an estimated useful life of ten years and approximately \$31.2 million related to the preferred supplier agreement to be amortized over the six year life of the agreement, as amended.

The following table presents unaudited supplemental proforma information as if the SDG acquisition and the execution of the related preferred supplier agreement had both occurred at the beginning of fiscal 2012. The proforma results include business combination

accounting effects from the acquisition including amortization of acquired intangible assets and interest expense associated with the issuance of our Senior Notes (as defined herein) due in September 2017 used to fund the acquisition. This proforma information does not reflect any impact from business synergies that may be achieved by the combined business, and is presented for comparative purposes only. It is not necessarily indicative of the results of operations that actually would have been achieved had the acquisition been consummated on the date indicated or that may result in the future:

	Fiscal Year Ended January 31,
	2013
	(In thousands, unaudited)
Net sales	
As reported	\$ 25,358,329
Proforma	\$ 27,099,438
Net income attributable to shareholders of Tech Data Corporation	
As reported	\$ 176,255
Proforma	\$ 188,265

Acquisition of TD Mobility

On November 1, 2013, the Company acquired Brightstar’s fifty percent ownership interest in TD Mobility, a joint venture in the United States, for a cash purchase price of approximately \$2.1 million . The purchase price has been allocated to the estimated fair values of assets acquired and liabilities assumed, including tangible assets of approximately \$4.0 million , identifiable intangible assets of approximately \$4.2 million , goodwill of approximately \$2.5 million and liabilities of approximately \$6.7 million . Identifiable intangible assets are primarily related to vendor relationships and other intangible assets with estimated useful lives of five to ten years. Proforma information for the acquisition of TD Mobility has not been presented as the acquisition was not material to the Company’s consolidated financial position or results of operations.

NOTE 6 — LOSS ON DISPOSAL OF SUBSIDIARIES

During the fourth quarter of fiscal 2015, the Company committed to a plan to sell its business operations in Chile and Peru (see further discussion in Note 16 - Subsequent Events). The operating results of these entities during fiscal 2015, 2014 and 2013 were insignificant relative to the Company's consolidated financial results. The Company incurred a loss of \$1.3 million in fiscal 2015 based on estimated proceeds and costs to sell compared to the net book value of the operations being sold which is recorded in “loss on disposal of subsidiaries” in the Company’s Consolidated Statement of Income. The Company classified the assets and liabilities of these entities as held for sale at January 31, 2015. During the fourth quarter of fiscal 2015, the Company also recorded a \$5.6 million deferred tax liability related to undistributed earnings on assets held for sale in certain Latin American jurisdictions.

Table of Contents

The Company did not have assets and liabilities classified as held for sale at January 31, 2014. The components of assets and liabilities held for sale at January 31, 2015 were as follows:

	January 31, 2015	
	(in thousands)	
Assets held for sale:		
Cash and cash equivalents	\$	4,247
Accounts receivable		42,674
Inventories		41,650
Prepaid expenses and other assets		8,820
Property and equipment, net		976
Other assets, net		3,339
Total assets held for sale	\$	101,706
Liabilities held for sale:		
Accounts payable	\$	39,816
Accrued expenses and other liabilities		2,931
Revolving credit loans and current maturities of long-term debt, net		28,639
Other long-term liabilities		61
Total liabilities held for sale	\$	71,447

NOTE 7 — DEBT

The carrying value of the Company's outstanding debt consists of the following:

	January 31,	
	2015	2014
	(In thousands)	
Senior Notes, interest at 3.75% payable semi-annually, due September 21, 2017	\$ 350,000	\$ 350,000
Less—unamortized debt discount	(710)	(974)
Senior Notes, net	349,290	349,026
Capital leases	4,262	5,662
Other committed and uncommitted revolving credit facilities, average interest rate of 4.97% and 6.15% at January 31, 2015 and January 31, 2014, respectively, expiring on various dates through fiscal 2017	12,848	42,914
	366,400	397,602
Less—current maturities (included as “Revolving credit loans and current maturities of long-term debt, net”)	(13,303)	(43,481)
Total long-term debt	\$ 353,097	\$ 354,121

Senior Notes

In September 2012, the Company issued \$350.0 million aggregate principal amount of 3.75% Senior Notes in a public offering (the “Senior Notes”), resulting in cash proceeds of approximately \$345.8 million, net of debt discount and debt issuance costs of approximately \$1.3 million and \$2.9 million, respectively. The debt issuance costs incurred in connection with the public offering are amortized over the life of the Senior Notes as additional interest expense using the effective interest method. The Company pays interest on the Senior Notes semi-annually in arrears on March 21 and September 21 of each year, ending on the maturity date of September 21, 2017. The Company, at its option, may redeem the Senior Notes at any time in whole or in part, at a redemption price equal to the greater of (i) 100% of the principal amount of the Senior Notes to be redeemed or (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the Senior Notes being redeemed, discounted at a rate equal to the sum of the applicable Treasury Rate plus 50 basis points, plus accrued and unpaid interest up to the date of redemption. The Senior Notes

Table of Contents

are senior, unsecured obligations and rank equally in right of payment with all of the Company's other unsecured and unsubordinated indebtedness.

Other Credit Facilities

The Company has a \$500.0 million revolving credit facility with a syndicate of banks (the "Credit Agreement"), which among other things, i) provides for a maturity date of September 27, 2016, ii) provides for an interest rate on borrowings, facility fees and letter of credit fees based on the Company's non-credit enhanced senior unsecured debt rating as determined by Standard & Poor's Rating Service and Moody's Investor Service, and iii) may be increased to a maximum of \$750.0 million, subject to certain conditions. The Company pays interest on advances under the Credit Agreement at the applicable LIBOR rate plus a predetermined margin that is based on the Company's debt rating. There were no amounts outstanding under the Credit Agreement at January 31, 2015 and 2014.

The Company also has an agreement with a syndicate of banks (the "Receivables Securitization Program") that allows the Company to transfer an undivided interest in a designated pool of U.S. accounts receivable, on an ongoing basis, to provide security or collateral for borrowings up to a maximum of \$400.0 million. Under this program, the Company legally isolates certain U.S. trade receivables into a wholly-owned bankruptcy remote special purpose entity. Such receivables, which are recorded in the Consolidated Balance Sheet, totaled \$594.9 million and \$623.0 million at January 31, 2015 and 2014, respectively. As collections reduce accounts receivable balances included in the security or collateral pool, the Company may transfer interests in new receivables to bring the amount available to be borrowed up to the maximum. This program was renewed in August 2014 for a period of two years and interest is to be paid on advances under the Receivables Securitization Program at the applicable commercial paper or LIBOR rate plus an agreed-upon margin. There were no amounts outstanding under the Receivables Securitization Program at January 31, 2015 and 2014.

In addition to the facilities described above, the Company has various other committed and uncommitted lines of credit and overdraft facilities totaling approximately \$344.5 million at January 31, 2015 to support its operations. Most of these facilities are provided on an unsecured, short-term basis and are reviewed periodically for renewal. There was \$12.8 million outstanding on these facilities at January 31, 2015, at a weighted average interest rate of 4.97%, and there was \$42.9 million outstanding at January 31, 2014, at a weighted average interest rate of 6.15%.

Certain of the Company's credit facilities contain limitations on the amounts of annual dividends and repurchases of common stock and require compliance with other obligations, warranties and covenants. The financial ratio covenants under these credit facilities include a maximum debt to capitalization ratio and a minimum interest coverage ratio. At January 31, 2015, the Company was in compliance with all such financial covenants. In light of these financial covenants, the Company's maximum borrowing availability on its credit facilities is approximately \$992.7 million, of which \$12.8 million was outstanding at January 31, 2015.

At January 31, 2015, the Company had also issued standby letters of credit of \$67.5 million. These letters of credit typically act as a guarantee of payment to certain third parties in accordance with specified terms and conditions. The issuance of these letters of credit reduces the Company's borrowing availability under certain of the above-mentioned credit facilities.

Future payments of debt and capital leases at January 31, 2015 and for succeeding fiscal years are as follows (in thousands):

Fiscal year:	
2016	\$ 13,392
2017	431
2018	350,431
2019	431
2020	431
Thereafter	2,314
Total payments	367,430
Less - amounts representing interest on capital leases	(320)
Total principal payments	\$ 367,110

NOTE 8 — INCOME TAXES

The Company accounts for income taxes under 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 included in the financial statements. The Company performs an evaluation of the realizability of the Company's deferred tax assets on a quarterly basis. The Company considers all positive and negative evidence available in determining the potential of realizing deferred tax assets, including the scheduled reversal of temporary differences, recent cumulative losses, recent and projected future taxable income, and prudent and feasible tax planning

Table of Contents

strategies. In making this determination, the Company places greater emphasis on recent cumulative losses and recent taxable income due to the inherent lack of subjectivity associated with these factors. The estimates and assumptions used by the Company in computing the income taxes reflected in the Company's consolidated financial statements could differ from the actual results reflected in the income tax returns filed during the subsequent year. Adjustments are recorded based on filed returns when such returns are finalized or the related adjustments are identified.

Significant components of the provision for income taxes are as follows:

	Year ended January 31,		
	2015	2014	2013
	(In thousands)		
Current:			
Federal	\$ 32,988	\$ 42,040	\$ 25,230
State	1,626	2,799	2,622
Foreign	29,733	33,022	41,333
Total current	<u>64,347</u>	<u>77,861</u>	<u>69,185</u>
Deferred:			
Federal	6,391	(785)	11,329
State	281	(79)	1,103
Foreign	(7,007)	(52,620)	(35,191)
Total deferred	<u>(335)</u>	<u>(53,484)</u>	<u>(22,759)</u>
	<u>\$ 64,012</u>	<u>\$ 24,377</u>	<u>\$ 46,426</u>

The reconciliation of income tax computed at the U.S. federal statutory tax rate to income tax expense is as follows:

	Year ended January 31,		
	2015	2014	2013
U.S. statutory rate	35.0 %	35.0 %	35.0 %
State income taxes, net of federal benefit	0.5	0.8	1.2
Net changes in deferred tax valuation allowances	(4.5)	(19.5)	(9.0)
Tax on foreign earnings different than U.S. rate	(11.8)	(11.7)	(9.9)
Nondeductible penalties	0.0	0.0	0.5
Nondeductible interest	4.0	6.4	0.8
Reserve established for foreign income tax contingencies	0.1	0.3	0.5
Effect of company-owned life insurance	(0.4)	(0.6)	(0.4)
Undistributed earnings on foreign assets held for sale	2.4	0.0	0.0
Other, net	1.5	1.2	1.4
	<u>26.8 %</u>	<u>11.9 %</u>	<u>20.1 %</u>

In fiscal 2015, 2014 and 2013, the Company recorded income tax benefits of \$19.2 million, \$45.3 million and \$25.1 million, respectively, for the reversal of deferred tax valuation allowances primarily related to specific European jurisdictions which had been recorded in prior fiscal years. During fiscal 2015, the Company recorded a \$5.6 million deferred tax liability related to undistributed earnings on assets held for sale in certain Latin American jurisdictions (see further discussion in Note 6 - Loss on Disposal of Subsidiaries.)

Table of Contents

The components of pretax income are as follows:

	Year ended January 31,		
	2015	2014	2013
	(In thousands)		
United States	\$ 100,166	\$ 124,134	\$ 108,700
Foreign	139,018	80,175	120,766
	<u>\$ 239,184</u>	<u>\$ 204,309</u>	<u>\$ 229,466</u>

The significant components of the Company's deferred tax liabilities and assets are as follows:

	January 31,	
	2015	2014
	(In thousands)	
Deferred tax liabilities:		
Depreciation and amortization	\$ 60,235	\$ 70,800
Capitalized marketing program costs	5,420	4,722
Goodwill	6,050	6,108
Deferred costs currently deductible	7,605	6,094
Undistributed earnings on foreign assets held for sale	5,598	0
Other, net	7,796	7,491
Total deferred tax liabilities	<u>92,704</u>	<u>95,215</u>
Deferred tax assets:		
Accrued liabilities	47,083	50,665
Loss carryforwards	96,199	125,914
Amortizable goodwill	7,930	11,915
Depreciation and amortization	7,132	7,699
Disallowed interest expense	31,898	38,481
Other, net	10,359	10,149
	<u>200,601</u>	<u>244,823</u>
Less: valuation allowances	(71,499)	(101,340)
Total deferred tax assets	<u>129,102</u>	<u>143,483</u>
Net deferred tax asset	<u>\$ 36,398</u>	<u>\$ 48,268</u>

The net change in the deferred tax valuation allowances in fiscal 2015 was \$29.8 million primarily resulting from the \$19.2 million reversal of deferred tax valuation allowances related to certain European jurisdictions as discussed previously, as well as changes from the translation of foreign currencies. The net change in the deferred tax valuation allowances in fiscal 2014 was a decrease of \$41.0 million primarily resulting from the \$45.3 million reversal of deferred tax valuation allowances primarily related to certain European jurisdictions as discussed previously.

The valuation allowances at both January 31, 2015 and 2014 primarily relate to foreign net operating loss carryforwards. The Company's net operating loss carryforwards totaled \$475.6 million and \$617.9 million at January 31, 2015 and 2014, respectively. The majority of the net operating losses have an indefinite carryforward period with the remaining portion expiring in fiscal years 2016 through 2034. The Company considers all positive and negative evidence available in determining the potential of realizing deferred tax assets, including the scheduled reversal of temporary differences, recent cumulative losses, recent and projected future taxable income, and prudent and feasible tax planning strategies. In making this determination, the Company places greater emphasis on recent cumulative losses and recent taxable income due to the inherent lack of subjectivity associated with these factors.

