



State of California

Secretary of State

Corporate Disclosure Statement
(Domestic Stock and Foreign Corporations)

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There is no fee for filing the Corporate Disclosure Statement.

IMPORTANT — PLEASE READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. CORPORATE NAME

Apple Inc.

C0806592

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FILED
Secretary of State
State of California

FEB 12 2014

Independent Auditor

2. NAME OF THE INDEPENDENT AUDITOR THAT PREPARED THE MOST RECENT AUDITOR'S REPORT

Ernst & Young LLP

3. DESCRIPTION OF OTHER SERVICES, IF ANY, PERFORMED BY THE INDEPENDENT AUDITOR NAMED IN ITEM 2
See Exhibit A attached hereto4. NAME OF THE INDEPENDENT AUDITOR EMPLOYED BY THE CORPORATION ON THE DATE OF THIS STATEMENT, IF DIFFERENT FROM ITEM 2
Not applicable

Directors and Executive Officers

5. NAMES OF DIRECTORS	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
1) See Item B on Attachment				<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
2)				<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
3)				<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO

IF THE CORPORATION HAS ADDITIONAL DIRECTORS, COMPLETE ITEM B OF THE ATTACHMENT (FORM SI-PTA).

6a. NAMES OF EXECUTIVE OFFICERS	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
1) Eduardo Cue	\$2,647,105	0	0	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
2) Peter Oppenheimer	\$2,632,852	0	0	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
3) Daniel Riccio	\$2,632,852	0	0	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
4) D. Bruce Sewell	\$2,629,027	0	0	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
5) Jeffrey Williams	\$2,632,852	0	0	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO

6b. CHIEF EXECUTIVE OFFICER (if not named in 6a)	COMPENSATION	SHARES	OPTIONS	BANKRUPTCY	FRAUD
Timothy Cook	\$4,252,727	0	0	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO

6c. ADDITIONAL EXECUTIVE OFFICERS (if not named in 6a or 6b)

1)	<input type="checkbox"/> BANKRUPTCY <input type="checkbox"/> FRAUD
2)	<input type="checkbox"/> BANKRUPTCY <input type="checkbox"/> FRAUD
3)	<input type="checkbox"/> BANKRUPTCY <input type="checkbox"/> FRAUD

IF MORE SPACE IS NEEDED, ENTER ADDITIONAL INFORMATION IN ITEM D OF THE ATTACHMENT (FORM SI-PTA).

Loans to Members of the Board of Directors

7. NAMES OF DIRECTORS	DESCRIPTION OF LOAN (INCLUDING AMOUNT AND TERMS)
1)	
2)	
3)	

IF THE CORPORATION HAS MADE ADDITIONAL LOANS TO DIRECTORS, COMPLETE ITEM C OF THE ATTACHMENT (FORM SI-PTA).

Additional Statutory Disclosures

8. Has an order for relief been entered in a bankruptcy case with respect to the corporation during the preceding 10 years? ☐ YES ☒ NO
9. Has the corporation or any of its subsidiaries been a party to, or any of their property been subject to, any material pending legal proceedings, as specified by Item 103, Part 229 of SEC Regulation S-K? If yes, attach a description. ☐ YES ☒ NO
10. Has the corporation been found legally liable in any material legal proceeding during the preceding five years? If yes, attach a description. ☐ YES ☒ NO
11. By submitting this Corporate Disclosure Statement to the Secretary of State, the corporation certifies the information contained herein, including any attachments, is true and correct.

Gene Levoff

TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM

SIGNATURE

Sr Director, Corp Law

TITLE

DATE

2-12-14

SI-PT (REV 01/2013)

APPROVED BY SECRETARY OF STATE

1/5



State of California Secretary of State

Attachment to Corporate Disclosure Statement (Domestic Stock and Foreign Corporations)

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IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM

A. CORPORATE NAME Apple Inc.

B. Additional Directors (Continued from Item 5 on Form SI-PT)

NAMES OF DIRECTORS	COMPENSATION *	SHARES	OPTIONS	BANKRUPTCY	FRAUD
4) William Campbell	\$315,671	562		<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
5) Millard Drexler	\$305,817	562		<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
6) Al Gore	\$303,766	562		<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
7) Robert Iger	\$305,189	562		<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
8) Andrea Jung	\$326,292	562		<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
9) Arthur Levinson	\$508,213	562		<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
10) Ronald Sugar	\$326,832	562		<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
11)				<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
12)				<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
13)				<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
14)				<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
15)				<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
16)				<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
17)				<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO
18)				<input type="checkbox"/> YES <input type="checkbox"/> NO	<input type="checkbox"/> YES <input type="checkbox"/> NO

IF THE CORPORATION HAS ADDITIONAL DIRECTORS, ATTACH ADDITIONAL PAGES AS NEEDED.

C. Additional Loans to Members of the Board of Directors (Continued from Item 7 on Form SI-PT)

NAMES OF DIRECTORS	DESCRIPTION OF LOAN (INCLUDING AMOUNT AND TERMS)
4)	
5)	
6)	
7)	
8)	

IF THE CORPORATION HAS MADE ADDITIONAL LOANS TO DIRECTORS, ATTACH ADDITIONAL PAGES AS NEEDED.

D. Additional Information (Please reference item number from Form SI-PT or Form SI-PTA, as applicable)

Item 3. With reference to Item 3, please see "Principal Accounting Fees and Services" attached hereto as Exhibit A, excerpted from Apple Inc.'s 2014 Proxy Statement, as filed with the Securities and Exchange Commission (the "SEC") on January 10, 2014, which is incorporated by reference into Part III, Item 14 of Apple Inc.'s Annual Report on Form 10-K for the fiscal year ended September 28, 2013, as filed with the SEC on October 30, 2013 (the "2013 10-K").

