

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), 6057(b), 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 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ 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:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information		
1a Name of plan	ZEBRA TECHNOLOGIES CORPORATION PROFIT SHARING AND SAVINGS PLAN		1b Three-digit plan number (PN) ▶
			002
			1c Effective date of plan
			06/01/1984
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)	2b Employer Identification Number (EIN)		
ZEBRA TECHNOLOGIES CORPORATION	36-2675536		
TOM NOBLE	2c Sponsor's telephone number		
475 HALF DAY ROAD, SUITE 500	847-793-6908		
LINCOLNSHIRE, IL 60069	2d Business code (see instructions)		
	334110		

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.	09/12/2014	JIM KAPUT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/12/2014	JIM KAPUT
	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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)
RONALD ARCULEO DELOITTE TAX LLP 1700 MARKET STREET PHILADELPHIA, PA 19103			215-246-2300

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
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:		3c Administrator's telephone number
a Sponsor's name		
4b EIN		
4c PN		
5 Total number of participants at the beginning of the plan year		5 2121
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 1500
b Retired or separated participants receiving benefits		6b 0
c Other retired or separated participants entitled to future benefits		6c 576
d Subtotal. Add lines 6a , 6b , and 6c		6d 2076
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e 7
f Total. Add lines 6d and 6e		6f 2083
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g 2030
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h 82
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 Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2R 2S 2T 3F 3H		

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

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	(1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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	b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☐ A (Insurance Information)
	(4) ☒ C (Service Provider Information)
	(5) ☐ D (DFE/Participating Plan Information)
	(6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>ZEBRA TECHNOLOGIES CORPORATION PROFIT SHARING AND SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ZEBRA TECHNOLOGIES CORPORATION</u>	D Employer Identification Number (EIN) <u>36-2675536</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

AMERICAN FUNDS P.O. BOX 6007
INDIANAPOLIS, IN 46206

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

LSV ASSET MANAGEMENT 155 NORTH WACKER DRIVE
SUITE 4600
CHICAGO, IL 60606

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PIMCO FUNDS DIST. INST P.O. BOX 55060
BOSTON, MA 02205

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ROYCE FUNDS 745 FIFTH AVE
NEW YORK, NY 10151

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

VANGUARD MARKETING CORP

100 VANGUARD BLVD
MALVERN, PA 19355

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

HEWITT ENNISKNUPP, INC.

39584 TREASURY CENTER
CHICAGO, IL 60694

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 50	NONE	86750	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FINANCIAL ENGINES

1050 ENTERPRISE WAY,
3RD FLOOR
SUNNYVALE, CA 94089

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
26 50	NONE	80354	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

CROWE HORWATH

P.O. BOX 145415
CINCINNATI, OH 45250

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	19800	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

T ROWE PRICE RPS INC

100 EAST PRATT STREET
BALTIMORE, MD 21202

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 21 25 28 33 37 38 49 50 52 55 57 59 62 64 65	NONE	12380	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
71			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

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 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>		
A Name of plan <u>ZEBRA TECHNOLOGIES CORPORATION PROFIT SHARING AND SAVINGS PLAN</u>		B Three-digit plan number (PN) ► <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ZEBRA TECHNOLOGIES CORPORATION</u>		D Employer Identification Number (EIN) <u>36-2675536</u>

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	363831	426385
(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)		
(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)	3971992	4115535
(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)	164626455	204628681
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(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	168962278	209170601

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	168962278	209170601
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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)	4867757	
(B) Participants	2a(1)(B)	11470197	
(C) Others (including rollovers)	2a(1)(C)	1593581	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		17931535
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(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)	171662	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		171662
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	4250973	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4250973
(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)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(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)		31845562
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		54199732

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	13788201	
(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)		13788201
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)	190828	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	12380	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		203208
j Total expenses. Add all expense amounts in column (b) and enter total	2j		13991409

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		40208323
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) ☒ 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 ☒ No

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

(1) Name: CROWE HORWATH

(2) EIN: 35-0921680

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

- 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.)
- 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.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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.)		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.)		X	
e Was this plan covered by a fidelity bond?	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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?		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?		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.)	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.)		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?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		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.			

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)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 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 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>ZEBRA TECHNOLOGIES CORPORATION PROFIT SHARING AND SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ZEBRA TECHNOLOGIES CORPORATION</u>	D Employer Identification Number (EIN) <u>36-2675536</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>52-1481931</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____	If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

ZEBRA TECHNOLOGIES CORPORATION

PROFIT SHARING AND SAVINGS PLAN

Lincolnshire, Illinois

FINANCIAL STATEMENTS

December 31, 2013 and 2012

ZEBRA TECHNOLOGIES CORPORATION
PROFIT SHARING AND SAVINGS PLAN
Lincolnshire, Illinois

FINANCIAL STATEMENTS
December 31, 2013 and 2012

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INDEPENDENT AUDITOR'S REPORT

