Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 04/01/2009 and ending 03/31/2010

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
WW NORTON COMPANY EMPLOYEES PROFIT SHARING TRUST

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/01/1960

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
WW NORTON COMPANY INC

500 FIFTH AVENUE
NEW YORK, NY 10110

2b Employer Identification Number (EIN) 13-5283680

2c Sponsor's telephone number 212-354-5500

2d Business code (see instructions) 511130

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	01/10/2011	STEPHEN R. KING
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
WW NORTON COMPANY INC

500 FIFTH AVENUE
NEW YORK, NY 10110

3b Administrator's EIN
13-5283680

3c Administrator's telephone number
212-354-5500

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	450
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	451
b	Retired or separated participants receiving benefits	**6b**	
c	Other retired or separated participants entitled to future benefits	**6c**	7
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	458
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	458
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	458
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	25
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)		**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)		**C** (Service Provider Information)
(5)		**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 04/01/2009 and ending 03/31/2010

A Name of plan
WW NORTON COMPANY EMPLOYEES PROFIT SHARING TRUST

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WW NORTON COMPANY INC

D Employer Identification Number (EIN)
13-5283680

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	16433	1993
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	400000	800000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1153996	1625270
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	44150	52978
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	9602586	13677220
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	5522780	5961339
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	16739945	22118800
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k		
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	16739945	22118800

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	800000	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		800000
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	3516	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	3592	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		7108
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	203981	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	252563	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		456544
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	438558	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		438558
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		4276929
c Other income	2c		11892
d Total income. Add all **income** amounts in column (b) and enter total	2d		5991031
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	612176	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		612176
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		612176
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		5378855
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [X] Unqualified (2) [ ] Qualified (3) [ ] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [ ] Yes [X] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CYPHER CYPHER (2) EIN: 25-1385288

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

W.W. NORTON & COMPANY, INC.
EMPLOYEES' PROFIT-SHARING TRUST

NEW YORK, NEW YORK

FINANCIAL STATEMENTS & SUPPLEMENTAL INFORMATION

YEARS ENDED MARCH 31, 2010 AND 2009

W.W. NORTON & COMPANY, INC.
EMPLOYEES' PROFIT-SHARING TRUST

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Cypher & Cypher

210 West Pike Street
Canonsburg, Pennsylvania 15317
724.745.3543 tel
724.745.3390 fax
www.cypherpa.com

Accountants | Auditors | Advisors

Independent Auditor's Report

To The Trustees of
W.W. Norton & Company, Inc.
Employees' Profit-Sharing Trust
500 Fifth Avenue
New York, New York 10110

We have audited the accompanying statement of net assets available for benefits of W.W. Norton & Company, Inc. Employees' Profit-Sharing Trust as of March 31, 2010 and 2009, and the related statement of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. 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 audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of W.W. Norton & Company, Inc. Employees' Profit-Sharing Trust as of March 31, 2010 and 2009, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedules of assets held for investment at year end, and reportable transactions are presented for additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

CYPHER & CYPHER

CERTIFIED PUBLIC ACCOUNTANTS

November 19, 2010
Pittsburgh, Pennsylvania

W.W. NORTON & COMPANY, INC.
EMPLOYEES' PROFIT-SHARING TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
MARCH 31, 2010 AND 2009

	2010	2009
ASSETS		
Investments, at fair value - See Notes 6 and 7		
Money market funds & cash and cash equivalents	$ 1,627,263	$ 1,170,429
W.W. Norton & Company, Class B common stock	5,961,339	5,522,780
Registered Investment Companies - mutual funds	13,677,220	9,602,586
Participant loans - See Note 5	52,978	44,150
Total Investments	21,318,800	16,339,945
Receivables:		
Employer contribution receivable	800,000	400,000
Total Receivables	800,000	400,000
Total Assets	22,118,800	16,739,945
NET ASSETS AVAILABLE FOR BENEFITS	$ 22,118,800	$ 16,739,945

See accompanying notes and accountant's report.