To the extent that the Company generates consistent taxable income within those operations with valuation allowances, the Company may reduce the valuation allowances, thereby reducing the income tax expense and increasing net income in the period the determination was made.

At January 31, 2015, there are \$499.9 million of consolidated cumulative undistributed earnings of foreign subsidiaries for which no deferred taxes have been recorded. It is not practical to estimate the amount of unrecognized deferred U.S. income tax that might be payable if any earnings were to be distributed by individual foreign subsidiaries.

A reconciliation of the beginning and ending balances of the total amount of gross unrecognized tax benefits, excluding accrued interest and penalties, for the years ended January 31, 2015, 2014 and 2013 is as follows (in thousands):

Gross unrecognized tax benefits at January 31, 2012	\$	3,685
Increases in tax positions for prior years		2,890
Decreases in tax positions for prior years		(127)
Increases in tax positions for current year		171
Expiration of statutes of limitation		(38)
Settlements		(1,106)
Changes due to translation of foreign currencies		124
Gross unrecognized tax benefits at January 31, 2013		5,599
Increases in tax positions for prior years		1,956
Decreases in tax positions for prior years		(420)
Increases in tax positions for current year		93
Expiration of statutes of limitation		(77)
Settlements		(1,295)
Changes due to translation of foreign currencies		3
Gross unrecognized tax benefits at January 31, 2014		5,859
Increases in tax positions for prior years		845
Decreases in tax positions for prior years		(730)
Increases in tax positions for current year		105
Expiration of statutes of limitation		(63)
Changes due to translation of foreign currencies		(891)
Gross unrecognized tax benefits at January 31, 2015	\$	5,125

At January 31, 2015, 2014 and 2013, the amount of unrecognized tax benefits that, if recognized, would impact the effective tax rate was \$5.1 million, \$5.4 million and \$4.8 million, respectively.

Unrecognized tax benefits that have a reasonable possibility of significantly decreasing within the 12 months following January 31, 2015 totaled \$0.6 million and were primarily related to the foreign taxation of certain transactions. Consistent with prior periods, the Company recognizes interest and penalties related to unrecognized tax benefits in the provision for income taxes. The Company's accrued interest at January 31, 2015, would not have a material impact on the effective tax rate if reversed. The provision for income taxes for each of the fiscal years ended January 31, 2015, 2014 and 2013 includes interest expense on unrecognized income tax benefits for current and prior years which is not significant to the Company's Consolidated Statement of Income. The change in the balance of accrued interest for fiscal 2015, 2014 and 2013, includes the current year end accrual, an interest benefit resulting from the expiration of statutes of limitation, and the translation adjustments on foreign currencies.

The Company conducts business primarily in the Americas and Europe and, as a result, one or more of its subsidiaries files income tax returns in the U.S. federal, various state, local and foreign tax jurisdictions. In the normal course of business, the Company is subject to examination by taxing authorities. The Company is no longer subject to examinations by the Internal Revenue Service for years before fiscal 2011. Income tax returns of various foreign jurisdictions for fiscal 2006 and forward are currently under taxing authority examination or remain subject to audit.

NOTE 9 — EMPLOYEE BENEFIT PLANS

Overview of Equity Incentive Plans

At January 31, 2015, the Company had awards outstanding from two equity-based compensation plans, only one of which is currently active. The active plan was approved by the Company's shareholders in June 2009 and includes 4.0 million shares available for grant, of which approximately 2.6 million shares remain available for future grant at January 31, 2015. Under the active plan, the Company is authorized to award officers, employees, and non-employee members of the Board of Directors restricted stock, options to purchase

common stock, maximum value stock-settled stock appreciation rights (“MV Stock-settled SARs”), maximum value options (“MVOs”), and performance awards that are dependent upon achievement of specified performance goals. Equity-based compensation awards are used by the Company to attract talent and as a retention mechanism for the award recipients and have a maximum term of ten years, unless a shorter period is specified by the Compensation Committee of the Company’s Board of Directors (“Compensation Committee”) or is required under local law. Awards under the plans are priced as determined by the Compensation Committee and under the terms of the Company’s active equity-based compensation plan are required to be priced at, or above, the fair market value of the Company’s common stock on the date of grant. Awards generally vest between one and four years from the date of grant.

For the fiscal years ended January 31, 2015, 2014 and 2013, the Company recorded \$13.7 million , \$8.9 million and \$13.6 million , respectively, of stock-based compensation expense, and related income tax benefits of \$4.2 million , \$2.9 million and \$4.4 million , respectively. Cash received from equity-based incentives exercised during the fiscal years ended January 31, 2015, 2014 and 2013 was \$1.5 million , \$1.1 million and \$3.4 million , respectively, and the actual benefit received from the tax deduction from the exercise of equity-based incentives was \$5.2 million , \$5.5 million and \$11.7 million , respectively, for the fiscal years ended January 31, 2015, 2014 and 2013.

Restricted Stock

The Company’s restricted stock awards are primarily in the form of restricted stock units (“RSUs”) and typically vest in annual installments lasting between one and four years from the date of grant, unless a different vesting schedule is mandated by country law. All of the RSUs have a fair market value equal to the closing price of the Company’s common stock on the date of grant. Stock-based compensation expense includes \$13.6 million , \$8.7 million and \$12.6 million for the vesting of RSUs during fiscal 2015, 2014 and 2013, respectively.

A summary of the status of the Company’s RSU activity for the fiscal year ended January 31, 2015 is as follows:

	Shares	Weighted- average grant date fair value
Nonvested at January 31, 2014	284,204	\$ 51.45
Granted	455,806	61.06
Vested	(160,844)	50.37
Canceled	(31,477)	56.91
Nonvested at January 31, 2015	<u>547,689</u>	59.45

The total fair value of RSUs which vested during the fiscal years ended January 31, 2015, 2014 and 2013 is \$8.1 million , \$12.9 million and \$9.3 million , respectively. The weighted-average estimated fair value of the 305,097 RSU's granted during the fiscal year ended January 31, 2013 was \$52.80 per share. There were no shares granted during the fiscal year ended January 31, 2014. As of January 31, 2015, the unrecognized stock-based compensation expense related to non-vested RSUs was \$18.5 million , which the Company expects to be recognized over the next three years (over a remaining weighted average period of two years).

MV Stock-settled SARs, MVOs and Stock Options

MV Stock-settled SARs and MVOs are similar to traditional stock options, except these instruments contain a predetermined cap on the maximum earnings potential a recipient can expect to receive upon exercise. In addition, upon exercise, holders of an MV Stock-settled SAR will only receive shares with a value equal to the spread (the difference between the current market price per share of the Company’s common stock subject to the predetermined cap and the grant price). The grant price of the MV Stock-settled SARs and MVOs is determined using the last sale price of the Company’s common stock as quoted on the NASDAQ Stock Market, Inc. on the date of grant (or such higher price as may be required by applicable laws and regulations of specific foreign jurisdictions). MV Stock-settled SARs, MVOs and stock options vest annually between one and four years from the date of grant and have a contractual term of ten years.

Table of Contents

A summary of the status of the Company's MV Stock-settled SARs, MVOs and stock options activity for the fiscal year ended January 31, 2015 is as follows:

	Shares	Weighted-average exercise price	Weighted-Average remaining contractual term (in years)	Aggregate intrinsic value (in thousands)
Outstanding at January 31, 2014	329,788	\$ 38.31		
Exercised	(287,678)	38.95		
Outstanding at January 31, 2015	42,110	33.97	3.1	\$ 974
Vested and expected to vest at January 31, 2015	42,110	33.97	3.1	974
Exercisable at January 31, 2015	38,992	32.37	2.7	964

Stock-based compensation expense of MV Stock-settled SARs and MVOs during fiscal 2015 and 2014 was insignificant and \$1.0 million during fiscal 2013.

The aggregate intrinsic value in the table above represents the difference between the closing price of the Company's common stock on January 31, 2015 and the grant price for all "in-the-money" equity-based awards at January 31, 2015. The intrinsic value of the equity-based awards changes based on the fair market value of the Company's common stock. The intrinsic value of the MV Stock-settled SARs, MVO and stock option awards exercised during the fiscal year ended January 31, 2015, 2014 and 2013 was \$5.8 million, \$3.3 million and \$21.0 million, respectively. As of January 31, 2015, total unrecognized compensation cost related to MV Stock-settled SARs and MVOs was insignificant. The total fair value of MV Stock-settled SARs and MVOs which vested during the fiscal year ended January 31, 2015 was insignificant and was \$1.0 million and \$1.2 million during the fiscal years ended January 31, 2014 and 2013, respectively. The weighted-average estimated fair value of the 6,236 MVOs granted during the fiscal year ended January 31, 2013 was \$10.77 per share based on a two-step valuation utilizing both the Hull-White Lattice (binomial) and Black-Scholes option-pricing models.

A summary of the status of the Company's stock-based equity incentives outstanding, representing MV Stock-settled SARs, MVOs and stock options, at January 31, 2015, is as follows:

Range of exercise prices	Outstanding			Exercisable	
	Number outstanding at 1/31/15	Weighted-average remaining contractual life (years)	Weighted-average exercise price	Number exercisable at 1/31/15	Weighted-average exercise price
\$21.13 – \$21.13	14,774	4.1	\$ 21.13	14,774	\$ 21.13
37.04 – 37.06	21,100	1.1	37.04	21,100	37.04
54.03 – 54.03	6,236	7.1	54.03	3,118	54.03
	42,110	3.1	33.97	38,992	32.37

The Company's policy is to utilize shares of its treasury stock, to the extent available, to satisfy its obligation to issue shares upon the exercise of awards (see further discussion of the Company's share repurchase program in Note 10 – Shareholders' Equity below).

Employee Stock Purchase Plan

Under the 1995 Employee Stock Purchase Plan (the "ESPP"), the Company is authorized to issue up to 1,000,000 shares of common stock to eligible employees in the Company's U.S. and Canadian subsidiaries. Under the terms of the ESPP, employees can choose to have a fixed dollar amount or percentage deducted from their bi-weekly compensation to purchase the Company's common stock and/or elect to purchase shares once per calendar quarter. The purchase price of the stock is 85% of the market value on the purchase date and employees are limited to a maximum purchase of \$25,000 in fair market value each calendar year. From the inception of the ESPP through January 31, 2015, the Company has issued 491,143 shares of common stock to the ESPP. All shares purchased under the ESPP must be held by the employees for a period of one year. Stock-based compensation expense related to the ESPP was insignificant during fiscal 2015, 2014 and 2013.

Retirement Savings Plan

The Company sponsors the Tech Data Corporation 401(k) Savings Plan (the "401(k) Savings Plan") for its U.S. employees. At the Company's discretion, participant deferrals are matched in cash, in an amount equal to 50% of the first 6% of participant deferrals and participants are fully vested following four years of qualified service. Aggregate contributions made by the Company to the 401(k)

Savings Plan were \$0.1 million, \$0.7 million, and \$2.5 million for fiscal 2015, 2014 and 2013, respectively. The Company suspended the employer match for the 401(k) Savings Plan for a portion of fiscal 2014 and 2015.

NOTE 10 — SHAREHOLDERS' EQUITY

During fiscal 2015, the Company's Board of Directors authorized a share repurchase program for the repurchase of up to a total of \$100.0 million of the Company's common stock. In conjunction with the Company's share repurchase program, a 10b5-1 plan was executed that instructs the broker selected by the Company to repurchase shares on behalf of the Company. The amount of common stock repurchased in accordance with the 10b5-1 plan on any given trading day is determined by a formula in the plan, which is based on the market price of the Company's common stock and average daily volumes. Shares repurchased by the Company are held in treasury for general corporate purposes, including issuances under equity incentive and benefit plans. The reissuance of shares from treasury stock is based on the weighted average purchase price of the shares.

The Company's common share repurchase and issuance activity for fiscal 2015 and 2014 is summarized as follows:

	Shares	Weighted-average price per share
Treasury stock balance at January 31, 2013	21,436,566	\$ 42.26
Shares of treasury stock reissued	(259,436)	
Treasury stock balance at January 31, 2014	21,177,130	42.26
Shares of common stock repurchased under share repurchase program	896,718	59.10
Shares of treasury stock reissued	(207,779)	
Treasury stock balance at January 31, 2015	<u>21,866,069</u>	\$ 42.95

NOTE 11 — FAIR VALUE MEASUREMENTS

The Company's assets and liabilities carried or disclosed at fair value are classified in one of the following three categories: Level 1 – quoted market prices in active markets for identical assets and liabilities; Level 2 – inputs other than quoted market prices included in level 1 above that are observable for the asset or liability, either directly or indirectly; and, Level 3 – unobservable inputs for the asset or liability. The classification of an asset or liability within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The following table summarizes the valuation of the Company's assets and liabilities that are measured at fair value on a recurring basis:

	January 31, 2015			January 31, 2014		
	Fair value measurement category			Fair value measurement category		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
	(in thousands)					
Assets						
Foreign currency forward contracts	\$	9,903		\$	6,160	
Liabilities						
Foreign currency forward contracts	\$	5,411		\$	2,423	
Acquisition-related contingent consideration			\$ 3,381			\$ 10,571

The Company's foreign currency forward contracts are measured on a recurring basis based on foreign currency spot rates and forward rates quoted by banks or foreign currency dealers (Level 2 criteria) and are marked-to-market each period with gains and losses on these contracts recorded in the Company's Consolidated Statement of Income on a basis consistent with the classification of the change in the fair value of the underlying transactions giving rise to these foreign currency exchange gains and losses in the period in which their value changes, with the offsetting amount for unsettled positions being included in either other current assets or other current liabilities in the Consolidated Balance Sheet. See further discussion below in Note 12 – Derivative Instruments.