To the Benefits Committee of the Zebra Technologies
Corporation Profit Sharing and Savings Plan
Lincolnshire, Illinois

Report on the Financial Statements

We have audited the accompanying financial statements of the Zebra Technologies Corporation Profit Sharing and Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits 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 involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Zebra Technologies Corporation Profit Sharing and Savings Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The information included in the 2013 supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) is presented for purposes of additional analysis and is not a required part of the financial statements but is 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. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Crowe Horwath LLP

Crowe Horwath LLP

Oak Brook, Illinois
July 30, 2014

ZEBRA TECHNOLOGIES CORPORATION
PROFIT SHARING AND SAVINGS PLAN

Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	December 31, 2013	December 31, 2012
Assets:		
Investments, at fair value:		
Mutual funds	\$ 204,628,681	\$ 164,626,455
Total investments	<u>204,628,681</u>	<u>164,626,455</u>
Receivables:		
Notes receivable from participants	4,115,535	3,971,992
Employer contributions	426,385	363,831
Total receivables	<u>4,541,920</u>	<u>4,335,823</u>
Net assets available for benefits	<u>\$ 209,170,601</u>	<u>\$ 168,962,278</u>

See accompanying notes to the financial statements.

ZEBRA TECHNOLOGIES CORPORATION
PROFIT SHARING AND SAVINGS PLAN

Statements of Changes in Net Assets Available for Benefits
for the years ended December 31, 2013 and 2012

	For the year ended December 31	
	2013	2012
Additions:		
Additions to net assets attributed to:		
Contributions:		
Participant	\$ 11,470,197	\$ 10,869,328
Employer matching	4,867,757	4,682,446
Participant rollovers	1,593,581	375,045
Total contributions	17,931,535	15,926,819
Investment income:		
Interest income	171,662	165,190
Dividend income	4,250,973	3,921,335
Net appreciation		
in the fair value of investments	31,845,562	16,980,998
Total investment income	36,268,197	21,067,523
Total additions	54,199,732	36,994,342
Deductions:		
Deductions from net assets attributed to:		
Benefit payments to participants	13,788,201	8,509,769
Administrative expenses	203,208	128,596
Total deductions	13,991,409	8,638,365
Net increase	40,208,323	28,355,977
Net assets available for benefits:		
Beginning of year	168,962,278	140,606,301
End of year	<u>\$ 209,170,601</u>	<u>\$ 168,962,278</u>

See accompanying notes to the financial statements.

ZEBRA TECHNOLOGIES CORPORATION
PROFIT SHARING AND SAVINGS PLAN

Notes to the Financial Statements
December 31, 2013 and 2012

(1) Description of Plan

The following description of the Zebra Technologies Corporation Profit Sharing and Savings Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering eligible employees of Zebra Technologies Corporation (Zebra) and its affiliated companies that have adopted the Plan subject to certain service requirements. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, non-highly compensated participants may contribute 1% to 75% of eligible compensation on a pretax and/or post-tax Roth basis within certain specified limitations. Highly compensated participants are limited to 15% of eligible compensation. The Plan permits a discretionary Company match and a discretionary profit sharing contribution by Zebra. Participants are eligible for the Company match and profit sharing contributions on the date of eligibility in the Plan.

The Company will match 100% of the first 2% of gross eligible earnings, and will also match the next 4% of gross eligible earnings at the rate of 50%. The Company may contribute additional amounts to the Plan at the discretion of the Board of Directors, subject to certain legal limits. No such contributions were made during 2013 and 2012.

The Plan permits eligible employees to make additional elective deferrals to the Plan known as "catch-up" contributions, as permitted by the Economic Growth and Tax Relief Reconciliation Act of 2001. Catch-up contributions are excluded from Zebra's matching contribution.

At December 31, 2013, the Plan offered 26 mutual funds and a brokerage account which offers a wide range of mutual fund investments as investment options for participants.

The Plan includes a true-up provision on the company match contribution. This true-up provision ensures that participants who are contributing to the Plan receive the maximum Company contribution allowed regardless of their savings strategy. True-up contributions are made during the first quarter, after the end of the Plan year, and are recorded as a receivable at December 31, 2013 and 2012.

Automatic Enrollment: An eligible employee shall automatically become a participant of the Plan as soon as administratively practicable. Participants shall be deemed to have elected a before-tax contribution of 3% of compensation. Effective January 1, 2008, there was a special automatic enrollment for any eligible employee that was not contributing at least 3% of eligible compensation. The amount of the deemed contribution shall increase by 1% on the anniversary of the participant's entry date until the before-tax contributions equals 10% of the participants compensation. The participant may elect, at any time, not to make a before-tax contribution, elect a different level of before-tax contributions, or elect to make after-tax Roth contributions.

