

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	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 <u>CAPGEMINI 401(K) PROFIT SHARING</u>	1b Three-digit plan number (PN) ▶ <u>002</u> 1c Effective date of plan <u>05/23/2000</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>CAPGEMINI U.S. LLC</u> <u>623 FIFTH AVENUE</u> <u>33RD</u> <u>NEW YORK, NY 10022</u>	2b Employer Identification Number (EIN) <u>22-3712959</u> 2c Sponsor's telephone number <u>212-314-3100</u> 2d Business code (see instructions) <u>541600</u>

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.	10/14/2014	SHAWN SHOPE
	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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

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: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	9127
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	4153
b Retired or separated participants receiving benefits		6b	41
c Other retired or separated participants entitled to future benefits		6c	4890
d Subtotal. Add lines 6a , 6b , and 6c		6d	9084
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	21
f Total. Add lines 6d and 6e		6f	9105
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	8410
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	283
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: 2A 2E 2F 2G 2J 2K 2T 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) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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) ☒ 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) ☒ 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 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>CAPGEMINI 401(K) PROFIT SHARING</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CAPGEMINI U.S. LLC</u>	D Employer Identification Number (EIN) <u>22-3712959</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
FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure 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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
37 60 64 65	RECORDKEEPER	72854	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

EISNER AMPER, LLP

13-1639826

(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	ACCOUNTANT/AUDITOR	42000	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 ☐

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)

(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 ☐

(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 ☐

(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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
AF CAP WORLD G I R5 - AMERICAN FUN 95-2566717	0.05%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
BARON GROWTH - DST SYSTEMS, INC 43-1581814	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.	
JANUS OVERSEAS T - JANUS SERVICES 43-1804048	0.35%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
PIM TOTAL RT INST - BOSTON FINANCIAL P.O. BOX 8480 BOSTON, MA 02266	0.03%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
ROYCE OPPORTUNITY IS - BOSTON FINANCIAL P.O. BOX 8480 BOSTON, MA 02266	0.05%	
(a) Enter service provider name as it appears on line 2		(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
TRP EQUITY INCOME - T. ROWE PRICE 52-2269240	0.15%	

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 D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan 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.
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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 CAPGEMINI 401(K) PROFIT SHARING	B Three-digit plan number (PN) ►	002
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 CAPGEMINI U.S. LLC	D Employer Identification Number (EIN) 22-3712959	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: MIP II CL 3		
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY		
c EIN-PN 04-3022712-025	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 91074473
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

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 01/01/2013 and ending 12/31/2013		
A Name of plan CAPGEMINI 401(K) PROFIT SHARING		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 CAPGEMINI U.S. LLC		D Employer Identification Number (EIN) 22-3712959

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	12823775	19240763
(2) Participant contributions.....	1b(2)	0	0
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other.....	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common.....	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property).....	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans.....	1c(8)	8211241	9033446
(9) Value of interest in common/collective trusts	1c(9)	104480683	91074473
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	582136212	730007713
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	707651911	849356395

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	68179	42500
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	68179	42500

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	707583732	849313895
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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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	26179626	
(B) Participants	2a(1)(B)	33287719	
(C) Others (including rollovers)	2a(1)(C)	3298719	
(2) Noncash contributions	2a(2)	0	62766064
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	385960
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	385960	
(F) Other	2b(1)(F)	0	385960
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		

(2) Dividends: (A) Preferred stock	2b(2)(A)	0	30114291
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	30114291	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		30114291

(3) Rents	2b(3)		0
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	0
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	0
(B) Other	2b(5)(B)	0	
(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)		-273025
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		116787945
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		209781235

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	67856864	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other.....	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		67856864
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		79354
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other.....	2i(4)	114854	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		114854
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		68051072

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		141730163
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(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: EISNERAMPER LLP

(2) EIN: 13-1639826

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	
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.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		500000
4e	X		500000
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	
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?		X	
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?		X	
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.)	X		
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.)		X	
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?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
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.		X	
4n		X	

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)
CAPGEMINI FINANCIAL SERVICES USA, INC. 401(K) RETIREMENT PLAN	36-6899979	001