The acquisition-related contingent consideration represents the future earnout payments related to the Company's acquisitions. The Company estimates the fair value of this Level 3 contingent consideration liability at each reporting date using a discounted cash flow analysis, which requires the evaluation of significant unobservable inputs that include projected revenues, expenses and cash flows, and assumed discount rates. During fiscal 2015, adjustments to the fair value of acquisition-related contingent consideration of \$0.2 million were recorded as a component of "selling, general and administrative expenses" and \$0.2 million was recorded to "other

expense (income), net" in the Company's Consolidated Statement of Income. Approximately \$7.0 million of the acquisition-related contingent consideration was paid during fiscal 2015 and the remaining balance is expected to be paid by the first quarter of fiscal 2016.

The Company utilizes life insurance policies to fund the Company's nonqualified deferred compensation plan. The life insurance asset recorded by the Company is the amount that would be realized upon the assumed surrender of the policy. This amount is based on the underlying fair value of the invested assets contained within the life insurance policies. The gains and losses are recorded in the Company's Consolidated Statement of Income within "other expense (income), net." The related deferred compensation liability is also marked-to-market each period based upon the returns of the various investments selected by the plan participants and the gains and losses are recorded in the Company's Consolidated Statement of Income within "selling, general and administrative expenses." The net realizable value of the Company's life insurance investments and related deferred compensation liability at January 31, 2015 is \$33.6 million and \$33.5 million, respectively.

The \$350.0 million of Senior Notes discussed in Note 7 - Debt, are carried at cost, less unamortized debt discount. The estimated fair value of the Senior Notes was approximately \$363.1 million at January 31, 2015, based upon quoted market information (level 1 criteria).

The carrying amounts of assets held for sale (level 3) at January 31, 2015 were written-down to their fair value of \$101.7 million. The resulting impairment charge of \$1.3 million is recorded in "loss on disposal of subsidiaries" in the Company's Consolidated Statement of Income. The carrying value of liabilities held for sale approximated the fair value as of January 31, 2015. The fair value measurement used to determine the impairment was based upon the expected business sales price (see Note 6 - Loss on Disposal of Subsidiaries). There were no material non-recurring fair value remeasurements at January 31, 2014.

The carrying amounts of cash and cash equivalents, accounts receivable, accounts payable and accrued expenses approximate fair value because of the short maturity of these items. The carrying amount of debt outstanding pursuant to revolving credit facilities and loans payable approximates fair value as the majority of these instruments have variable interest rates which approximate current market rates (Level 2 criteria).

NOTE 12 — DERIVATIVE INSTRUMENTS

In the ordinary course of business, the Company is exposed to movements in foreign currency exchange rates. The Company's foreign currency risk management objective is to protect earnings and cash flows from the impact of exchange rate changes primarily through the use of foreign currency forward contracts to hedge both intercompany and third party loans, accounts receivable and accounts payable. These derivatives are not designated as hedging instruments.

The Company employs established policies and procedures to manage the exposure to fluctuations in the value of foreign currencies. It is the Company's policy to utilize financial instruments to reduce risks where internal netting cannot be effectively employed. Additionally, the Company does not enter into derivative instruments for speculative or trading purposes.

The Company's foreign currency exposure relates primarily to international transactions in Europe, Canada and Latin America, where the currency collected from customers can be different from the currency used to purchase the product. The Company's transactions in its foreign operations are denominated primarily in the following currencies: U.S. dollar, British pound, Canadian dollar, Chilean peso, Czech koruna, Danish krone, euro, Mexican peso, Norwegian krone, Peruvian new sol, Polish zloty, Romanian leu, Swedish krona and Swiss franc.

The Company considers inventory as an economic hedge against foreign currency exposure in accounts payable in certain circumstances. This practice offsets such inventory against corresponding accounts payable denominated in currencies other than the functional currency of the subsidiary buying the inventory, when determining the net exposure to be hedged using traditional forward contracts. Under this strategy, the Company would expect to increase or decrease selling prices for products purchased in foreign currencies based on fluctuations in foreign currency exchange rates affecting the underlying accounts payable. To the extent the Company incurs a foreign currency exchange loss (gain) on the underlying accounts payable denominated in the foreign currency, a corresponding increase (decrease) in gross profit would be expected as the related inventory is sold. This strategy can result in a certain degree of quarterly earnings volatility as the underlying accounts payable is remeasured using the foreign currency exchange rate prevailing at the end of each period, or settlement date if earlier, whereas the corresponding increase (decrease) in gross profit is not realized until the related inventory is sold.

The Company classifies foreign currency exchange gains and losses on its derivative instruments used to manage its exposures to foreign currency denominated accounts receivable and accounts payable as a component of "cost of products sold" which is consistent with the classification of the change in fair value upon remeasurement of the underlying hedged accounts receivable or accounts payable. The Company classifies foreign currency exchange gains and losses on its derivative instruments used to manage its exposures to foreign currency denominated financing transactions as a component of "other expense (income), net" which is consistent with the classification of the change in fair value upon remeasurement of the underlying hedged loans. The total amount recognized in earnings on the Company's foreign currency forward contracts, which depending upon the nature of the underlying

hedged asset or liability is included as a component of either “cost of products sold” or “other expense (income), net,” was a net foreign currency exchange (gain) loss of \$(18.8) million, \$(17.2) million and \$13.1 million, respectively, for the fiscal years ended January 31, 2015, 2014 and 2013. The gains and losses on the Company’s foreign currency forward contracts are largely offset by the change in the fair value of the underlying hedged assets or liabilities.

The notional amount of forward exchange contracts is the amount of foreign currency to be bought or sold at maturity. Notional amounts are indicative of the extent of the Company’s involvement in the various types and uses of derivative financial instruments and are not a measure of the Company’s exposure to credit or market risks through its use of derivatives. The estimated fair value of derivative financial instruments represents the amount required to enter into similar offsetting contracts with similar remaining maturities based on quoted market prices.

The Company’s average notional amounts of derivative financial instruments outstanding during the fiscal years ended January 31, 2015 and 2014 are \$0.7 billion and \$1.6 billion, respectively, with average maturities of 32 days and 28 days, respectively. As discussed above, under the Company’s hedging policies, gains and losses on the derivative financial instruments would be expected to be largely offset by the gains and losses on the underlying assets or liabilities being hedged.

The Company’s foreign currency forward contracts are also discussed in Note 11 – Fair Value Measurements.

NOTE 13 — COMMITMENTS AND CONTINGENCIES

Operating Leases

The Company leases logistics centers, office facilities and certain equipment under non-cancelable operating leases, which expire at various dates through fiscal 2026. Fair value renewal and escalation clauses exist for a substantial portion of the operating leases. Rental expense for all operating leases, including minimum commitments under IT outsourcing agreements, totaled \$52.8 million, \$55.5 million and \$51.5 million in fiscal years 2015, 2014 and 2013, respectively. Future minimum lease payments at January 31, 2015, under all such leases, including minimum commitments under IT outsourcing agreements, for succeeding fiscal years and thereafter are as follows (in thousands):

Fiscal year:	
2016	\$ 47,500
2017	31,600
2018	28,500
2019	20,300
2020	17,900
Thereafter	43,900
Total payments	<u>\$ 189,700</u>

Synthetic Lease Facility

The Company has a synthetic lease facility with a group of financial institutions (the "Synthetic Lease") under which the Company leases certain logistics centers and office facilities from a third-party lessor, that expires in June 2018. Properties leased under the Synthetic Lease are located in Clearwater and Miami, Florida; Fort Worth, Texas; Fontana, California; Suwanee, Georgia; Swedesboro, New Jersey; and South Bend, Indiana. The Synthetic Lease is accounted for as an operating lease and rental payments are calculated at the applicable LIBOR rate plus a margin based on the Company's credit ratings.

Upon not less than 30 days notice, the Company, at its option, may purchase one or any combination of the properties, at an amount equal to each of the property's cost, as long as the lease balance does not decrease below a defined amount. Upon not less than 270 days, nor more than 360 days, prior to the lease expiration, the Company may, at its option, i) purchase a minimum of two of the properties, at an amount equal to each of the property's cost, ii) exercise the option to renew the lease for a minimum of two of the properties or iii) exercise the option to remarket a minimum of two of the properties and cause a sale of the properties. If the Company elects to remarket the properties, the Company has guaranteed the lessor a percentage of the cost of each property, in the aggregate amount of approximately \$133.8 million. Future minimum lease payments under the Synthetic Lease are approximately \$2.6 million per year.

The Synthetic Lease contains covenants that must be complied with, similar to the covenants described in certain of the credit facilities discussed in Note 7 - Debt. As of January 31, 2015, the Company was in compliance with all such covenants.

Contingencies

Prior to fiscal 2004, one of the Company's subsidiaries, located in Spain, was audited in relation to various VAT matters. As a result of those audits, the Spanish subsidiary received notices of assessment from the Regional Inspection Unit of Spain's taxing authority that allege the subsidiary did not properly collect and remit VAT. The Spanish subsidiary appealed these assessments to the Madrid Central Economic Administrative Courts beginning in March 2010. Following the administrative court proceedings the matter was appealed to the Spanish National Appellate Court. During the fourth quarter of fiscal year 2014, the Spanish National Appellate Court issued an opinion upholding the assessment for several of the assessed years. The Spanish National Appellate Court opinion represents a subsequent event that occurred prior to the issuance of the fiscal 2013 financial statements in relation to a loss contingency that existed as of January 31, 2013. The Company increased its accrual for costs associated with this matter by recording a charge of \$41.0 million in the fiscal 2013 Consolidated Statement of Income, including \$29.5 million recorded in "value added tax assessment" to cover the assessment and various penalties and \$11.5 million recorded in "interest expense" for interest that could be assessed. During the second quarter of fiscal year 2015, the Madrid Central Economic Administrative Court issued a decision revoking the penalties for certain of the assessed years. As a result of this decision, during the fiscal year ended January 31, 2015 the Company decreased its accrual for costs associated with this matter by \$6.2 million, which is recorded in "value added tax assessment" in the Consolidated Statement of Income. The Company believes that the Spanish subsidiary's defense to the remaining assessments has solid legal grounds and is continuing to vigorously defend its position by appealing to the Spanish Supreme Court. The Company estimates the total exposure for these assessments including various penalties and interest, is approximately \$43.7 million and \$56.4 million at January 31, 2015 and 2014, respectively, which is included in "accrued expenses and other liabilities" in the Consolidated Balance Sheet.

In December 2010, in a non-unanimous decision, a Brazilian appellate court overturned a 2003 trial court which had previously ruled in favor of the Company's Brazilian subsidiary related to the imposition of certain taxes on payments abroad related to the licensing of commercial software products, commonly referred to as "CIDE tax." The Company estimates the total exposure where the CIDE tax, including interest, may be considered due to be approximately \$24.6 million and \$25.3 million at January 31, 2015 and 2014, respectively. The Brazilian subsidiary has appealed the unfavorable ruling to the Supreme Court and Superior Court, Brazil's two highest appellate courts. Based on the legal opinion of outside counsel, the Company believes that the chances of success on appeal of this matter are favorable and the Brazilian subsidiary intends to vigorously defend its position that the CIDE tax is not due. However, due to the lack of predictability of the Brazilian court system, the Company has concluded that it is reasonably possible that the Brazilian subsidiary may incur a loss up to the total exposure described above. The Company believes the resolution of this litigation will not be material to the Company's consolidated net assets or liquidity. In addition to the discussion regarding the CIDE tax above, the Company's Brazilian subsidiary has been undergoing several examinations of non-income related taxes. Given the complexity and lack of predictability of the Brazilian tax system, the Company believes that it is reasonably possible that a loss may have been incurred. However, due to the early stages of the examination, the complex nature of the Brazilian tax system and the absence of communication from the local tax authorities regarding these examinations, the Company is currently unable to determine the likelihood of these examinations resulting in assessments nor estimate the amount of loss, if any, that may be reasonably possible if such assessment were to be made.

The Company is subject to various other legal proceedings and claims arising in the ordinary course of business. The Company's management does not expect that the outcome in any of these other legal proceedings, individually or collectively, will have a material adverse effect on the Company's financial condition, results of operations, or cash flows.

Guarantees

As is customary in the technology industry, to encourage certain customers to purchase products from Tech Data, the Company has arrangements with certain finance companies that provide inventory financing facilities to the Company's customers. In conjunction with certain of these arrangements, the Company would be required to purchase certain inventory in the event the inventory is repossessed from the customers by the finance companies. As the Company does not have access to information regarding the amount of inventory purchased from the Company still on hand with the customer at any point in time, the Company's repurchase obligations relating to inventory cannot be reasonably estimated. Repurchases of inventory by the Company under these arrangements have been insignificant to date. The Company believes that, based on historical experience, the likelihood of a material loss pursuant to these inventory repurchase obligations is remote.

The Company provides additional financial guarantees to finance companies on behalf of certain customers. The majority of these guarantees are for an indefinite period of time, where the Company would be required to perform if the customer is in default with the finance company related to purchases made from the Company. The Company reviews the underlying credit for these guarantees on at least an annual basis. As of January 31, 2015 and 2014, the outstanding amount of guarantees under these arrangements totaled \$5.5 million and \$13.4 million, respectively. The Company believes that, based on historical experience, the likelihood of a material loss pursuant to the above guarantees is remote.