ZEBRA TECHNOLOGIES CORPORATION
PROFIT SHARING AND SAVINGS PLAN

Notes to the Financial Statements
December 31, 2013 and 2012

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the employer's matching and discretionary profit sharing contributions and plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participant contributions and the related earnings on those contributions vest immediately. Employer matching and discretionary profit sharing contributions for all employees and related earnings vest ratably over five years based on the participant's years of service, as follows:

	Percent vested
Less than one year	0
One year	20
Two years	40
Three years	60
Four years	80
Five years or more	100

Forfeited Accounts

Forfeited nonvested accounts may be used to pay Plan expenses or to reduce employer contributions. The forfeiture balance as of December 31, 2013 totaled \$4,704; the forfeiture balance as of December 31, 2012 totaled \$47,205. In 2013, \$155,634 of forfeitures were used to reduce employer contributions, and no forfeitures were used to reduce plan expenses. In 2012, \$171,850 of forfeitures were used to reduce employer contributions, and no forfeitures were used to reduce plan expenses.

Payment of Benefits

Benefits are recorded when paid. Payments of benefits are in the form of lump sum distributions.

Hardship/Withdrawals

Participants may withdraw funds from their savings contribution account after meeting certain criteria as defined in the Plan. The minimum hardship distribution is \$1,000.

Notes Receivable from Participants

Loans are available to plan participants at the prime interest rate plus 1% (as published by the *Wall Street Journal*), under circumstances as described in the Plan. Notes receivable from participants are secured by their vested balance and may not exceed the lesser of 50% of their vested balance or \$50,000. Notes receivable from participants are repaid through payroll deductions and bear interest at rates ranging from 4.0% to 10.0%.

ZEBRA TECHNOLOGIES CORPORATION
PROFIT SHARING AND SAVINGS PLAN

Notes to the Financial Statements
December 31, 2013 and 2012

(2) Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Accounting Standards Codification (ASC) 820 defines fair value as the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. ASC 820 establishes a fair value hierarchy which requires the Plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurements) and gives the lowest priority to unobservable inputs (Level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of investments apply to investments held directly by the Plan.

Mutual funds: The fair values of mutual funds are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances.

ZEBRA TECHNOLOGIES CORPORATION
PROFIT SHARING AND SAVINGS PLAN

Notes to the Financial Statements
December 31, 2013 and 2012

Use of 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 net assets available for benefits and changes in net assets available for benefits and accompanying notes. Actual results could differ from those estimates.

(3) Tax Status

The Plan received a determination letter from the Internal Revenue Service dated August 13, 2012, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. Plan management believes that the Plan is designed and being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan was qualified and the related trust was tax exempt as of the financial statement date.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

(4) Administrative Expenses

The Plan's trustee fees are paid by the Plan and are reflected in the financial statements as administrative expenses of the Plan. To the extent expenses are not paid by the Plan, they are paid by the Company. Administrative fees paid by the Plan were \$203,208 in 2013 and \$128,596 in 2012.

ZEBRA TECHNOLOGIES CORPORATION
PROFIT SHARING AND SAVINGS PLAN

Notes to the Financial Statements
December 31, 2013 and 2012

(5) Investments

The following table presents the fair value of individual investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2013 and 2012:

	2013	2012
T. Rowe Price Retirement 2020 Fund	\$ 4,534,997*	\$ 8,968,865
T. Rowe Price Retirement 2025 Fund	5,208,715*	10,468,848
T. Rowe Price Retirement 2030 Fund	7,232,312*	13,344,750
T. Rowe Price Retirement 2035 Fund	4,450,679*	8,898,186
PIMCO Total Return Institutional Fund	13,094,263	15,661,346
Royce Opportunity Fund	8,078,447*	9,948,492
T. Rowe Price Inst. Large Cap Growth Fund	8,857,727*	14,197,039
T. Rowe Price Dividend Growth Fund	11,613,668	18,250,348
T. Rowe Summit Cash Reserve Fund	8,297,933*	13,552,280
Vanguard Institutional Index	39,766,730	7,720,376*
Vanguard Total Intl. Stock Index Sig	27,821,504	308,405*
Vanguard Ext Market Index Sig	15,206,825	497,263*
Vanguard Total Bond Market Index Sig	18,939,480	1,223,807*

*This amount is presented for comparison purposes only, as it is less than 5% of net assets.

During 2013 and 2012, the Plan's investments, including gains and losses on investments bought and sold as well as held during the year, appreciated by \$31,845,562 and \$16,980,998 respectively.