Item 9. With reference to Item 9, please see "Legal Proceedings" attached hereto as Exhibit B, excerpted from Part I of the 2013 10-K. In the opinion of management, there was not at least a reasonable possibility Apple Inc. may have incurred a material loss, or a material loss in excess of a recorded accrual, with respect to loss contingencies. However, the outcome of legal proceedings and claims brought against Apple Inc. is subject to significant uncertainty.

* The amount shown includes value of stock awards.

Apple Inc.
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EXHIBIT A

Item 14. Principal Accounting Fees and Services

The following table shows the fees accrued or paid to the Company's independent registered public accounting firm for the years ended September 28, 2013 and September 29, 2012.

	Ernst & Young LLP	
	2013	2012
	(\$)	(\$)
Audit Fees(1)	8,417,200	7,080,500
Audit-Related Fees(2).....	462,800	378,800
Tax Fees(3)	495,600	225,300
All Other Fees.....	—	—
Total	<u>9,375,600</u>	<u>7,684,600</u>

- (1) Audit fees relate to professional services rendered in connection with the audit of the Company's annual financial statements and internal control over financial reporting, quarterly review of financial statements included in the Company's Quarterly Reports on Form 10-Q and audit services provided in connection with other statutory and regulatory filings.
- (2) Audit-related fees comprise fees for professional services that are reasonably related to the performance of the worldwide audit or review of the Company's financial statements.
- (3) Tax fees relate to professional services rendered in connection with tax audits, international tax compliance, and international tax consulting and planning services.

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EXHIBIT B

Item 3. Legal Proceedings

The Company is subject to the various legal proceedings and claims discussed below as well as certain other legal proceedings and claims that have not been fully resolved and that have arisen in the ordinary course of business. In the opinion of management, there was not at least a reasonable possibility the Company may have incurred a material loss, or a material loss in excess of a recorded accrual, with respect to loss contingencies. However, the outcome of legal proceedings and claims brought against the Company is subject to significant uncertainty. Therefore, although management considers the likelihood of such an outcome to be remote, if one or more of these legal matters were resolved against the Company in a reporting period for amounts in excess of management's expectations, the Company's consolidated financial statements for that reporting period could be materially adversely affected. See the risk factor "*The Company could be impacted by unfavorable results of legal proceedings, such as being found to have infringed on intellectual property rights*" in Part I, Item 1A of the Company's annual report on Form 10-K for the fiscal year ended September 28, 2013 under the heading "Risk Factors." The Company settled certain matters during the fourth quarter of 2013 that did not individually or in the aggregate have a material impact on the Company's financial condition and results of operations.

The Apple iPod iTunes Antitrust Litigation (formerly Charoensak v. Apple Computer, Inc. and Tucker v. Apple Computer, Inc.); Somers v. Apple Inc. These related cases were filed on January 3, 2005, July 21, 2006 and December 31, 2007 in the United States District Court for the Northern District of California on behalf of a purported class of direct and indirect purchasers of iPods and iTunes Store content, alleging various claims including alleged unlawful tying of music and video purchased on the iTunes Store with the purchase of iPods and unlawful acquisition or maintenance of monopoly market power under §§1 and 2 of the Sherman Act, the Cartwright Act, California Business & Professions Code §17200 (unfair competition), the California Consumer Legal Remedies Act and California monopolization law. Plaintiffs are seeking unspecified compensatory and punitive damages for the class, treble damages, injunctive relief, disgorgement of revenues and/or profits and attorneys fees. Plaintiffs are also seeking digital rights management free versions of any songs downloaded from iTunes or an order requiring the Company to license its digital rights management to all competing music players. On September 3, 2013, the U.S. Ninth Circuit Court of Appeals upheld the District Court's dismissal of the indirect purchaser case, *Somers v. Apple Inc.* The remaining direct purchaser cases are currently pending.

Apple eBooks Antitrust Litigation (United States of America v. Apple Inc., et al.) On April 11, 2012, the U.S. Department of Justice (the "DOJ") filed a civil antitrust action against the Company and five major book publishers in the U.S. District Court for

the Southern District of New York, alleging an unreasonable restraint of interstate trade and commerce in violation of §1 of the Sherman Act and seeking, among other things, injunctive relief, the District Court's declaration that the Company's agency agreements with the publishers are null and void and/or the District Court's reformation of such agreements. The DOJ's complaint asserted, among other things, that the decision by the five publishers to shift to an agency model to sell eBooks and their agreements with the Company were an attempt to "raise, fix and stabilize retail e-book prices, to end price competition among e-book retailers, and to limit retail price competition." The Company filed a response to the DOJ complaint in late May 2012, denying the DOJ's allegations. All five publishers reached a settlement with the DOJ, which required the publishers to terminate their agreements with the Company and renegotiate new agreements pursuant to the terms of their settlement with the DOJ. On July 10, 2013, the District Court found, following a bench trial, that the Company conspired to restrain trade in violation of §1 of the Sherman Act and relevant state statutes to the extent those laws are congruent with §1 of the Sherman Act. The District Court entered a permanent injunction, which took effect on October 6, 2013 and will be in effect for five years unless the judgment is overturned on appeal. A damages trial is set for May 2014. The Company has appealed the District Court's decision.