NOTE 14 — SEGMENT INFORMATION

Tech Data operates predominately in a single industry segment as a distributor of technology products, logistics management, and other value-added services. While the Company operates primarily in one industry, it is managed based on geographic segments: the Americas (including North America and South America) and Europe. The Company assesses performance of and makes decisions on how to allocate resources to its operating segments based on multiple factors including current and projected operating income and market opportunities. The Company does not consider stock-based compensation expense in assessing the performance of its operating segments, and therefore the Company is reporting stock-based compensation expense as a separate amount. The accounting policies of the segments are the same as those described in Note 1 - Business and Summary of Significant Accounting Policies.

Table of Contents

Financial information by geographic segment is as follows:

	Year ended January 31,		
	2015	2014	2013
(In thousands)			
Net sales to unaffiliated customers:			
Americas ⁽¹⁾	\$ 10,406,209	\$ 10,188,618	\$ 9,823,515
Europe	17,264,423	16,633,286	15,534,814
Total	<u>\$ 27,670,632</u>	<u>\$ 26,821,904</u>	<u>\$ 25,358,329</u>
Operating income:			
Americas ^{(2) (3) (4)}	\$ 145,107	\$ 156,143	\$ 150,055
Europe ^{(5) (6) (7)}	136,196	80,228	127,281
Stock-based compensation expense	(13,668)	(8,858)	(13,616)
Total	<u>\$ 267,635</u>	<u>\$ 227,513</u>	<u>\$ 263,720</u>
Depreciation and amortization:			
Americas	\$ 16,653	\$ 16,763	\$ 16,210
Europe	52,093	56,216	42,143
Total	<u>\$ 68,746</u>	<u>\$ 72,979</u>	<u>\$ 58,353</u>
Capital expenditures:			
Americas	\$ 13,798	\$ 9,530	\$ 19,842
Europe	14,377	19,339	18,523
Total	<u>\$ 28,175</u>	<u>\$ 28,869</u>	<u>\$ 38,365</u>
As of			
	January 31, 2015	January 31, 2014	
(In thousands)			
Identifiable assets:			
Americas	\$ 1,950,935	\$ 1,984,895	
Europe	4,187,311	5,184,771	
Total	<u>\$ 6,138,246</u>	<u>\$ 7,169,666</u>	
Long-lived assets:			
Americas ⁽¹⁾	\$ 24,121	\$ 28,091	
Europe	38,983	49,540	
Total	<u>\$ 63,104</u>	<u>\$ 77,631</u>	
Goodwill & acquisition-related intangible assets, net:			
Americas	\$ 8,810	\$ 8,936	
Europe	309,158	386,919	
Total	<u>\$ 317,968</u>	<u>\$ 395,855</u>	

- (1) Net sales to unaffiliated customers in the United States represented 85% , 86% and 85% , respectively, of the total Americas' net sales to unaffiliated customers for the fiscal years ended January 31, 2015, 2014 and 2013, respectively. Total long-lived assets excluding goodwill, intangible assets and investments in subsidiaries in the United States represented 92% and 90% of the Americas' total long-lived assets at January 31, 2015 and 2014, respectively.
- (2) Operating income in the Americas for the fiscal year ended January 31, 2015 includes a gain associated with legal settlements of \$5.1 million and restatement and remediation related expenses of \$4.0 million (see Note 1 - Business and Summary of Significant Accounting Policies).
- (3) Operating income in the Americas for the fiscal year ended January 31, 2015 includes a \$1.3 million loss on disposal of subsidiaries related to the plan to sell certain of the Company's operations in Latin America (see Note 6 - Loss on Disposal of Subsidiaries).
- (4) Operating income in the Americas for the fiscal year ended January 31, 2014 includes a gain associated with legal settlements of \$35.5 million and restatement and remediation related expenses of \$13.2 million (see Note 1 - Business and Summary of Significant Accounting Policies).

- (5) Operating income in Europe for the fiscal year ended January 31, 2015 includes restatement and remediation related expenses of \$18.1 million and a decrease in the accrual for value added tax matters in the Company's Spanish subsidiary of \$6.2 million (see Note 13 - Commitments and Contingencies).
- (6) Operating income in Europe for the fiscal year ended January 31, 2014 includes \$40.6 million of restatement and remediation related expenses (see Note 1 - Business and Summary of Significant Accounting Policies).
- (7) Operating income in Europe for the fiscal year ended January 31, 2013 includes an increase in the accrual for value added tax matters in the Company's Spanish subsidiary of \$29.5 million (see Note 13 - Commitments and Contingencies).

NOTE 15 — INTERIM FINANCIAL INFORMATION (UNAUDITED)

Interim financial information for fiscal years 2015 and 2014 is as follows:

	Quarter ended			
	April 30 ⁽¹⁾	July 31 ⁽¹⁾⁽²⁾	October 31 ⁽¹⁾⁽³⁾	January 31 ⁽¹⁾⁽⁴⁾⁽⁵⁾
(In thousands, except per share amounts)				
Fiscal year 2015:				
Net sales	\$ 6,728,151	\$ 6,841,809	\$ 6,761,181	\$ 7,339,491
Gross profit	335,328	351,372	334,985	372,269
Operating income	31,496	67,710	66,745	101,684
Consolidated net income	13,467	39,328	41,700	80,677
Net income attributable to shareholders of Tech Data Corporation	\$ 13,467	\$ 39,328	\$ 41,700	\$ 80,677
Net income per share attributable to shareholders of Tech Data Corporation:				
Basic	\$ 0.35	\$ 1.03	\$ 1.09	\$ 2.12
Diluted	\$ 0.35	\$ 1.03	\$ 1.09	\$ 2.11

	Quarter ended			
	April 30 ⁽⁶⁾	July 31 ⁽⁶⁾	October 31 ⁽⁶⁾⁽⁷⁾	January 31 ⁽⁶⁾⁽⁷⁾⁽⁸⁾
(In thousands, except per share amounts)				
Fiscal year 2014:				
Net sales	\$ 6,147,757	\$ 6,327,476	\$ 6,373,564	\$ 7,973,107
Gross profit	322,414	315,840	326,076	398,016
Operating income	36,031	29,859	63,880	97,743
Consolidated net income	17,760	14,695	37,716	109,761
Net income attributable to shareholders of Tech Data Corporation	\$ 17,760	\$ 14,695	\$ 37,716	\$ 109,761
Net income per share attributable to shareholders of Tech Data Corporation:				
Basic	\$ 0.47	\$ 0.39	\$ 0.99	\$ 2.88
Diluted	\$ 0.47	\$ 0.38	\$ 0.99	\$ 2.87

- (1) During the first, second, third and fourth quarters of fiscal 2015, the Company recorded \$12.2 million, \$5.4 million, \$2.1 million and \$2.3 million of restatement and remediation related expenses, respectively (see further discussion in Note 1 - Business and Summary of Significant Accounting Policies).
- (2) During the second quarter of fiscal 2015, the Company decreased its accrual for value added tax matters in its Spanish subsidiary by \$6.2 million (see further discussion in Note 13 - Commitments and Contingencies).
- (3) During the third quarter of fiscal 2015, the Company recorded a gain of \$5.1 million associated with legal settlements (see further discussion in Note 1 - Business and Summary of Significant Accounting Policies).
- (4) During the fourth quarter of fiscal 2015, the Company recorded a loss of \$1.3 million on disposal of subsidiaries related to the plan to sell certain of the Company's operations in Latin America (see further discussion in Note 6 - Loss on Disposal of Subsidiaries).
- (5) During the fourth quarter of fiscal 2015, the Company recorded income tax benefits of \$19.2 million primarily related to the reversal of deferred tax valuation allowances in certain jurisdictions in Europe, partially offset by income tax expenses of \$5.6 million related to undistributed earnings on assets held for sale in certain Latin American jurisdictions (see further discussion in Note 8 - Income Taxes).
- (6) During the first, second, third and fourth quarters of fiscal 2014, the Company recorded \$3.0 million, \$11.0 million, \$15.0 million and \$24.8 million of restatement and remediation related expenses, respectively (see further discussion in Note 1 - Business and Summary of Significant Accounting Policies).
- (7) During the third and fourth quarters of fiscal 2014, the Company recorded gains of \$22.9 million and \$12.6 million, respectively, associated with legal settlements (see further discussion in Note 1 - Business and Summary of Significant Accounting Policies).
- (8) During the fourth quarter of fiscal 2014, the Company recorded a \$45.3 million reversal of deferred tax valuation allowances primarily related to certain jurisdictions in Europe (see further discussion in Note 8 - Income Taxes).

NOTE 16 — SUBSEQUENT EVENTS

In March 2015, the Company entered into an agreement to sell its business operations in Chile and Peru. Additionally, in March 2015, the Company committed to a plan to exit its business operations in Uruguay.

ITEM 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.*

None.

ITEM 9A. *Controls and Procedures.*

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures designed to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the specified time periods. Tech Data's management, with the participation of the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of January 31, 2015. Based on this evaluation, the Company's CEO and CFO concluded that the Company's disclosure controls and procedures were effective as of such date.

Management's Report on Internal Control over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States ("GAAP").

Internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, is a process designed by, or under the supervision of, the CEO and CFO and is effected by the board of directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with GAAP. Internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that the receipts and expenditures of the Company are being made only in accordance with appropriate authorization of management and the board of directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of the effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management, with the participation of our CEO and CFO, assessed the effectiveness of the Company's internal control over financial reporting as of January 31, 2015. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in Internal Control-Integrated Framework (1992 Framework). Based on our assessment, we have concluded that, as of January 31, 2015, the Company's internal control over financial reporting was effective based on those criteria.

The effectiveness of our internal control over financial reporting as of January 31, 2015, has been audited by Ernst & Young LLP, the independent registered certified public accounting firm, who also audited the Company's consolidated financial statements, as stated in their report included herein.

Remediation of Previously Identified Material Weaknesses

As reported in our Annual Report on Form 10-K for the fiscal year ended January 31, 2014, management identified the following material weaknesses in internal control over financial reporting: (i) inadequate control environment in a United Kingdom subsidiary and two other European subsidiaries; (ii) inadequate controls over manual journal entries in Europe and in two subsidiaries in Latin America; (iii) inadequate account reconciliation procedures in Europe over certain aspects of vendor accounting; and (iv) inadequate anti-fraud program controls and monitoring.

The Company has taken the following steps, and made the following material changes in response to the previously identified material weaknesses in the Company's internal control over financial reporting:

- The Audit Committee, Board and executives have increased communication to all employees regarding the ethical values of the Company, and the requirement for all employees to comply with laws and the Company's Code of Conduct and accounting policies.
- The Company has evaluated its organizational structure and changed roles and responsibilities or created new roles to enhance controls and compliance. Some of these changes include:
 - Certain personnel are no longer employed by the Company.
 - The accounting organization has added resources to address standardization, training and competencies related to the use of accounting systems and to enhance all accounting personnel's understanding of accounting policy.
 - The Company has added a Vice President, European Controller to assist with the oversight of financial reporting and the correct application of accounting principles throughout the European region.
 - The Company has engaged external experts to perform the internal audit function and to assist with the implementation of specific fraud detection procedures.
 - The Company has appointed a Chief Ethics and Compliance Officer and has made changes to enhance its ethics and compliance training and communication strategy throughout the organization to increase employee awareness of the Company's compliance policies.
- The Company has implemented changes to its compensation programs to better motivate accurate financial reporting and compliance.
- The Company has engaged internal and external resources to evaluate potential enhancements to the accounting and enterprise computer systems to improve systematic controls and account reconciliation processes. Certain improvements which have been implemented include:
 - New tools and process training to document, support and review manual journal entries and account reconciliations.
 - Automation of certain financial reporting processes and tools that previously required or allowed manual adjustment.
- Management has undertaken a comprehensive review of its internal control structure to ensure that key controls are adequately designed, clearly documented and communicated throughout the finance organization.
 - The Company has implemented new internal controls related to manual journal entries and account review procedures for vendor accounting.

The steps and changes described above have been taken under the oversight of the Company's Audit Committee. As a result of the implementation of these processes, management has determined that the remediation actions discussed above were effectively designed and demonstrated effective operation for a sufficient period of time to enable the Company to conclude that the previously identified material weaknesses in internal control over financial reporting have been remediated as of January 31, 2015.

Changes in Internal Control Over Financial Reporting

Except as discussed above, there were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) identified in connection with management's evaluation during our last quarter of fiscal 2015 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Report of Independent Registered Certified Public Accounting Firm

The Board of Directors and Shareholders of Tech Data Corporation

We have audited Tech Data Corporation and subsidiaries' internal control over financial reporting as of January 31, 2015, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) (the COSO criteria). Tech Data Corporation and subsidiaries' management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit 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 effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Tech Data Corporation and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of January 31, 2015, based on the COSO criteria.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Tech Data Corporation and subsidiaries as of January 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended January 31, 2015 of Tech Data Corporation and subsidiaries and our report dated March 26, 2015 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Tampa, Florida

March 26, 2015

ITEM 9B. *Other Information*

None.

PART III

ITEM 10. *Directors, Executive Officers and Corporate Governance.*

The information required by Item 10 relating to executive officers of the Company is included under the caption “Executive Officers” of Item 1 of this Form 10-K. The information required by Item 10 relating to Directors and corporate governance disclosures of the Company is incorporated herein by reference to the Company’s definitive proxy statement for the 2015 Annual Meeting of Shareholders (“Proxy Statement”). The Proxy Statement for the 2015 Annual Meeting of Shareholders will be filed with the SEC within 120 days of the Company’s fiscal year ended January 31, 2015.