ZEBRA TECHNOLOGIES CORPORATION
PROFIT SHARING AND SAVINGS PLAN

Notes to the Financial Statements
December 31, 2013 and 2012

Investments measured at fair value on a recurring basis at December 31, 2013 and 2012 are summarized below using:

December 31, 2013:

Description	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Mutual funds				
Intermediate term bond funds	\$ 32,033,742	\$ -	\$ -	\$ 32,033,742
Small/mid-cap growth funds	7,330,377	-	-	7,330,377
Large-cap growth/blended funds	114,087,762	-	-	114,087,762
Money market, reserve funds	8,297,933	-	-	8,297,933
Small-cap value funds	8,078,447	-	-	8,078,447
Target date funds 2005 and 2010	1,426,945	-	-	1,426,945
Target date funds 2015 and 2020	6,760,958	-	-	6,760,958
Target date funds 2025 through 2055	23,922,252	-	-	23,922,252
Other stock funds	2,690,265	-	-	2,690,265
Total	<u>\$ 204,628,681</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 204,628,681</u>

December 31, 2012:

Description	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Mutual funds				
Intermediate term bond funds	\$ 16,885,153	\$ -	\$ -	\$ 16,885,153
Small/mid-cap growth funds	9,099,159	-	-	9,099,159
Large-cap growth/blended funds	50,212,073	-	-	50,212,073
Money market, reserve funds	13,552,280	-	-	13,552,280
Small-cap value funds	9,948,492	-	-	9,948,492
Target date funds 2005 and 2010	2,164,015	-	-	2,164,015
Target date funds 2015 and 2020	14,623,663	-	-	14,623,663
Target date funds 2025 through 2055	44,758,826	-	-	44,758,826
Other stock funds	3,382,794	-	-	3,382,794
Total	<u>\$ 164,626,455</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 164,626,455</u>

ZEBRA TECHNOLOGIES CORPORATION
PROFIT SHARING AND SAVINGS PLAN

Notes to the Financial Statements
December 31, 2013 and 2012

(6) Party-In-Interest Transactions

Parties-in-interest are defined under the Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer and certain others. Zebra pays certain professional fees for the administration and audit of the Plan. At December 31, 2013 and 2012, the Plan held shares of mutual funds managed by T. Rowe Price Group, Inc. T. Rowe Price Company is the Plan's Trustee. These investments and transactions are considered party-in-interest. The total of party-in-interest investments was \$68,405,190 as of December 31, 2013 and was \$117,399,349 as of December 31, 2012. Investment management and transaction fees are charged to the Plan by investment managers, with these fees being reflected in the investment income reported by the Plan. These transactions are allowable party-in-interest transactions under ERISA and the regulations promulgated thereunder.

Participants are also allowed to take out a loan in the form of a Note Receivable (Notes) from their accounts in the Plan. These Notes also qualify as party-in-interest transactions and totaled \$4,115,535 at December 31, 2013 and \$3,971,992 at December 31, 2012.

(7) Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, liquidity, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

(8) Termination of the Plan

Although Zebra has not expressed any intent to terminate the Plan, it may do so at any time, subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in their employer contributions and related earnings.

(9) Subsequent Events

In December 2013, Zebra acquired Hart Systems LLC. Effective March 30, 2014 the Hart Systems, LLC 401(k) Tax Deferred Savings Plan ("Hart Plan") was frozen to new participants and future contributions. Effective July 1, 2014, the Hart Plan was merged into the Zebra Technologies Corporation Profit Sharing and Savings Plan.

In April 2014, Zebra announced its purchase of the enterprise business of Motorola Solutions Inc. The impact on the Plan is yet to be determined.

Plan management has evaluated subsequent events for recognition and disclosure through July 30, 2014, which is the date the financial statements were available to be issued.

ZEBRA TECHNOLOGIES CORPORATION

PROFIT SHARING AND SAVINGS PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) – December 31, 2013

Name of plan sponsor: Zebra Technologies Corporation
Employer identification: 36-2675536
Three-digit plan number: 002