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>CAPGEMINI 401(K) PROFIT SHARING</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CAPGEMINI U.S. LLC</u>	D Employer Identification Number (EIN) <u>22-3712959</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>04-6568107</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
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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): _____



CAPGEMINI 401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

**DECEMBER 31, 2013 and 2012
(with supplemental information)**

CAPGEMINI 401(k) PROFIT SHARING PLAN

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Financial Statements

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Supplemental Information

Schedule of Assets (Held at End of Year) as of December 31, 2013	13
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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants
of the Capgemini 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Capgemini 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to 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 conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the U.S. Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information discussed in Note C, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2013, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to, and we do not, express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

EisnerAmper LLP

Iselin, New Jersey
October 13, 2014

EISNERAMPER
LLP

CAPGEMINI 401(k) PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits

	December 31,	
	2013	2012
ASSETS		
Investments, at fair value:		
Mutual funds	\$ 730,007,713	\$ 582,136,212
Common/collective trusts	91,074,473	104,480,683
Total investments	821,082,186	686,616,895
Notes receivable from participants	9,190,863	8,326,914
Employer profit sharing contribution receivable	19,240,763	12,823,775
	28,431,626	21,150,689
Total assets	849,513,812	707,767,584
LIABILITIES		
Accrued expenses	42,500	68,179
Total liabilities	42,500	68,179
Net assets available for benefits at fair value	849,471,312	707,699,405
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(1,282,000)	(2,833,485)
Net assets available for benefits	\$ 848,189,312	\$ 704,865,920

CAPGEMINI 401(k) PROFIT SHARING PLAN

Statement of Changes in Net Assets Available for Benefits December 31, 2013

Additions:

Investment income:

Dividends	\$ 30,114,292
Net realized/unrealized appreciation in fair value of investments	118,066,405
Total investment income	148,180,697

Interest income on notes receivable from participants	392,423
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Contributions:

Employer	26,179,626
Participant	33,287,719
Rollovers	3,298,719
Total contributions	62,766,064

Total additions	211,339,184
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Deductions:

Benefits paid directly to participants	67,900,938
Administrative expenses	114,854
Total deductions	68,015,792

Net increase	143,323,392
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Net assets available for benefits – beginning of year	704,865,920
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Net assets available for benefits – end of year	\$ 848,189,312
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CAPGEMINI 401(k) PROFIT SHARING PLAN

Notes to Financial Statements December 31, 2013 and 2012

NOTE A - DESCRIPTION OF PLAN

The following description of the Capgemini 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan document for more complete information regarding the Plan's provisions.

[1] General:

The Plan was established on May 23, 2000 (the date of inception) to provide retirement benefits to all employees of Capgemini U.S. LLC (the "Company"). The Plan is a defined contribution 401(k) profit sharing plan subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and is sponsored by the Company.

The Plan trustee is Fidelity Management Trust Company ("Fidelity" and the "Trustee"). Fidelity held the Plan's investment assets and notes receivable from participants as of December 31, 2013 and 2012 and executed related transactions from January 1, 2013 to December 31, 2013.

In 2013 and 2012, the accounting records for the Plan were maintained by Fidelity Investments.

[2] Eligibility:

The employees of the Company are eligible for membership on the completion of two months of service with the Company, and after attaining the age of 21. Employees are eligible for employer matching contributions on the completion of one year of service.

[3] Participant accounts and contributions:

Participants may elect to contribute 1% to 33% of their annual compensation to the Plan, not to exceed \$17,500 and \$17,000 for 2013 and 2012, respectively. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company matches 25% to 50% of the first 6% of participants' actual contribution based on years of service. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. In addition, participants may contribute after-tax compensation, as defined by the Plan. In no event may participant pre-tax and after-tax contributions exceed any statutory limitations.

Each participant's account is credited with the participant's and employer's contributions and an allocation of Plan earnings and expenses. Allocations are based upon the participant's proportionate share of assets in the Plan.

[4] Vesting:

Participants are immediately vested in their voluntary contribution account plus actual earnings thereon and such balances are not subject to forfeiture for any reason.