Audit Committee

The Company has a separately designated, standing Audit Committee. The members of the Audit Committee are Charles E. Adair (Chair), Harry J. Harczak, Jr., Patrick G. Sayer and Savio W. Tung. The Board of Directors of Tech Data has determined that Charles E. Adair and Harry J. Harczak, Jr. are “audit committee financial experts” as defined by Item 407(d)(5) of Regulation S-K under the Securities Exchange Act of 1934. All members of the Audit Committee are independent as defined by applicable law and the listing requirements of NASDAQ.

Code of Ethics

The Company has adopted a code of business conduct and ethics for directors, officers (including the principal executive officer, principal financial officer, and principal accounting officer), and employees, known as the Code of Conduct, which is available on the Corporate Governance section of the Investor Relations area of our website at www.techdata.com/investor. Tech Data intends to provide information required by Item 5.05 of Form 8-K by disclosing any amendment to, or waiver from, a provision of the Code of Ethics that applies to Tech Data’s principal executive officer, principal financial officer, and principal accounting officer, or persons performing similar functions on the Company’s website at the web address noted in this section.

ITEM 11. *Executive Compensation.*

The information required by this item is incorporated herein by reference to the Company's Proxy Statement.

ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**Equity Compensation Plan Information**

The number of shares issuable upon exercise of outstanding share-based equity incentives granted to employees and non-employee directors, as well as the number of shares remaining available for future issuance, under our equity compensation and equity purchase plans as of January 31, 2015 are summarized in the following table:

Plan category	Number of shares to be issued upon exercise of outstanding equity-based incentives	Weighted average exercise price per share of outstanding equity-based incentives	Number of shares remaining available for future issuance under equity compensation plans
Equity compensation plans approved by shareholders for:			
Employee equity compensation	589,799 ⁽¹⁾	\$ 33.97 ⁽²⁾	2,619,618 ⁽³⁾
Employee stock purchase	0	0	508,857
Total	<u>589,799</u>	<u>\$ 33.97</u>	<u>3,128,475</u>

(1) The total of equity-based incentives outstanding also includes 26,149 units outstanding for non-employee directors.

(2) Amount represents the weighted average exercise price for the 42,110 outstanding MV Stock-settled SARs, MVOs and stock options. There are 547,689 nonvested restricted stock awards that do not have an exercise price.

(3) All employee and non-employee director share-based equity incentive awards are issued under the shareholder-approved 2009 Equity Incentive Plan of Tech Data Corporation.

The information required by Item 12 relating to Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters is incorporated herein by reference to the Company's Proxy Statement.

ITEM 13. Certain Relationships and Related Transactions, and Director Independence.

The information required by this item is incorporated herein by reference to the Company's Proxy Statement. However, the information included in such Proxy Statement included under the caption entitled "Report of the Audit Committee" shall not be deemed incorporated by reference in this Form 10-K and shall not otherwise be deemed filed under the Securities Act of 1933, as amended, or under the Exchange Act.

ITEM 14. Principal Accountant Fees and Services.

Information regarding principal accountant fees and services is set forth under the caption "Independent Registered Certified Public Accounting Firm Fees" in the Company's Proxy Statement and incorporated by reference herein.

PART IV

ITEM 15. Exhibits, Financial Statement Schedules.

- (a) See index to financial statements and schedules included in Item 8.
- (b) The exhibit numbers on the following list correspond to the numbers in the exhibit table required pursuant to Item 601 of Regulation S-K.

Exhibit Number	
3-A ⁽³²⁾	Amended and Restated Articles of Incorporation of Tech Data Corporation filed on June 4, 2014 with the Secretary of the State of Florida
3-B ⁽³²⁾	Bylaws of Tech Data Corporation as adopted by the Board of Directors and approved by the Shareholders on June 4, 2014
4 - A ⁽²⁵⁾	Indenture, dated as of September 21, 2012, between Tech Data Corporation and U.S. Bank National Association, as trustee
4 - B ⁽²⁵⁾	Form of 3.750% Note due 2017
10-OO ⁽⁴⁾	1995 Employee Stock Purchase Plan
10-AAa ⁽⁵⁾	Transfer and Administration Agreement dated May 19, 2000
10-AAi ⁽⁶⁾	2000 Non-Qualified Stock Option Plan of Tech Data Corporation
10-AAt ⁽⁷⁾	Trust Agreement Between Tech Data Corporation and Fidelity Management Trust Company, Tech Data Corporation 401 (k) Savings Plan Trust, effective August 1, 2003
10-AAaa ⁽³⁾	2005 Deferred Compensation Plan
10-AAbb ⁽²⁾	Amendment Number 8 to Transfer and Administration Agreement dated as of May 19, 2000 (composite through amendment 8, dated as of December 13, 2004)
10-AAac ⁽²⁶⁾	Amendment Number 9 to Transfer and Administration Agreement dated as of March 7, 2005
10-AAcc ⁽⁸⁾	Executive Severance Plan, effective March 31, 2005
10-AAdd ⁽⁸⁾	First Amendment to the Tech Data Corporation 2005 Deferred Compensation Plan, effective January 1, 2005
10-AAii ⁽⁹⁾	Amendment No. 10 to Transfer and Administration Agreement dated as of September 10, 2005
10-AAnn ⁽¹⁰⁾	Amended and Restated 2000 Equity Incentive Plan of Tech Data Corporation
10-AAoo ⁽¹⁰⁾	First Amendment to the Amended and Restated 2000 Equity Incentive Plan of Tech Data Corporation
10-AApp ⁽¹¹⁾	Employment Agreement Between Tech Data Corporation and Robert M. Dutkowsky, dated October 2, 2006

Table of Contents

10-AAvv ⁽¹³⁾	Equity Incentive Bonus Plan
10-AAyy ⁽¹⁴⁾	Amendment Number 12 to Transfer and Administration Agreement dated as of December 18, 2007
10-BBa ⁽¹⁵⁾	Third Amended and Restated Lease Agreement dated June 27, 2008
10-BBb ⁽¹⁵⁾	Third Amended and Restated Credit Agreement dated June 27, 2008
10-BBc ⁽¹⁵⁾	Third Amended and Restated Participation Agreement dated June 27, 2008
10-BBd ⁽¹⁶⁾	Amendment No. 13 to Transfer and Administration Agreement dated as of October 22, 2008
10-BBe ⁽¹⁸⁾	2009 Equity Incentive Plan of Tech Data Corporation
10-BBf ⁽¹⁹⁾	Amendment Number 14 to Transfer and Administration Agreement dated as of October 16, 2009
10-BBh ⁽²⁰⁾	Amendment Number 15 to Transfer and Administration Agreement dated as of October 15, 2010
10-BBj ⁽²¹⁾	Amendment No. 16 to Transfer and Administration Agreement dated as of August 31, 2011
10-BBk ⁽²¹⁾	Credit Agreement dated as of September 27, 2011
10-BBl ⁽²²⁾	Amendment No. 17 to Transfer and Administration Agreement dated as of December 13, 2011
10-BBm ⁽²²⁾	Tech Data Corporation 401(k) Savings Plan (as amended and restated January 1, 2006) and Amendments 1 through 5
10-BBn ⁽²³⁾	Executive Bonus Plan, approved by Shareholders at 2012 Annual Meeting
10-BBo ⁽²⁴⁾	Amendment No. 18 to Transfer and Administration Agreement as of October 31, 2012
10-BBp ⁽²⁴⁾	Consent for Third Amended and Restated Participation Agreement
10-BBq ⁽²⁷⁾	Amendments 1 through 5 of Trust Agreement Between Fidelity Management Trust Company and Tech Data Corporation
10-BBr ⁽²⁷⁾	Amendment to the Tech Data Corporation 401(k) Savings Plan (as amended and restated January 1, 2006) dated December 11, 2012
10-BBs ⁽²⁸⁾	Waiver Agreement to the Third Amended and Restated Participation Agreement, Third Amended and Restated Lease Agreement and Third Amended and Restated Credit Agreement, dated as of April 30, 2013
10-BBt ⁽²⁸⁾	Limited Waiver to the Transfer and Administration Agreement, as last amended by Amendment No. 18 thereto, dated as of April 29, 2013
10-BBu ⁽²⁸⁾	Waiver Agreement to the Credit Agreement, dated as of April 30, 2013
10-BBv ⁽²⁹⁾	Fourth Amended and Restated Lease Agreement, dated as of June 27, 2013

Table of Contents

10-BBx ⁽²⁹⁾	Fourth Amended and Restated Participation Agreement, dated as of June 27, 2013
10-BBy ⁽²⁹⁾	First Amendment to the Waiver Agreement to the Credit Agreement, dated as of July 29, 2013
10-BBz ⁽²⁹⁾	Waiver Agreement to the Fourth Amended and Restated Participation Agreement, Fourth Amended and Restated Lease Agreement and Fourth Amended and Restated Credit Agreement, dated as of July 29, 2013
10-BBaa ⁽²⁹⁾	First Amendment to the Limited Waiver to the Transfer and Administration Agreement, as last amended by Amendment No. 18 thereto, dated as of July 29, 2013
10-BBab ⁽²⁹⁾	Amendment Number 19 to Transfer and Administration Agreement dated as of August 12, 2013
10-BBac ⁽³⁰⁾	Second Waiver Agreement and Amendment to the Fourth Amended and Restated Participation Agreement, Fourth Amended and Restated Lease Agreement and Fourth Amended and Restated Credit Agreement, dated as of October 16, 2013
10-BBad ⁽³⁰⁾	Second Amendment to the Limited Waiver to the Transfer and Administration Agreement, as last amended by Amendment No. 19 thereto, dated as of October 16, 2013
10-BBae ⁽³⁰⁾	Second Amendment to the Waiver Agreement to the Credit Agreement dated as of October 16, 2013
10-BBaf ⁽³¹⁾	Third Waiver Agreement and Amendment to the Fourth Amended and Restated Participation Agreement, Fourth Amended and Restated Lease Agreement and Fourth Amended and Restated Credit Agreement, dated as of January 27, 2014
10-BBag ⁽³¹⁾	Third Amendment to the Waiver Agreement to the Credit Agreement, dated as of January 27, 2014
10-BBah ⁽³¹⁾	Third Amendment to the Limited Waiver to the Transfer and Administration Agreement, as last amended by Amendment No. 19 thereto, dated as of January 27, 2014
10-BBai ⁽³¹⁾	Employment Agreement between Tech Data Corporation and Néstor Cano, dated as of January 17, 2014
10-BBaj ⁽³¹⁾	Amendment to the 2009 Equity Incentive Plan of Tech Data Corporation
10-BBak ⁽³³⁾	Amendment Number 20 to Transfer and Administration Agreement dated as of August 20, 2014
10-BBal ⁽¹⁾	Tech Data Deferred Compensation Plan Trust Agreement
21-A ⁽¹⁾	Subsidiaries of Registrant
23-A ⁽¹⁾	Consent of Ernst & Young LLP
24 ⁽¹⁾	Power of Attorney (included on signature page)
31-A ⁽¹⁾	Certification of Chief Executive Officer Pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31-B ⁽¹⁾	Certification of Chief Financial Officer Pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), As Adopted Pursuant

to Section 302 of the Sarbanes-Oxley Act of 2002

32-A ⁽¹⁾

Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32-B ⁽¹⁾	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101 ⁽³⁴⁾	Interactive data files pursuant to Rule 405 of Regulation S-T: (i) Consolidated Balance Sheet as of January 31, 2015 and 2014; (ii) Consolidated Statement of Income for the fiscal years ended January 31, 2015, 2014 and 2013; (iii) Consolidated Statement of Comprehensive Income for the fiscal years ended January 31, 2015, 2014 and 2013; (iv) Consolidated Statement of Shareholders' Equity for the fiscal years ended January 31, 2015, 2014 and 2013; (v) Consolidated Statement of Cash Flows for the fiscal years ended January 31, 2015, 2014 and 2013; (vi) Notes to Consolidated Financial Statements, detail tagged and (vii) Financial Statement Schedule II, detail tagged.

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- (1) Filed herewith.
- (2) Incorporated by reference to the Exhibits included in the Company's Form 8-K dated December 31, 2004, File No. 0-14625.
- (3) Incorporated by reference to the Exhibits included in the Company's Form 8-K dated December 8, 2004, File No. 0-14625.
- (4) Incorporated by reference to the Exhibits included in the Company's Definitive Proxy Statement for the 1995 Annual Meeting of Shareholders, File No. 0-14625.
- (5) Incorporated by reference to the Exhibits included in the Company's Form 10-Q for the quarter ended July 31, 2000, File No. 0-14625.
- (6) Incorporated by reference to the Exhibits included in the Company's Registration Statement on Form S-8, File No. 333-59198.
- (7) Incorporated by reference to the Exhibits included in the Company's Form 10-Q for the quarter ended July 31, 2003, File No. 0-14625.
- (8) Incorporated by reference to the Exhibits included in the Company's Form 10-Q for the quarter ended April 30, 2005, File No. 0-14625.
- (9) Incorporated by reference to the Exhibits included in the Company's Form 10-Q for the quarter ended October 31, 2005, File No. 0-14625.
- (10) Incorporated by reference to the Exhibits included in the Company's Form 10-Q for the quarter ended April 30, 2006, File No. 0-14625.
- (11) Incorporated by reference to the Exhibits included in the Company's Form 10-Q for the quarter ended October 31, 2006, File No. 0-14625.
- (12) Incorporated by reference to the Exhibits included in the Company's Form 10-Q for the quarter ended January 31, 2007, File No. 0-14625.
- (13) Incorporated by reference to the Exhibits included in the Company's Form 10-Q for the quarter ended April 30, 2007, File No. 0-14625.
- (14) Incorporated by reference to the Exhibits included in the Company's Form 10-K for the year ended January 31, 2008, File No. 0-14625.
- (15) Incorporated by reference to the Exhibits included in the Company's Form 10-Q for the quarter ended July 31, 2008, File No. 0-14625.
- (16) Incorporated by reference to the Exhibits included in the Company's Form 10-Q for the quarter ended October 31, 2008, File No. 0-14625.
- (17) Incorporated by reference to the Exhibits included in the Company's Form 8-K dated June 10, 2009, File No. 0-14625.
- (18) Incorporated by reference to the Exhibits included in the Company's Form 10-Q for the quarter ended July 31, 2009, File No. 0-14625.
- (19) Incorporated by reference to the Exhibits included in the Company's Form 10-Q for the quarter ended October 31, 2009, File No. 0-14625.
- (20) Incorporated by reference to the Exhibits included in the Company's Form 10-Q for the quarter ended October 31, 2010, File No. 0-14625.
- (21) Incorporated by reference to the Exhibits included in the Company's SC-TO I dated September 27, 2011, File No. 005-37498.
- (22) Incorporated by reference to the Exhibits included in the Company's Form 10-K for the year ended January 31, 2012, File No. 0-14625.
- (23) Incorporated by reference to the Exhibits included in the Company's Form 10-Q for the quarter ended April 30, 2012, File No. 0-14625.
- (24) Incorporated by reference to the Exhibits included in the Company's Form 10-Q for the quarter ended October 31, 2012, File No. 0-14625.