(a)	(b) Identity of issuer, borrower, lessor, similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
<u>Mutual Funds</u>				
*	T. Rowe Price Group, Inc.	T. Rowe Price Retirement 2010 Fund	**	\$ 1,042,575
*	T. Rowe Price Group, Inc.	T. Rowe Price Retirement 2020 Fund	**	4,534,997
*	T. Rowe Price Group, Inc.	T. Rowe Price Retirement 2005 Fund	**	384,370
*	T. Rowe Price Group, Inc.	T. Rowe Price Retirement 2015 Fund	**	2,225,961
*	T. Rowe Price Group, Inc.	T. Rowe Price Retirement 2025 Fund	**	5,208,715
*	T. Rowe Price Group, Inc.	T. Rowe Price Retirement 2035 Fund	**	4,450,679
*	T. Rowe Price Group, Inc.	T. Rowe Price Retirement 2045 Fund	**	2,770,628
*	T. Rowe Price Group, Inc.	T. Rowe Price Retirement 2030 Fund	**	7,232,312
*	T. Rowe Price Group, Inc.	T. Rowe Price Retirement 2050 Fund	**	518,166
*	T. Rowe Price Group, Inc.	T. Rowe Price Retirement 2055 Fund	**	454,004
*	T. Rowe Price Group, Inc.	T. Rowe Price Retirement 2040 Fund	**	3,287,749
*	T. Rowe Price Group, Inc.	T. Rowe Price Retirement Income Fund	**	195,329
*	T. Rowe Price Group, Inc.	T. Rowe Intl Discovery Fund	**	5,435,383
	LSV Asset Management	LSV Value Equity Fund Strategy	**	2,449,713
	American Funds	American Europacific Growth Fund	**	8,884,788
	American Funds	American New Perspectives R6 Fund	**	1,936,520
	Vanguard Fiduciary Trust Company	Vanguard Ext. Markets Fund	**	15,206,825
	Vanguard Fiduciary Trust Company	Vanguard Total Intl Stock Fund	**	27,821,504
	Vanguard Fiduciary Trust Company	Vanguard Total Bond Market Fund	**	18,939,480
	Vanguard Fiduciary Trust Company	Vanguard Institutional Index Fund	**	39,766,730
	PIMCO	PIMCO Total Return Instl Fund	**	13,094,263
*	T. Rowe Price Group, Inc.	T. Rowe Price Institutional Large Cap Growth Fund	**	8,857,727
	The Royce Funds	Royce Opportunity Fund	**	8,078,447
*	T. Rowe Price Group, Inc.	T. Rowe Price Small Cap Stock Fund	**	1,894,994
*	T. Rowe Price Group, Inc.	T. Rowe Price Dividend Growth Fund	**	11,613,668
	Pershing Investment Management Services	Self-directed brokerage account (of mutual funds)	**	45,221
*	T. Rowe Price Group, Inc.	T. Rowe Summit Cash Reserves Fund	**	8,297,933
				204,628,681
<u>Other</u>				
*	Notes receivable from participants	Interest ranging from 4.0% - 10.0%, maturing January 2014 through July 2028	**	4,115,535
				\$ 208,744,216

* Denotes party-in-interest

** Investments are Participant directed; cost not required to be disclosed.

Plan Name	Zebra Technologies Corporation Profit Sharing and Savings Plan
Plan Sponsor EIN	36-2675536
ERISA Plan #	002
Plan Year Ending	December 31, 2013

The required attachment marked with an "X" in the Attachment column is included within the Accountant's Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan's Independent Qualified Public Accountant (IQPA).

Form / Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

Plan Name	Zebra Technologies Corporation Profit Sharing and Savings Plan
Plan Sponsor EIN	36-2675536
ERISA Plan #	002
Plan Year Ending	December 31, 2013

The required attachment marked with an "X" in the Attachment column is included within the Accountant's Opinion attachment to Sch. H, Part III, Line 3, which consists of the entire audit report issued by the plan's Independent Qualified Public Accountant (IQPA).

Form / Schedule	Line #	Description	Attachment
5500 Sch. H	Line 3	Financial statements used in formulating the IQPA's opinion	X
5500 Sch. H	Line 4i	Schedule of Assets (Held at End of Year)	X
5500 Sch. H	Line 4i	Schedule of Assets (Acquired and Disposed of Within Year)	
5500 Sch. H	Line 4j	Schedule of Reportable Transactions	
5500 Sch. H	Line 4a	Schedule of Delinquent Participant Contributions	

ZEBRA TECHNOLOGIES CORPORATION

PROFIT SHARING AND SAVINGS PLAN

Lincolnshire, Illinois

FINANCIAL STATEMENTS

December 31, 2013 and 2012

ZEBRA TECHNOLOGIES CORPORATION
PROFIT SHARING AND SAVINGS PLAN
Lincolnshire, Illinois

FINANCIAL STATEMENTS
December 31, 2013 and 2012

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INDEPENDENT AUDITOR'S REPORT

To the Benefits Committee of the Zebra Technologies
Corporation Profit Sharing and Savings Plan
Lincolnshire, Illinois

Report on the Financial Statements

We have audited the accompanying financial statements of the Zebra Technologies Corporation Profit Sharing and Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits 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 involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Zebra Technologies Corporation Profit Sharing and Savings Plan as of December 31, 2013 and 2012, and the changes in net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matter

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The information included in the 2013 supplemental Schedule H, Line 4i – Schedule of Assets (Held at End of Year) is presented for purposes of additional analysis and is not a required part of the financial statements but is 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. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Crowe Horwath LLP

Crowe Horwath LLP

Oak Brook, Illinois
July 30, 2014

ZEBRA TECHNOLOGIES CORPORATION
PROFIT SHARING AND SAVINGS PLAN

Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	December 31, 2013	December 31, 2012
Assets:		
Investments, at fair value:		
Mutual funds	\$ 204,628,681	\$ 164,626,455
Total investments	<u>204,628,681</u>	<u>164,626,455</u>
Receivables:		
Notes receivable from participants	4,115,535	3,971,992
Employer contributions	426,385	363,831
Total receivables	<u>4,541,920</u>	<u>4,335,823</u>
Net assets available for benefits	<u>\$ 209,170,601</u>	<u>\$ 168,962,278</u>

See accompanying notes to the financial statements.