W.W. NORTON & COMPANY, INC.
EMPLOYEES' PROFIT-SHARING TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED MARCH 31, 2010 AND 2009

	2010	2009
ADDITIONS		
Additions to net assets attributable to:		
Investment Income:		
Interest Income	$ 3,515	$ 18,309
Participant Loan Interest	3,592	4,507
Dividends	456,544	610,357
Net appreciation in fair value of investments - Note 6	4,715,487	(5,899,194)
Total Investment Income	5,179,138	(5,266,021)
Contributions:		
Employer Contributions	800,000	400,000
Participants' rollover	-	-
Total Contributions	800,000	400,000
Other Income	11,893	1,657
Total Additions	5,991,031	(4,864,364)
DEDUCTIONS		
Deductions from assets attributable to:		
Benefits paid to participants	612,176	1,287,635
Other expenses	-	-
Total Deductions	612,176	1,287,635
Increase in net assets available for benefits	5,378,855	(6,151,999)
Net Assets Available for Benefits, beginning of year	16,739,945	22,891,944
Net Assets Available for Benefits, end of year	$ 22,118,800	$ 16,739,945

See accompanying notes and accountant's report.

W.W. NORTON & COMPANY, INC.
EMPLOYEES' PROFIT-SHARING TRUST
NOTES TO FINANCIAL STATEMENTS
YEAR ENDED MARCH 31, 2010 AND 2009

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The summary of significant accounting policies of W.W. Norton & Company, Inc. Employees' Profit-Sharing Trust (the "Plan") is presented to assist in understanding the Plan's financial statements.

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis. Certain accounts in the prior year financial statements have been reclassified to conform with the current year presentation.

Valuation of Investments and Income Recognition

The Plan's investments are stated at fair value. If available, quoted market prices are used to value investments.

Realized gains and losses on disposal of investments are calculated on a first-in first-out basis.

Interest and dividend income is recorded as earned.

NOTE 2 – DESCRIPTION OF PLAN

The following description of the Plan provides only general information. Participants should refer to the Summary Plan Description and Plan Agreement for specific information regarding the Plan's provisions.

The Plan covers eligible employees, as defined, of W.W. Norton and Company, Inc., National Book Company, Inc., W.W. Norton, Inc., and Liveright Publishing Corporation, Inc. (of which there are currently no participants).

The Plan is a defined contribution plan which was established by W.W. Norton & Company, Inc. (the "Company" and "Plan Administrator") effective April 1, 1960, in order to further assist its employees in building additional income and security for their retirement years. The Plan was amended and restated effective April 1, 1989 and March 30, 1995. The Plan has since been amended to comply with applicable requirements of the Internal Revenue Code (IRC).

Eligibility
The Plan covers all employees who have completed 250 hours of service in any three-month period. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). However, if employees don't meet this requirement but complete 1,000 hours of service in any 12-month period, the employee shall be eligible to become a member on the entry date upon the end of such 12-month period.

Contributions
Employer contributions to the Plan are made at the discretion of the employer's Board of Directors, subject to defined limits, and may be discontinued at any time. In general, contributions are allocated among participant accounts in the ratio which each member's annual compensation bears to the total annual compensation. Forfeitures are allocated in the same manner as contributions.

Vesting
Participant account balances vest 20% at three years of service, as defined, with an additional 20% vesting for each year of service thereafter. In the event of a termination of the Plan, the participants become fully vested in their account balance. New employees of the Company may roll over their benefits formerly accumulated under a different plan into the profit-sharing trust. Effective December 31, 1989, optional employee contributions are no longer permitted.

Payment of Benefits
On termination of service due to death, disability or retirement, a participant may elect to receive an amount equal to the value of the participant's vested interest in his or her account in either a lump-sum amount, or in annual installments over a five-year period. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

Benefits are recorded when paid.

Participant Accounts
Each participant's account is credited with an allocation of (a) the Company's contribution, (b) Plan earnings or loss, and (c) forfeitures of terminated participant's non-vested accounts. Allocations are based on participant earnings or account balances, as defined. The participants direct the investment of the contributions credited to the participant's account into one of two investment options, which has been made available to them. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Cost and Expenses
Substantially all costs and expenses of administering the Plan are paid by the Company.

Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of 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.

Risks and Uncertainties
The Plan provides for various investment options. Investments are exposed to various risks such as interest rate, credit and overall market volatility risks. Due to the level of risk associated with certain investments and the level of uncertainty related to changes in the value of investments, it is at least reasonably possible that the changes in risks in the near term would materially affect participant's account balances and the amounts reported in the accompanying financial statements.

NOTE 3 – PLAN TERMINATION

Although it has not expressed any intention to do so, the Company reserves the right to amend or terminate the Plan subject to the provisions of the ERISA. If the Plan is amended, the amendment will not affect the benefit earned to date or the vested interest of the participants. If the Plan is terminated, participants will become 100% vested in their account balances.