Table of Contents

- (25) Incorporated by reference to the Exhibits included in the Company's Form 8-K dated September 21, 2012, File No. 0-14625.
- (26) Incorporated by reference to the Exhibits included in the Company's Form 8-K dated March 7, 2005, File No. 0-14625.
- (27) Incorporated by reference to the Exhibits included in the Company's Form 10-K for the year ended January 31, 2013, File No. 0-14625.
- (28) Incorporated by reference to the Exhibits included in the Company's Form 10-Q for the quarter ended April 30, 2013, File No. 0-14625.
- (29) Incorporated by reference to the Exhibits included in the Company's Form 10-Q for the quarter ended July 31, 2013, File No. 0-14625.
- (30) Incorporated by reference to the Exhibits included in the Company's Form 10-Q for the quarter ended October 31, 2013, File 0-14625.
- (31) Incorporated by reference to the Exhibits included in the Company's Form 10-K for the year ended January 31, 2014, File No. 0-14625.
- (32) Incorporated by reference to the Exhibits included in the Company's Form 10-Q for the year ended April 30, 2014, File No. 0-14625.
- (33) Incorporated by reference to the Exhibits included in the Company's Form 10-Q for the quarter ended October 31, 2014, File No. 0-14625.
- (34) XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statements or prospectus for purposes of Sections 11 and 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

TECH DATA CORPORATION AND SUBSIDIARIES
VALUATION AND QUALIFYING ACCOUNTS
(In thousands)

Allowance for doubtful accounts receivable and sales returns	Balance at beginning of period	Activity			Balance at end of period
		Charged to cost and expenses	Deductions	Other ⁽¹⁾	
January 31,					
2015	\$ 58,754	\$ 10,415	\$ (25,083)	\$ 6,057	\$ 50,143
2014	58,284	11,725	(25,187)	13,932	58,754
2013	56,753	9,653	(24,425)	16,303	58,284

(1) "Other" primarily includes recoveries, acquisitions and dispositions and the effect of fluctuations in foreign currencies.

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on March 26, 2015.

TECH DATA CORPORATION

By /s/ ROBERT M. DUTKOWSKY

Robert M. Dutkowsky

Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature to this Annual Report on Form 10-K appears below hereby appoints Jeffery P. Howells and David R. Vetter, or either of them, as his or her attorney-in-fact to sign on his or her behalf individually and in the capacity stated below and to file all amendments and post-effective amendments to this Annual Report on Form 10-K, and any and all instruments or documents filed as a part of or in connection with this Annual Report on Form 10-K or the amendments thereto, and the attorney-in-fact, or either of them, may make such changes and additions to this Annual Report on Form 10-K as the attorney-in-fact, or either of them, may deem necessary or appropriate.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ R OBERT M. D UTKOWSKY</u> Robert M. Dutkowsky	Chief Executive Officer, Director (principal executive officer)	March 26, 2015
<u>/s/ J EFFERY P. H OWELLS</u> Jeffery P. Howells	Executive Vice President and Chief Financial Officer, Director (principal financial officer)	March 26, 2015
<u>/s/ J OSEPH B. T REPANI</u> Joseph B. Trepani	Senior Vice President and Corporate Controller (principal accounting officer)	March 26, 2015
<u>/s/ S TEVEN A. R AYMUND</u> Steven A. Raymund	Chairman of the Board of Directors	March 26, 2015
<u>/s/ C HARLES E. A DAIR</u> Charles E. Adair	Director	March 26, 2015
<u>/s/ H ARRY J. H ARCZAK , J R .</u> Harry J. Harczak, Jr.	Director	March 26, 2015
<u>/s/ K ATHLEEN M ISUNAS</u> Kathleen Misunas	Director	March 26, 2015
<u>/s/ T HOMAS I. M ORGAN</u> Thomas I. Morgan	Director	March 26, 2015
<u>/s/ P ATRICK G. S AYER</u> Patrick G. Sayer	Director	March 26, 2015
<u>/s/ S AVIO W. T UNG</u> Savio W. Tung	Director	March 26, 2015
<u>/s/ D AVID M. U PTON</u> David M. Upton	Director	March 26, 2015

Rabbi Trust Agreement

This rabbi trust agreement is based on the IRS model rabbi trust provisions contained in Revenue Procedure 92-64. Provisions from the IRS model rabbi trust have been selected which are frequently chosen by many if not most of Wells Fargo rabbi trust clients. Additional provisions have been added to reflect Wells Fargo operating procedures and administrative requirements. A Company should carefully review the trust agreement with its legal counsel to determine if it is appropriate for its particular situation. Wells Fargo does not provide legal advice and makes no representations concerning the tax consequences of a Company's execution of this Agreement.

TABLE OF CONTENTS

	<u>Page</u>
Article I. Establishment of Trust	1
Article II. Payments to Plan Participants and Their Beneficiaries	2
Article III. Trustee Responsibility Regarding Payments to Trust Beneficiary When Company is Insolvent	3
Article IV. Payments to Company	4
Article V. Investment Authority	4
Article VI. Disposition of Income	7
Article VII. Accounting by Trustee	7
Article VIII. Responsibility of Trustee	7
Article IX. Compensation and Expenses of Trustee	8
Article X. Resignation and Removal of Trustee	8

Article XI. Appointment of Successor 9

Article XII. Amendment or Termination 9

Article XIII. Miscellaneous 9

Tech Data Deferred Compensation Plan TRUST AGREEMENT

This Agreement, made and entered into as of February 1, 2015 by and between **Tech Data Corporation** (the "Company") and **WELLS FARGO BANK, N.A.**, (the "Trustee"),

WITNESSETH:

WHEREAS, Company has adopted the non-qualified deferred compensation Plan(s) titled **Tech Data Deferred Compensation Plan** (the "Plan");

WHEREAS, Company has incurred or expects to incur liability under the terms of such Plan with respect to the individuals participating in such Plan; and

WHEREAS, Company wishes to establish or has established a trust (hereinafter called "Trust") and wishes to contribute to the Trust assets that shall be held therein, subject to the claims of Company's creditors in the event of Company's Insolvency, as herein defined, until paid to Plan participants and their beneficiaries in such manner and at such times as specified in the Plan(s);

WHEREAS, it is the intention of the parties that this Trust shall constitute an unfunded arrangement and shall not affect the status of the Plan(s) as an unfunded plan maintained for the purpose of providing deferred compensation for a select group of management or highly compensated employees for purposes of Title I of the Employee Retirement Income Security Act of 1974;

WHEREAS, it is the intention of Company to make contributions to the Trust to provide itself with a source of funds to assist it in the meeting of its liabilities under the Plan(s);

NOW, THEREFORE, the parties do hereby establish the Trust and agree that the Trust shall be comprised, held and disposed of as follows:

ARTICLE I ESTABLISHMENT OF TRUST

Section 1.1 Company hereby deposits with Trustee in trust \$0, which shall become the principal of the Trust, along with assets transferred from the prior trustee, if any, all to be held, administered and disposed of by Trustee as provided in this Trust Agreement.

Section 1.2 The Trust hereby established shall be irrevocable by Company.

Section 1.3 The Trust is intended to be a grantor trust, of which Company is the grantor, within the meaning of subpart E, part 1, subchapter J, chapter 1, subtitle A of the Internal Revenue Code of 1986, as amended, and shall be construed accordingly. However, Trustee does not warrant and shall not be liable for any tax consequences associated with the Trust or participation in the Plan.

Section 1.4 The principal of the Trust and any earnings thereon shall be held separate and apart from other funds of Company and shall be used exclusively for the uses and purposes of Plan participants and general creditors as herein set forth. Plan participants and their beneficiaries shall have no preferred claim on, or any beneficial ownership interest in, any assets of the Trust. Any rights created under the Plan(s) and this Trust Agreement shall be mere unsecured contractual rights of Plan participants and their beneficiaries against Company. Any assets held by the Trust will be subject to the claims of Company's general creditors under federal and state law in the event of Insolvency, as defined in Section 3.1 herein.

Section 1.5 Company, in its sole discretion, may at any time, or from time to time, make additional deposits of cash or other property acceptable to the Trustee in trust with Trustee to augment the principal to be held, administered and disposed of by Trustee as provided in this Trust Agreement. Neither Trustee nor any Plan participant or beneficiary shall have any right to compel such additional deposits.

Section 1.6 The Trustee agrees to accept contributions that are paid to it by the Company in accordance with the terms of this Trust Agreement. Such contributions shall be in cash or in such other form that may be acceptable to the Trustee. The Trustee shall have no duty to determine or collect contributions under the Plan(s) and shall have no responsibility for any property until it is received and accepted by the Trustee. The Company shall have the sole duty and responsibility for the determination of the accuracy or sufficiency of the contributions to be made under the Plan(s), the transmittal of the same to the Trustee and compliance with any statute, regulation or rule applicable to contributions.

ARTICLE II **PAYMENTS TO PLAN PARTICIPANTS AND THEIR BENEFICIARIES**

Section 2.1 Company shall deliver to Trustee a schedule (the "Payment Schedule") that indicates the amounts payable in respect of each Plan participant (and his or her beneficiaries), that provides a formula or other instructions acceptable to Trustee for determining the amounts so payable, the form in which such amount is to be paid (as provided for or available under the Plan(s)), and the time of commencement for payment of such amounts.

Please select either (a) or (b) to complete this section 2.1:

(a) *The Trustee shall remit such payment to Company and Company shall make such payments to the Plan participants and beneficiaries. Company shall make provision for the reporting and withholding of any federal, state or local taxes that may be required to be withheld with respect to the payment of benefits pursuant to the terms of the Plan(s) and shall pay amounts withheld to the appropriate taxing authorities. Company shall indemnify and hold harmless the Trustee from any and all liability to which the Trustee may become subject due to Company's failure to properly withhold and/or remit amounts due or to pay benefits to participants in connection with the Trust.*

Or

(b) *The Trustee shall make payments to the Plan Participants and their beneficiaries in accordance with such Payment Schedule. The Trustee shall make provision for the reporting and withholding of federal and state taxes (other than FICA, FUTA or local taxes) that may be required to be withheld with respect to the payment of benefits pursuant to the terms of the Plan(s) and shall pay amounts withheld to the appropriate taxing authorities. Notwithstanding the foregoing, the Company may direct the Trustee with respect to the state and federal income tax withholding on such payments, and must direct the Trustee if any tax withholding is required on a payment subject to state/local income taxes in a state/locality other than the state/locality in which the participant currently resides ("Non-resident taxes"). If applicable, Company shall direct the Trustee to remit any FICA, FUTA or local taxes with respect to the benefit payments to Company and Company shall have the responsibility for determining, reporting and paying the FICA, FUTA or local taxes to the appropriate taxing authorities. Company will indemnify and hold harmless the Trustee from any and all liability to which the Trustee may become subject due to Company's failure to properly withhold and remit FICA, FUTA or local taxes in connection with payments from the Trust, or for failure to direct the Trustee regarding withholding on any payment subject to Non-resident taxes.*

Section 2.2 The entitlement of a Plan participant or his or her beneficiaries to benefits under the Plan(s) shall be determined by Company or such party as it shall designate under the Plan(s), and any claim for such benefits shall be considered and reviewed under the procedures set out in the Plan(s).

Section 2.3 Company may make payment of benefits directly to Plan participants or their beneficiaries as they become due under the terms of the Plan(s), and may request reimbursement for such payments upon presentation of appropriate evidence of payment to Trustee. Company shall notify Trustee of its decision to make payment of benefits directly prior to the time amounts are payable to participants or their beneficiaries. In addition, if the principal of the Trust and any earnings thereon, are not sufficient to make payments of benefits in accordance with the terms of the Plan(s), Company shall make the balance of each such payment as it falls due. Trustee shall notify Company where principal and earnings are not sufficient. Trustee shall not be liable for the inadequacy of the Trust to pay all amounts due under the Plan.

ARTICLE III
**TRUSTEE RESPONSIBILITY REGARDING PAYMENTS TO TRUST BENEFICIARY WHEN COMPANY IS
INSOLVENT**

Section 3.1 Trustee shall cease payment of benefits to Plan participants and their beneficiaries if the Company is Insolvent. Company shall be considered "Insolvent" for purposes of this Trust Agreement if (i) Company is unable to pay its debts as they become due, or (ii) Company is subject to a pending proceeding as a debtor under the United States Bankruptcy Code or any comparable state or federal regulatory law.