ZEBRA TECHNOLOGIES CORPORATION
PROFIT SHARING AND SAVINGS PLAN

Statements of Changes in Net Assets Available for Benefits
for the years ended December 31, 2013 and 2012

	For the year ended December 31	
	2013	2012
Additions:		
Additions to net assets attributed to:		
Contributions:		
Participant	\$ 11,470,197	\$ 10,869,328
Employer matching	4,867,757	4,682,446
Participant rollovers	1,593,581	375,045
Total contributions	17,931,535	15,926,819
Investment income:		
Interest income	171,662	165,190
Dividend income	4,250,973	3,921,335
Net appreciation		
in the fair value of investments	31,845,562	16,980,998
Total investment income	36,268,197	21,067,523
Total additions	54,199,732	36,994,342
Deductions:		
Deductions from net assets attributed to:		
Benefit payments to participants	13,788,201	8,509,769
Administrative expenses	203,208	128,596
Total deductions	13,991,409	8,638,365
Net increase	40,208,323	28,355,977
Net assets available for benefits:		
Beginning of year	168,962,278	140,606,301
End of year	<u>\$ 209,170,601</u>	<u>\$ 168,962,278</u>

See accompanying notes to the financial statements.

ZEBRA TECHNOLOGIES CORPORATION
PROFIT SHARING AND SAVINGS PLAN

Notes to the Financial Statements
December 31, 2013 and 2012

(1) Description of Plan

The following description of the Zebra Technologies Corporation Profit Sharing and Savings Plan (the Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering eligible employees of Zebra Technologies Corporation (Zebra) and its affiliated companies that have adopted the Plan subject to certain service requirements. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Each year, non-highly compensated participants may contribute 1% to 75% of eligible compensation on a pretax and/or post-tax Roth basis within certain specified limitations. Highly compensated participants are limited to 15% of eligible compensation. The Plan permits a discretionary Company match and a discretionary profit sharing contribution by Zebra. Participants are eligible for the Company match and profit sharing contributions on the date of eligibility in the Plan.

The Company will match 100% of the first 2% of gross eligible earnings, and will also match the next 4% of gross eligible earnings at the rate of 50%. The Company may contribute additional amounts to the Plan at the discretion of the Board of Directors, subject to certain legal limits. No such contributions were made during 2013 and 2012.

The Plan permits eligible employees to make additional elective deferrals to the Plan known as "catch-up" contributions, as permitted by the Economic Growth and Tax Relief Reconciliation Act of 2001. Catch-up contributions are excluded from Zebra's matching contribution.

At December 31, 2013, the Plan offered 26 mutual funds and a brokerage account which offers a wide range of mutual fund investments as investment options for participants.

The Plan includes a true-up provision on the company match contribution. This true-up provision ensures that participants who are contributing to the Plan receive the maximum Company contribution allowed regardless of their savings strategy. True-up contributions are made during the first quarter, after the end of the Plan year, and are recorded as a receivable at December 31, 2013 and 2012.

Automatic Enrollment: An eligible employee shall automatically become a participant of the Plan as soon as administratively practicable. Participants shall be deemed to have elected a before-tax contribution of 3% of compensation. Effective January 1, 2008, there was a special automatic enrollment for any eligible employee that was not contributing at least 3% of eligible compensation. The amount of the deemed contribution shall increase by 1% on the anniversary of the participant's entry date until the before-tax contributions equals 10% of the participants compensation. The participant may elect, at any time, not to make a before-tax contribution, elect a different level of before-tax contributions, or elect to make after-tax Roth contributions.

ZEBRA TECHNOLOGIES CORPORATION
PROFIT SHARING AND SAVINGS PLAN

Notes to the Financial Statements
December 31, 2013 and 2012

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of the employer's matching and discretionary profit sharing contributions and plan earnings. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participant contributions and the related earnings on those contributions vest immediately. Employer matching and discretionary profit sharing contributions for all employees and related earnings vest ratably over five years based on the participant's years of service, as follows:

	Percent vested
Less than one year	0
One year	20
Two years	40
Three years	60
Four years	80
Five years or more	100

Forfeited Accounts

Forfeited nonvested accounts may be used to pay Plan expenses or to reduce employer contributions. The forfeiture balance as of December 31, 2013 totaled \$4,704; the forfeiture balance as of December 31, 2012 totaled \$47,205. In 2013, \$155,634 of forfeitures were used to reduce employer contributions, and no forfeitures were used to reduce plan expenses. In 2012, \$171,850 of forfeitures were used to reduce employer contributions, and no forfeitures were used to reduce plan expenses.

Payment of Benefits

Benefits are recorded when paid. Payments of benefits are in the form of lump sum distributions.