NOTE 4 – INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Plan Committee, in a letter dated March 10, 2003, that the Plan is qualified and the trust established under the Plan is tax-exempt under the appropriate sections of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Accordingly, no provision for federal taxes has been made in the accompanying financial statements.

NOTE 5 – LOANS TO PARTICIPANTS

Participants may borrow money from the Plan in an amount up to 50% of their vested interest in the participant's individual account. These loans bear interest at the rate of 1% in excess of the prime rate. Interest rates range from 4.25% to 9.25% per annum.

NOTE 6 – INVESTMENTS

The following represents investments at fair value in excess of 5% of the Plan's net assets.

	March 31, 2010	March 31, 2009
W. W. Norton & Company, Class B common stock	$ 5,961,339	$ 5,522,780
Vanguard - Total Stock Market Index - Institutional	5,228,647	3,916,731
Vanguard - Total International Stock Index	2,420,647	1,732,803
Vanguard - Windsor II Fund - Admiral	1,643,323	1,062,197
Vanguard - PRIMECAP Fund - Admiral	1,626,773	1,103,898
Vanguard - Prime Money Market	1,617,872	1,153,996
Vanguard - Total Bond Index - Admiral	1,312,782	892,268

During 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held for the year) appreciated in value as follows:

	Year ended March 31, 2010	Year ended March 31, 2009
W. W. Norton & Company, Class B common stock	$ 438,558	$ 70,118
Registered Investment Companies	4,276,929	(5,937,900)
	$ 4,715,487	$ (5,867,782)

NOTE 7 – FAIR VALUE MEASUREMENTS

FASB Statement No. 157, Fair Value Measurements, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB No. 157 are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted market prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2 – Inputs to the valuation methodology include: Quoted prices for similar assets or liabilities in active markets; Quoted prices for identical or similar assets or liabilities in inactive markets; Inputs for other than quoted prices that are observable for the asset or liability; Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liabilities fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used for assets used at March 31, 2010 and 2009.

Mutual funds: Valued at the net asset value (NAV) of shares held by the plan at year end.

Employer Securities: Securities in W.W. Norton & Company, Inc. stock are valued according to the formula defined in the W.W. Norton & Company, Inc. shareholder's agreement, which approximates fair value.

Participant Loans: Valued at cost, which approximates fair value.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. The following table sets forth by level within the fair value hierarchy, the plan's assets at fair value as of March 31, 2010.

	Level 1	Level 3	Total
Registered Investment Company Mutual Funds - also inclusive of mutual funds with cash & cash equivalent characteristics	$ 15,302,490	$ -	$ 15,302,490
W.W. Norton & Company, Inc. Class B Common Stock	-	5,961,339	5,961,339
Participant Loans	-	52,978	52,978
Total Assets at Fair Value	$ 15,302,490	$ 6,014,317	$ 21,316,807

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended March 31, 2010:

	W.W. Norton Class B Common Stock	Participant Loans
Beginning Balance	$ 5,522,780	$ 44,150
Purchases, sales, issuances and settlements	438,559	8,828
Ending Balance	$ 5,961,339	$ 52,978

NOTE 8 – DEFERRED VESTED BENEFITS

Participants that have withdrawn participation in the earnings and operations of the Plan with vested balances totaled $770,917 and $152,074 during 2010 and 2009.

NOTE 9 – PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are Class B shares of W.W. Norton & Company, Inc. which company is the plan sponsor and, therefore, these transactions qualify as party-in-interest transactions.

SUPPLEMENTAL INFORMATION

W.W. NORTON & COMPANY, INC.
EMPLOYEES' PROFIT SHARING TRUST
FORM 5500 - SCHEDULE H, PART IV, LINE4I
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 13-5283680 PLAN NO. 001
AS OF MARCH 31, 2010

Shares	Description	Cost	Current Value
180,298	Vanguard - Total Stock Market Index - Institutional	$ 5,715,490	$ 5,228,647
165,458	Vanguard - Total International Stock Index	3,164,708	2,420,647
36,904	Vanguard - Windsor II Fund - Admiral	2,225,646	1,643,323
25,470	Vanguard - PRIMECAP Fund - Admiral	1,902,644	1,626,773
$1 Par	Vanguard - Prime Money Market	1,617,872	1,617,872
125,866	Vanguard - Total Bond Market Index - Admiral	1,270,051	1,312,782
12,860	Vanguard - Explorer Fund - Admiral	919,465	744,190
42,814	Vanguard - Strategic Equity Fund	984,425	700,858
127,488	W.W. Norton & Company, Class B **	2,323,518	5,961,339
$1 Par	Vanguard Money Market	7,398	7,398
	JP Morgan Chase	1,993	1,993
	Participant Loans - Interest rates ranging from 4.25% to 9.25%	52,978	52,978
		$ 20,186,188	$ 21,318,800

** Party In Interest

Form **5558**
(Rev. January 2006)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File Certain Employee Plan Returns

▶ For Privacy Act and Paperwork Reduction Act Notice, see instructions on page 3.