Section 3.2 At all times during the continuance of this Trust, as provided in Section 1.4 hereof, the principal and income of the Trust shall be subject to claims of general creditors of Company under federal and state law as set forth below.

(1) The Board of Directors and the Chief Executive Officer (or if there is no Chief Executive Officer, the highest ranking officer) of Company shall have the duty to inform Trustee in writing of Company's Insolvency. If a person claiming to be a creditor of Company alleges in writing to Trustee that Company has become Insolvent, Trustee shall determine whether Company is Insolvent and, pending such determination, Trustee shall discontinue payment of benefits to Plan participants or their beneficiaries.

(2) Unless Trustee has actual knowledge of Company's Insolvency, or has received notice from Company or a person claiming to be a creditor alleging that Company is Insolvent, Trustee shall have no duty to inquire whether Company is Insolvent. Trustee may in all events rely on such evidence concerning Company's solvency as may be furnished to Trustee and that provides Trustee with a reasonable basis for making a determination concerning Company's solvency.

(3) If at any time Trustee has determined that Company is Insolvent, Trustee shall discontinue payments to Plan participants or their beneficiaries and shall hold the assets of the Trust for the benefit of Company's general creditors. Nothing in this Trust Agreement shall in any way diminish any rights of the Plan participants or their beneficiaries to pursue their rights as general creditors of Company with respect to benefits due under the Plan(s) or otherwise.

(4) Trustee shall resume the payment of benefits to Plan participants or their beneficiaries in accordance with Article II of this Trust Agreement only after Trustee has been directed that Company is not Insolvent (or is no longer Insolvent). Trustee may in all events rely on such evidence concerning Company's solvency (or Insolvency) as may be furnished to Trustee and that provides Trustee with a reasonable basis for making a determination concerning Company's solvency.

Section 3.3 Provided that there are sufficient assets, if Trustee discontinues the payment of benefits from the Trust pursuant to Section 3.2 hereof and subsequently resumes such payments, the first payment following such discontinuance shall include the aggregate amount of all payments due to Plan participants or their beneficiaries under the terms of the Plan(s) for the period of such discontinuance, less the aggregate amount of any payments made to Plan participants or their beneficiaries by Company in lieu of the payments provided for hereunder during any such period of discontinuance.

ARTICLE IV
PAYMENTS TO COMPANY

Except as provided in Articles II and III hereof, Company shall have no right or power to direct Trustee to return to Company or to divert to others any of the Trust assets before all payment of benefits have been made to Plan participants and their beneficiaries pursuant to the terms of the Plan(s).

The Company shall have the right and power to direct the Trustee to return to the Company or a Related Employer or to divert to others any portion of the Trust assets to the extent the value of such Trust assets is in excess of the value of the participants' Accounts (as defined in the Plan) as of the date of any valuation of the participants' Accounts under the Plan.

ARTICLE V
INVESTMENT AUTHORITY

Section 5.1 Except as provided below, Company shall have the sole power and responsibility for the management, disposition, and investment of the Trust assets, and Trustee shall comply with written directions from Company or its designated agent, which may include a recordkeeper for the Plan. Trustee shall have no duty or responsibility to review, initiate action, or make recommendations regarding the investment of Trust assets and shall retain such assets until directed in writing to dispose of them. Prior to issuing any such directions, Company shall certify to Trustee the person(s) at Company or its agent who

have the authority to issue such directions.

Section 5.2 In the administration of the Trust, Trustee shall have the following powers; however, all powers regarding the investment of the Trust shall be exercised solely pursuant to direction of Company or its delegated agent or, if applicable, an Investment Manager, unless Trustee has been properly delegated investment authority pursuant to section 5.4 below:

- (1) To hold assets of any kind, including shares of any registered investment company, whether or not Trustee or any of its affiliates provides investment advice or other services to such company and receives compensation for the services provided;
- (2) To sell, exchange, assign, transfer, and convey any security or property held in the Trust, at public or private sale, at such time and price and upon such terms and conditions (including credit) as directed;
- (3) To invest and reinvest assets of the Trust (including accumulated income) as directed;
- (4) To vote, tender, or exercise any right appurtenant to any stock or securities held in the Trust, as directed;
- (5) To consent to and participate in any plan for the liquidation, reorganization, consolidation, merger or any similar action of any corporation, any security of which is held in the Trust, as directed;
- (6) To sell or exercise any "rights" issued on any securities held in the Trust, as directed;
- (7) To cause all or any part of the assets of the Trust to be held in the name of Trustee (which in such instance need not disclose its fiduciary capacity) or, as permitted by laws, in the name of any nominee, and to acquire for the Trust any investment in bearer form, but the books and records of the Trust shall at all times show that all such investments are part of the Trust and Trustee shall hold evidence of title to all such investments;
- (8) To make such distributions in accordance with the provisions of this Trust Agreement;
- (9) To hold a portion of the Trust for the ordinary administration and for the disbursement of funds in cash, without liability for interest thereon for such period of time as necessary, notwithstanding that Trustee or an affiliate of Trustee may benefit directly or indirectly from such uninvested amounts. It is acknowledged that Trustee's handling of such amounts is consistent with usual and customary banking and fiduciary practices, and any earnings realized by Trustee or its affiliates will be compensation for its bank services in addition to its regular fees; and
- (10) To invest in deposit products of Trustee or its affiliates, or other bank or similar financial institution, subject to the rules and regulations governing such deposits, and without regard to the amount of such deposit, as directed;
- (11) To invest in securities (including stock and the rights to acquire stock) or obligations issued by the Company or an Employer as that term is defined in the Plan(s);
- (12) To appoint custodians, subcustodians, or subtrustees, domestic or foreign (including affiliates of the Trustee), as to part or all of the Trust; provided that the Trustee shall not be liable for the acts or omissions of any subcustodian appointed under this Section;
- (13) To determine, as of the last day of each Plan Year and on such additional dates as designated by the Plan, the fair market value of the assets of the Trust Fund which are publicly traded, as defined in Treas. Reg. §54.4975-7 (b)(iv). The Trustee is directed to reflect Plan assets received through an in-kind transfer from a prior trustee in the Trust records of the Plan at the cost basis provided by the prior trustee and market value as of the date of transfer. The Trustee may rely on valuations provided to it from investment funds without undertaking an independent valuation of such funds. The Plan Administrator shall have the sole fiduciary responsibility to value all other Trust assets, including employer securities, which are not publicly traded as defined above. The Plan Administrator shall be responsible for hiring an independent appraiser to assist it in its valuation responsibilities to the extent required by law or the Plan, deemed prudent by the Plan Administrator. The Plan Administrator shall provide to the Trustee for the preparation of any trust reports the value of any assets over which it has valuation responsibility along with any additional information as requested. The Plan Administrator may have a third party recordkeeper act as its agent to inform the trustee of the value of any asset over which it has valuation responsibility. Any

valuation made by the Trustee or Plan Administrator in good faith shall be binding and conclusive upon all parties to the Plan and this Trust Agreement and upon all persons interested or who may become interested, directly, or indirectly, in the Trust hereby created.

Section 5.3 From time to time the Company may appoint one or more investment managers who shall have investment management and control over all or a portion of the assets of the Trust ("Investment Managers"). The Company shall notify the Trustee in writing of the appointment of the Investment Manager. In the event more than one Investment Manager is appointed, the Company shall determine which assets shall be subject to management and control by each Investment Manager and shall also determine the proportion in which funds withdrawn or disbursed shall be charged against the assets subject to each Investment Manager's management and control. Such Investment Manager shall direct Trustee as to the investment of assets and any voting, tendering, and other appurtenant rights of all securities held in the portion of the Trust over which the Investment Manager is appointed. Trustee shall have no duty or responsibility to review, initiate action, or make recommendations regarding the investment of the Trust assets and shall retain such assets until directed in writing to dispose of them.

Section 5.4 Company may delegate to Trustee the responsibility to manage all or a portion of the Trust if Trustee agrees to do so in writing. Upon written acceptance of that delegation, Trustee shall have full power and authority to invest and reinvest the Trust in investments as provided herein, subject to any investment guidelines provided by Company.

Section 5.5 The Trustee shall have no responsibility to notify the Company of any calls for redemption which do not appear in Standard New York Financial Publications, unless the Trustee actually receives written notice of such call for redemption. The Trustee shall promptly notify the Company of each written notice actually received by the Trustee in the ordinary course of its custodial business hereunder concerning any default of payment in connection with securities held hereunder, call for redemption, exchange offer, tender offer, rights offering, subscription rights, conversion or similar rights, merger, consolidation, reorganization, reclassification or recapitalization, or similar event or proceeding affecting the property held in the Trust, and shall take such action in respect thereto as may be directed in writing by the Company.

Section 5.6 All solicitation fees payable to the Trustee as agent in connection with tender offers or any of the aforementioned proceedings that would not otherwise be payable to the Company will be retained by the Trustee.

Section 5.7 Should any securities held in any depository be called for partial redemption by the issuer of such securities, the Trustee is authorized in the Trustee's sole discretion to allot the called portion to the respective holders in any manner deemed to be fair and equitable in the Trustee's judgment. Securities called for partial redemption must be in the Trust pursuant to an actual rather than provisional credit.

ARTICLE VI **DISPOSITION OF INCOME**

During the term of this Trust, all income received by the Trust, net of expenses and taxes, shall be accumulated and reinvested.

ARTICLE VII **ACCOUNTING BY TRUSTEE**

Trustee shall keep accurate and detailed records of all investments, receipts, disbursements, and all other transactions required to be made, including such specific records as shall be agreed upon in writing between Company and Trustee. Within 60 days following the close of each calendar year and within 60 days after the removal or resignation of Trustee, Trustee shall deliver to Company a written account of its administration of the Trust during such year or during the period from the close of the last preceding year to the date of such removal or resignation, setting forth all investments, receipts, disbursements and other transactions effected by it, including a description of all securities and investments purchased and sold with the cost or net proceeds of such purchases or sales (accrued interest paid or receivable being shown separately), and showing all cash, securities and other property held in the Trust at the end of such year or as of the date of such removal or resignation, as the case may be. Trustee's accounting, if not objected to within 60 days of it being furnished to Company, shall be deemed accepted by Company.

ARTICLE VIII **RESPONSIBILITY OF TRUSTEE**

Section 8.1 Trustee shall act with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent person acting in like capacity and familiar with such matters would use in the conduct of an enterprise of

a like character and with like aims; provided, however, that Trustee shall incur no liability to any person for any action taken pursuant to a direction, request or approval given by Company, and Company shall indemnify and hold harmless the Trustee, its officers, employees, and agents from and against all liabilities, losses, and claims (including reasonable attorney's fees and costs of defense) for actions taken or omitted by Trustee in accordance with the terms of this Trust. In the event of a dispute between Company and a party, Trustee may apply to a court of competent jurisdiction to resolve the dispute.

Section 8.2 If Trustee undertakes or defends any litigation arising in connection with this Trust, Company agrees to indemnify Trustee against Trustee's costs, expenses and liabilities (including, without limitation, attorneys' fees and expenses) relating thereto and to be primarily liable for such payments. If Company does not pay such costs, expenses and liabilities in a reasonably timely manner, Trustee may obtain payment from the Trust.

Section 8.3 As directed by the Company, the trustee may consult with legal counsel (who may also be counsel for Company generally) with respect to any of its duties or obligations hereunder, and Trustee may hire agents, accountants, actuaries, investment advisors, financial consultants or other professionals to assist it in performing any of its duties or obligations hereunder and may rely on any determinations made by such agents and information provided to it by the Company. Company shall pay the expenses for services by such individuals or entities, and if the Company does not pay such expenses in a reasonably timely manner, Trustee may obtain payment from the Trust.

Section 8.4 Trustee shall have, without exclusion, all powers conferred on Trustees by applicable law, unless expressly provided otherwise herein; provided, however, that if an insurance policy is held as an asset of the Trust, Trustee shall have no power to name a beneficiary of the policy other than the Trust, to assign the policy (as distinct from conversion of the policy to a different form) other than to a successor Trustee, or to loan to any person the proceeds of any borrowing against such policy. The Trustee shall not be liable for the failure or omission of any insurance company for any reason to pay any benefits or furnish any services under the policies or contracts. Company shall have the sole responsibility to determine whether any insured under any insurance policy held in the Trust is deceased.

Section 8.5 Notwithstanding any powers granted to Trustee pursuant to this Trust Agreement or to applicable law, Trustee shall not have any power that could give this Trust the objective of carrying on a business and dividing the gains therefrom, within the meaning of section 301.7701-2 of the Procedure and Administrative Regulations promulgated pursuant to the Internal Revenue Code.

Section 8.6 The duties of the Trustee shall be limited to the assets held in the Trust, and the Trustee shall have no duties with respect to assets held by any other person including, without limitation, any other Trustee for the Plan(s). The Company hereby agrees that the Trustee shall not serve as, and shall not be deemed to be, a co-trustee under any circumstances. The Company may request the Trustee to perform a recordkeeping service with respect to property held by others and not otherwise subject to the terms of this Trust Agreement. To the extent the Trustee shall agree to perform this service, its sole responsibility shall be to accurately reflect information on its books which it has received from an authorized party of the custodian of such property.

ARTICLE IX **COMPENSATION AND EXPENSES OF TRUSTEE**

Trustee shall be entitled to reasonable compensation for the services it renders under this Trust. Company shall pay all Trustee's fees and expenses. If not so paid within a reasonable time, the fees and expenses, including, but not limited to, those expenses referenced in Article VIII above, shall be paid from the Trust.