Hardship/Withdrawals

Participants may withdraw funds from their savings contribution account after meeting certain criteria as defined in the Plan. The minimum hardship distribution is \$1,000.

Notes Receivable from Participants

Loans are available to plan participants at the prime interest rate plus 1% (as published by the *Wall Street Journal*), under circumstances as described in the Plan. Notes receivable from participants are secured by their vested balance and may not exceed the lesser of 50% of their vested balance or \$50,000. Notes receivable from participants are repaid through payroll deductions and bear interest at rates ranging from 4.0% to 10.0%.

ZEBRA TECHNOLOGIES CORPORATION
PROFIT SHARING AND SAVINGS PLAN

Notes to the Financial Statements
December 31, 2013 and 2012

(2) Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Accounting Standards Codification (ASC) 820 defines fair value as the price that would be received by the Plan for an asset or paid by the Plan to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the Plan's principal or most advantageous market for the asset or liability. ASC 820 establishes a fair value hierarchy which requires the Plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The hierarchy places the highest priority on unadjusted quoted market prices in active markets for identical assets or liabilities (Level 1 measurements) and gives the lowest priority to unobservable inputs (Level 3 measurements). The three levels of inputs within the fair value hierarchy are defined as follows:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Plan's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

In some cases, a valuation technique used to measure fair value may include inputs from multiple levels of the fair value hierarchy. The lowest level of significant input determines the placement of the entire fair value measurement in the hierarchy.

The following descriptions of the valuation methods and assumptions used by the Plan to estimate the fair values of investments apply to investments held directly by the Plan.

Mutual funds: The fair values of mutual funds are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the participants' account balances.

ZEBRA TECHNOLOGIES CORPORATION
PROFIT SHARING AND SAVINGS PLAN

Notes to the Financial Statements
December 31, 2013 and 2012

Use of 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 net assets available for benefits and changes in net assets available for benefits and accompanying notes. Actual results could differ from those estimates.

(3) Tax Status

The Plan received a determination letter from the Internal Revenue Service dated August 13, 2012, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. Plan management believes that the Plan is designed and being operated in compliance with the applicable requirements of the IRC. Therefore, they believe that the Plan was qualified and the related trust was tax exempt as of the financial statement date.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013 and 2012, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

(4) Administrative Expenses

The Plan's trustee fees are paid by the Plan and are reflected in the financial statements as administrative expenses of the Plan. To the extent expenses are not paid by the Plan, they are paid by the Company. Administrative fees paid by the Plan were \$203,208 in 2013 and \$128,596 in 2012.

ZEBRA TECHNOLOGIES CORPORATION
PROFIT SHARING AND SAVINGS PLAN

Notes to the Financial Statements
December 31, 2013 and 2012

(5) Investments

The following table presents the fair value of individual investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2013 and 2012:

	2013	2012
T. Rowe Price Retirement 2020 Fund	\$ 4,534,997*	\$ 8,968,865
T. Rowe Price Retirement 2025 Fund	5,208,715*	10,468,848
T. Rowe Price Retirement 2030 Fund	7,232,312*	13,344,750
T. Rowe Price Retirement 2035 Fund	4,450,679*	8,898,186
PIMCO Total Return Institutional Fund	13,094,263	15,661,346
Royce Opportunity Fund	8,078,447*	9,948,492
T. Rowe Price Inst. Large Cap Growth Fund	8,857,727*	14,197,039
T. Rowe Price Dividend Growth Fund	11,613,668	18,250,348
T. Rowe Summit Cash Reserve Fund	8,297,933*	13,552,280
Vanguard Institutional Index	39,766,730	7,720,376*
Vanguard Total Intl. Stock Index Sig	27,821,504	308,405*
Vanguard Ext Market Index Sig	15,206,825	497,263*
Vanguard Total Bond Market Index Sig	18,939,480	1,223,807*

*This amount is presented for comparison purposes only, as it is less than 5% of net assets.

During 2013 and 2012, the Plan's investments, including gains and losses on investments bought and sold as well as held during the year, appreciated by \$31,845,562 and \$16,980,998 respectively.

ZEBRA TECHNOLOGIES CORPORATION
PROFIT SHARING AND SAVINGS PLAN

Notes to the Financial Statements
December 31, 2013 and 2012

Investments measured at fair value on a recurring basis at December 31, 2013 and 2012 are summarized below using:

December 31, 2013:

Description	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Mutual funds				
Intermediate term bond funds	\$ 32,033,742	\$ -	\$ -	\$ 32,033,742
Small/mid-cap growth funds	7,330,377	-	-	7,330,377
Large-cap growth/blended funds	114,087,762	-	-	114,087,762
Money market, reserve funds	8,297,933	-	-	8,297,933
Small-cap value funds	8,078,447	-	-	8,078,447
Target date funds 2005 and 2010	1,426,945	-	-	1,426,945
Target date funds 2015 and 2020	6,760,958	-	-	6,760,958
Target date funds 2025 through 2055	23,922,252	-	-	23,922,252
Other stock funds	2,690,265	-	-	2,690,265
Total	<u>\$ 204,628,681</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 204,628,681</u>