OMB No. 1545-0212

File With IRS Only

Part I Identification

A Name of filer, plan administrator, or plan sponsor (see instructions)
W.W. NORTON & COMPANY INC

Number, street, and room or suite no. (If a P.O. box, see instructions)
500 FIFTH AVENUE

City or town, state, and ZIP code
NEW YORK, NY 10110

B Filer's identifying number (see instructions).
☑ Employer identification number (EIN).
13 5283680
☐ Social security number (SSN)

C Plan name	Plan number	Plan year ending— MM	DD	YYYY
1 W.W. NORTON & COMPANY INC RETIREMENT SAVINGS PLAN	002	03	31	2010
2 W.W. NORTON & COMPANY INC 401K	003	03	31	2010
3 W.W. NORTON & COMPANY INC PROFIT SHARING PLAN	001	03	31	2010

Part II Extension of Time to File Form 5500 or Form 5500-EZ *(see instructions)*

1 I request an extension of time until 01 / 15 / 2011 to file Form 5500 or Form 5500-EZ.

The application is automatically approved to the date shown on line 1 (above) if: (a) the Form 5558 is filed on or before the normal due date of Form 5500 or 5500-EZ for which this extension is requested, and (b) the date on line 1 is no more than 2½ months after the normal due date.

You must attach a copy of this Form 5558 to each Form 5500 and 5500-EZ filed after the due date for the plans listed in C above.

Note. A signature is not required if you are requesting an extension to file Form 5500 or Form 5500-EZ.

Part III Extension of Time to File Form 5330 *(see instructions)*

2 I request an extension of time until ____ / ____ / ____ to file Form 5330.
You may be approved for up to a six (6) month extension to file Form 5330, after the normal due date of Form 5330.

a Enter the Code section(s) imposing the tax . . . . . ▶ a

b Enter the payment amount attached . . . . . ▶ b

c For excise taxes under section 4980 or 4980F of the Code, enter the reversion/amendment date . . . ▶ c

3 **State in detail why you need the extension**

Under penalties of perjury, I declare that to the best of my knowledge and belief, the statements made on this form are true, correct, and complete, and that I am authorized to prepare this application.

Signature ▶ _____ **Date** ▶

KH /4 201003 201042 1341 A 2 1224 216

29077-275-10525-0 TE 135283680

Department of the Treasury
Internal Revenue Service
OGDEN, UT 84201-0073

Date of this notice: NOV. 1, 2010
Taxpayer Identifying Number:
13-5283680
Form: 5500/8955-SSA
Tax Period: MAR. 31, 2010
Plan Number: 001
For assistance you may call us at:
1-877-829-5500
Or you may write to us at the address shown at the left.

000765.786180.0003.001 1 MB 0.382 375

WW NORTON & COMPANY INC
500 FIFTH AVENUE
NEW YORK NY 10110-0002997

000765

APPLICATION FOR EXTENSION OF TIME TO FILE AN EMPLOYEE PLAN RETURN - APPROVED

We received your Form 5558, Application for Extension of Time to File an Employee Plan Return, for the return (form), plan number, and tax period identified above. Your request was approved. The due date to file your return is extended to JAN. 15, 2011. This letter is notification of your approved extension and should be kept with your records.

If you have any questions, please call us at the number shown above, or you may write us at the address shown at the top left of this letter.

For general information, tax forms, and publications, visit www.irs.gov. Employee Plan information is on the "Retirement Plans Community" tab.

W.W. NORTON & COMPANY, INC.
EMPLOYEES' PROFIT SHARING TRUST
FORM 5500 - SCHEDULE H, PART IV, LINE4I
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 13-5283680 PLAN NO. 001
AS OF MARCH 31, 2010

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127,488	W.W. Norton & Company, Class B **	2,323,518	5,961,339
$1 Par	Vanguard Money Market	7,398	7,398
	JP Morgan Chase	1,993	1,993
	Participant Loans - Interest rates ranging from 4.25% to 9.25%	52,978	52,978
		$ 20,186,188	$ 21,318,800

** Party In Interest