ARTICLE X **RESIGNATION AND REMOVAL OF TRUSTEE**

Section 10.1 Trustee may resign at any time by written notice to Company, which shall be effective 60 days after receipt of such notice unless Company and Trustee agree otherwise.

Section 10.2 Trustee may be removed by Company on 30 days notice or upon shorter notice accepted by Trustee.

Section 10.3 Upon resignation or removal of Trustee and appointment of a successor Trustee, all assets shall subsequently be transferred to the successor Trustee. The transfer shall be completed within 30 days after receipt of all information reasonably required by Trustee to transfer assets to the successor Trustee, unless Company extends the time limit.

Section 10.4 If Trustee resigns or is removed, a successor shall be appointed, in accordance with Article XI hereof, by the effective date of resignation or removal under sections 10.1 and 10.2 of this article. If no such appointment has been made, Trustee may apply to a court of competent jurisdiction for appointment of a successor or for instructions. All expenses of Trustee in connection with the proceeding shall be allowed as administrative expenses of the Trust.

ARTICLE XI **APPOINTMENT OF SUCCESSOR**

Section 11.1 If Trustee resigns or is removed in accordance with Section 10.1 or 10.2 hereof, Company may appoint any third party, such as a bank trust department or other party that may be granted corporate trustee powers under state law, as a successor to replace Trustee upon resignation or removal. The appointment shall be effective when accepted in writing by the new Trustee, who shall have all of the rights and powers of the former Trustee, including ownership rights in the Trust assets. The former Trustee shall execute any instrument necessary or reasonably requested by Company or the successor Trustee to evidence the transfer.

Section 11.2 The successor Trustee need not examine the records and acts of any prior Trustee and may retain or dispose of existing Trust assets, subject to Articles VII and VIII hereof. The successor Trustee shall not be responsible for and Company shall indemnify and defend the successor Trustee from any claim or liability resulting from any action or inaction of any prior Trustee or from any other past event, or any condition existing at the time it becomes successor Trustee.

ARTICLE XII **AMENDMENT OR TERMINATION**

Section 12.1 This Trust Agreement may be amended by a written instrument executed by Trustee and Company. Notwithstanding the foregoing, no such amendment shall make the Trust revocable after it has become irrevocable in accordance with Section 1.2 hereof.

Section 12.2 The Trust shall not terminate until the date on which Plan participants and their beneficiaries are no longer entitled to benefits pursuant to the terms of the Plan(s). Upon termination of the Trust, any assets remaining in the Trust shall be returned to Company.

Section 12.3 Upon written approval of participants or beneficiaries entitled to payment of benefits pursuant to the terms of the Plan(s), Company may terminate this Trust prior to the time all benefit payments under the Plan(s) have been made. All assets in the Trust at termination shall be returned to Company.

ARTICLE XIII **MISCELLANEOUS**

Section 13.1 Any provision of this Trust Agreement prohibited by law shall be ineffective to the extent of any such prohibition, without invalidating the remaining provisions hereof.

Section 13.2 Benefits payable to Plan participants and their beneficiaries under this Trust Agreement may not be anticipated, assigned (either at law or in equity), alienated, pledged, encumbered or subjected to attachment, garnishment, levy, execution or other legal or equitable process.

Section 13.3 This Trust Agreement shall be governed by and construed in accordance with the laws of the State of North Carolina.

Section 13.4 If a provision of this agreement requires that a communication or document be provided to the Trustee in writing or written form, that requirement may also be satisfied by a facsimile transmission, electronic mail or other electronic transmission of text (including electronic records attached thereto), if the Trustee reasonably believes such communication or document has been signed, sent or presented (as applicable) by any person or entity authorized to act on behalf of the Employer or Plan Administrator. If this agreement requires that a communication or document be signed, an electronic signature satisfies that requirement. Any electronic mail or other electronic transmission of text will be deemed signed by the sender if the sender's name or electronic address appears as part of, or is transmitted with, the electronic record. The Trustee will not incur any liability to anyone resulting from actions taken in good faith reliance on such communication or document. Nor shall the Trustee incur any liability in executing instructions from any person or entity authorized to act on behalf of the Employer or Plan Administrator prior to receipt by it of notice of the revocation of the written authority of such person or entity.

Section 13.5 Trustee shall be entitled to rely on any information furnished to it by Company or any other party from whom Trustee is entitled to any information. If any provision of this Trust conflicts with any provision of the Plan, the provisions of this Trust shall control.

Section 13.6 If at any time the Plan fails to meet the requirements of the Internal Revenue Code section 409A, the Company shall determine, withhold, report and remit all taxes thereunder, as applicable.

Section 13.7 Neither the Company nor the Trustee may assign this Trust Agreement without the prior written consent of the other, except that the Trustee may assign its rights and delegate its duties hereunder to any corporation or entity which directly or indirectly is controlled by, or is under common control with, the Trustee. This Trust Agreement shall be binding upon, and inure to the benefit of, the Company and the Trustee and their respective successors and permitted assigns. Any entity which shall by merger, consolidation, purchase, or otherwise, succeed to substantially all the trust business of the Trustee shall, upon each succession and without any appointment or other action by the Company be and become successor Trustee hereunder, upon notification to the Company.

Section 13.8 The Trustee reserves the right to seek a judicial or administrative determination as to its proper course of action under this Trust Agreement. Nothing contained herein will be construed or interpreted to deny the Trustee or the Company the right to have the Trustee's account judicially determined. To the extent permitted by law, only the Trustee and the Company shall be necessary parties in any application to the courts for an interpretation of this Trust Agreement or for an accounting by the Trustee, and no Participant under the Plan(s) or other person having an interest in the Trust shall be entitled to any notice or service of process. Any final judgment entered in such an action or proceeding shall, to the extent permitted by law, be conclusive upon all persons.

Section 13.9 The Company and the Trustee hereby each represent and warrant to the other that it has full authority to enter into this Trust Agreement upon the terms and conditions hereof and that the individual executing this Trust Agreement on its behalf has the requisite authority to bind the Company or the Trustee to this Trust Agreement.

IN WITNESS WHEREOF, Company and Trustee have caused this Agreement to be executed by individuals thereunto duly authorized as of the day and year first above written.

Tech Data Corporation

WELLS FARGO BANK, N.A., Trustee

By /s/ Scott Walker

By /s/ Mary Lou Scribner

Its VP, Treasurer

Its Vice President

And /s/ Jeff Howells

And /s/ Donna C. Balaguer

Its CFO

Its Vice President

Name of Subsidiary	State or Country of Incorporation
Azlan European Finance Limited	UK
Azlan GmbH	Germany
Azlan Group Limited	UK
Azlan Limited	UK
Azlan Logistics Limited	UK
Azlan Overseas Holdings Ltd.	UK
Azlan Scandinavia AB	Sweden
Computer 2000 Distribution Ltd.	UK
Datatechnology Datech Ltd.	UK
Datech 2000 Ltd.	UK
Tech Data Distribution Limited	Ireland
Frontline Distribution Ltd.	UK
Horizon Technical Services (UK) Limited	UK
Horizon Technical Services AB	Sweden
Hotlamps Limited	UK
ISI Distribution Limited	UK
Managed Training Services Limited	UK
Maneboard Limited	UK
Maverick Presentation Products Limited	UK
Quadrangle Technical Services Limited	UK
Screen Expert Limited UK	UK
Specialist Distribution Group (SDG) Limited	UK
TD Brasil Ltda (Brazil)	Brazil
TD Facilities, Ltd. (Partnership)	Texas
TD Fulfillment Services, LLC	Florida
TD Tech Data AB	Sweden
Tech Data Portugal Lda	Portugal
TD United Kingdom Acquisition Limited	UK
Tech Data (Netherlands) B.V.	Netherlands
Tech Data (Schweiz) GmbH	Switzerland
Tech Data bvba	Belgium
Tech Data Canada Corporation	Canada – Nova Scotia
Tech Data Chile S.A.	Chile
Tech Data Colombia S.A.S.	Colombia
Tech Data Corporation (“TDC”)	Florida
Tech Data Denmark ApS	Denmark
Tech Data Deutschland GmbH	Germany
Tech Data Distribution s.r.o.	Czech Republic
Tech Data Education, Inc.	Florida
Tech Data Espana S.L.U.	Spain
Tech Data Europe GmbH	Germany
Tech Data Europe Services and Operations, S.L.	Spain
Tech Data European Management GmbH	Germany
Tech Data Finance Partner, Inc.	Florida
Tech Data Finance SPV, Inc.	Delaware
Tech Data Financing Corporation	Cayman Islands
Tech Data Finland Oy	Finland

Tech Data Florida Services, Inc.	Florida
Tech Data France Holding Sarl	France
Tech Data France SAS	France
Tech Data GmbH & Co OHG	Germany
Tech Data Information Technology GmbH	Germany
Tech Data Global Finance LP	Cayman Islands
Tech Data International Sàrl	Switzerland
Tech Data Italia Srl	Italy
Tech Data Latin America, Inc.	Florida
Tech Data Limited	UK
Tech Data Lux Finance S.à.r.l	Luxembourg
Tech Data Luxembourg S.à.r.l	Luxembourg
Tech Data Management GmbH	Austria
Tech Data Marne SNC	France
Tech Data Mexico S. de R. L. de C. V.	Mexico
Tech Data Midrange GmbH	Germany
Tech Data Mobile Acquisition Limited (formerly known as Brightstar Acquisition Limited)	UK
Tech Data Mobile Cooperatief W.A. (formerly known as Brightstar Cooperatief W.A.)	Netherlands
Tech Data Mobile Limited (formerly known as Brightstar Europe Limited)	UK
Tech Data Mobile Netherlands BV (formerly known as M.C.C BV)	Netherlands
Tech Data Nederland BV	Netherlands
Tech Data Norge AS	Norway
Tech Data Operations Center, SA	Costa Rica
Tech Data Österreich GmbH	Austria
Tech Data Peru S.A.C.	Peru
Tech Data Polska Sp.z.o.o.	Poland
Tech Data Product Management, Inc.	Florida
Tech Data Resources, LLC	Delaware
Tech Data Service GmbH	Austria
Tech Data Servicios, S. de R.L. de C.V.	Mexico
Tech Data Strategy GmbH	Germany
Tech Data Tennessee, Inc.	Florida
Tech Data Uruguay S.A.	Uruguay
Triade Holding BV	Netherlands

At January 31, 2015, all subsidiaries are directly or indirectly owned at least 99% by Tech Data Corporation.

Exhibit 23-A

Consent of Independent Registered Certified Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements of Tech Data Corporation:

- (1) Registration Statement (Form S-8 No. 33-161687) pertaining to the 2009 Equity Incentive Plan
- (2) Registration Statement (Form S-8 No. 33-144298) pertaining to the Amended and Restated 2000 Equity Incentive Plan
- (3) Registration Statement (Form S-8 No. 33-62181) pertaining to the 1995 Non-employee Director Stock Option Plan
- (4) Registration Statement (Form S-8 No. 33-60479) pertaining to the 1995 Employee Stock Purchase Plan

of our reports dated March 26, 2015 with respect to the consolidated financial statements and schedule of Tech Data Corporation and subsidiaries and the effectiveness of internal control over financial reporting of Tech Data Corporation and subsidiaries, included in this Annual Report (Form 10-K) of Tech Data Corporation for the year ended January 31, 2015.

/s/ Ernst & Young LLP

Tampa, Florida
March 26, 2015

Certification of Chief Executive Officer
Pursuant to
Exchange Act Rules 13a-14(a) and 15d-14(a)
As Adopted Pursuant to
Section 302 of The Sarbanes-Oxley Act of 2002

I, Robert M. Dutkowsky, certify that:

1. I have reviewed this annual report on Form 10-K of Tech Data Corporation (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)), and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: March 26, 2015

/s/ ROBERT M. D UTKOWSKY

Robert M. Dutkowsky
Chief Executive Officer

Certification of Chief Financial Officer
Pursuant to
Exchange Act Rules 13a-14(a) and 15d-14(a)
As Adopted Pursuant to
Section 302 of The Sarbanes-Oxley Act of 2002

I, Jeffery P. Howells, certify that:

1. I have reviewed this annual report on Form 10-K of Tech Data Corporation (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)), and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: March 26, 2015

/s/ JEFFERY P. HOWELLS

Jeffery P. Howells
Executive Vice President and
Chief Financial Officer

Certification of Chief Executive Officer
Pursuant to
18 U.S.C. Section 1350,
As Adopted Pursuant to
Section 906 of The Sarbanes-Oxley Act of 2002

I, Robert M. Dutkowsky, Chief Executive Officer of Tech Data Corporation (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to my knowledge:

- (i) The Annual Report on Form 10-K of Tech Data Corporation for the annual period ended January 31, 2015 (the “Report”) fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, (15 U.S.C. 78m), and
- (ii) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 26, 2015

/s/ R OBERT M. D UTKOWSKY

Robert M. Dutkowsky
Chief Executive Officer

Certification of Chief Financial Officer
Pursuant to
18 U.S.C. Section 1350,
As Adopted Pursuant to
Section 906 of The Sarbanes-Oxley Act of 2002

I, Jeffery P. Howells, Executive Vice President and Chief Financial Officer of Tech Data Corporation (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that, to my knowledge:

- (i) The Annual Report on Form 10-K of Tech Data Corporation for the annual period ended January 31, 2015 (the “Report”) fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, (15 U.S.C. 78m), and
- (ii) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: March 26, 2015

/s/ JEFFERY P. HOWELLS

Jeffery P. Howells
Executive Vice President and
Chief Financial Officer