December 31, 2012:

Description	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Mutual funds				
Intermediate term bond funds	\$ 16,885,153	\$ -	\$ -	\$ 16,885,153
Small/mid-cap growth funds	9,099,159	-	-	9,099,159
Large-cap growth/blended funds	50,212,073	-	-	50,212,073
Money market, reserve funds	13,552,280	-	-	13,552,280
Small-cap value funds	9,948,492	-	-	9,948,492
Target date funds 2005 and 2010	2,164,015	-	-	2,164,015
Target date funds 2015 and 2020	14,623,663	-	-	14,623,663
Target date funds 2025 through 2055	44,758,826	-	-	44,758,826
Other stock funds	3,382,794	-	-	3,382,794
Total	<u>\$ 164,626,455</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 164,626,455</u>

ZEBRA TECHNOLOGIES CORPORATION
PROFIT SHARING AND SAVINGS PLAN

Notes to the Financial Statements
December 31, 2013 and 2012

(6) Party-In-Interest Transactions

Parties-in-interest are defined under the Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer and certain others. Zebra pays certain professional fees for the administration and audit of the Plan. At December 31, 2013 and 2012, the Plan held shares of mutual funds managed by T. Rowe Price Group, Inc. T. Rowe Price Company is the Plan's Trustee. These investments and transactions are considered party-in-interest. The total of party-in-interest investments was \$68,405,190 as of December 31, 2013 and was \$117,399,349 as of December 31, 2012. Investment management and transaction fees are charged to the Plan by investment managers, with these fees being reflected in the investment income reported by the Plan. These transactions are allowable party-in-interest transactions under ERISA and the regulations promulgated thereunder.

Participants are also allowed to take out a loan in the form of a Note Receivable (Notes) from their accounts in the Plan. These Notes also qualify as party-in-interest transactions and totaled \$4,115,535 at December 31, 2013 and \$3,971,992 at December 31, 2012.

(7) Risks and Uncertainties

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(8) Termination of the Plan

Although Zebra has not expressed any intent to terminate the Plan, it may do so at any time, subject to the provisions of ERISA. In the event of plan termination, participants would become 100% vested in their employer contributions and related earnings.

(9) Subsequent Events

In December 2013, Zebra acquired Hart Systems LLC. Effective March 30, 2014 the Hart Systems, LLC 401(k) Tax Deferred Savings Plan ("Hart Plan") was frozen to new participants and future contributions. Effective July 1, 2014, the Hart Plan was merged into the Zebra Technologies Corporation Profit Sharing and Savings Plan.

In April 2014, Zebra announced its purchase of the enterprise business of Motorola Solutions Inc. The impact on the Plan is yet to be determined.

Plan management has evaluated subsequent events for recognition and disclosure through July 30, 2014, which is the date the financial statements were available to be issued.

ZEBRA TECHNOLOGIES CORPORATION
PROFIT SHARING AND SAVINGS PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) – December 31, 2013

Name of plan sponsor: Zebra Technologies Corporation
Employer identification: 36-2675536
Three-digit plan number: 002

(a)	(b) Identity of issuer, borrower, lessor, similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
<u>Mutual Funds</u>				
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*	T. Rowe Price Group, Inc.	T. Rowe Price Retirement 2005 Fund	**	384,370
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	Vanguard Fiduciary Trust Company	Vanguard Ext. Markets Fund	**	15,206,825
	Vanguard Fiduciary Trust Company	Vanguard Total Intl Stock Fund	**	27,821,504
	Vanguard Fiduciary Trust Company	Vanguard Total Bond Market Fund	**	18,939,480
	Vanguard Fiduciary Trust Company	Vanguard Institutional Index Fund	**	39,766,730
	PIMCO	PIMCO Total Return Instl Fund	**	13,094,263
*	T. Rowe Price Group, Inc.	T. Rowe Price Institutional Large Cap Growth Fund	**	8,857,727
	The Royce Funds	Royce Opportunity Fund	**	8,078,447
*	T. Rowe Price Group, Inc.	T. Rowe Price Small Cap Stock Fund	**	1,894,994
*	T. Rowe Price Group, Inc.	T. Rowe Price Dividend Growth Fund	**	11,613,668
	Pershing Investment Management Services	Self-directed brokerage account (of mutual funds)	**	45,221
*	T. Rowe Price Group, Inc.	T. Rowe Summit Cash Reserves Fund	**	8,297,933
				204,628,681
<u>Other</u>				
*	Notes receivable from participants	Interest ranging from 4.0% - 10.0%, maturing January 2014 through July 2028	**	4,115,535
				\$ 208,744,216

* Denotes party-in-interest

** Investments are Participant directed; cost not required to be disclosed.