Vesting in the Company's matching contribution plus actual earnings thereon is based upon the earlier of their completion of three years of service or their death.

CAPGEMINI 401(k) PROFIT SHARING PLAN

Notes to Financial Statements December 31, 2013 and 2012

NOTE A - DESCRIPTION OF PLAN (CONTINUED)

[5] Profit sharing contribution:

In addition to the 401(k) match, the Company contributes an amount equal to 5% of base compensation (limited to IRS limits) and such amount is usually paid into the Plan in the subsequent Plan year.

An employee shall be eligible to participate in the Profit Sharing component of the Plan:

- The employee has attained the age of 21 years and has completed one year of service.

However, in order to receive the profit sharing contribution for any given plan year, the employee must maintain active employee status on December 31 of such year.

Profit sharing contributions are allocated based on a combination of the employee's compensation eligible for profit sharing, his or her position in the Company and his or her age, limited to certain parameters detailed in the Plan document. In addition, all contributions are allocated based on participant investment elections.

A member shall have vested interest in his profit sharing contribution upon the earlier of his completion of five years of service or his death while still an employee.

The Company made profit sharing contributions of \$19,240,763 and \$12,823,775 for the 2013 and 2012 plan years, respectively, which are reflected as "Employer profit sharing contribution receivable" on the statements of net assets available for benefits.

[6] Payment of benefits:

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

[7] Notes receivable from participants:

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Participants may borrow a minimum of \$500 up to a maximum of the lower of 50% of their vested account balance or \$50,000. Loans bear interest at a rate commensurate with local prevailing rates as determined by current market rates. The interest rate for loans entered into during the Plan years ended December 31, 2013 and 2012 was 4.25%. Loan principal and interest payments are made primarily through payroll deductions or in a manner in accordance with the Plan document. Loan repayment should be made no less frequently than quarterly. Loan principal and interest payments are credited to the elective deferral account of the participant to whom the loan was granted and are invested in accordance with the participants' current investment election. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

[8] Forfeitures:

Forfeited nonvested accounts are used to reduce future Company contributions and pay Plan expenses. During the year ended December 31, 2013, forfeitures of approximately \$8,437,000 were used to reduce employer contributions and pay Plan expenses. Forfeited nonvested accounts available at December 31, 2013 and 2012 were approximately \$104,088 and \$6,234,654, respectively.

CAPGEMINI 401(k) PROFIT SHARING PLAN

Notes to Financial Statements December 31, 2013 and 2012

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

[1] Basis of accounting:

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

[2] Subsequent events:

The Plan has evaluated subsequent events through October 13, 2014, the date the financial statements were available to be issued.

[3] Investment valuation and income recognition:

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note E for discussion of fair value measurements. 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) in value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

[4] Payment of benefits:

Benefits are recorded when paid.

[5] Plan expenses:

Administrative fees, to the extent directly related to the Plan, are charged to the Plan. These fees include investment management, investment consulting and trustee fees. All other expenses are paid by the Company.

Additionally, expenses such as trust fees, auditing fees, legal fees and miscellaneous administrative expenses paid by the Plan through the Plan's ERISA account during the years ended December 31, 2013 were \$114,354.

[6] Use of estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and changes therein, and disclosures of contingent assets and liabilities in the financial statements and accompanying notes. Actual results could differ from those estimates.

CAPGEMINI 401(k) PROFIT SHARING PLAN

Notes to Financial Statements December 31, 2013 and 2012

NOTE C - INVESTMENT CERTIFICATION

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the U.S. Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, Fidelity Management Trust Company, the Trustee of the Plan, has certified to the completeness and accuracy of all investments and related investment activity and notes receivable from participants and related activity in the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012, the statement of changes in net assets available for benefits for the year ended December 31, 2013 and the accompanying supplemental schedule of assets (held at end of year) as of December 31, 2013.

NOTE D - INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets as of December 31:

	<u>2013</u>	<u>2012</u>
Fidelity Spartan 500 Index	\$ 104,875,094	\$ 82,029,878
Fidelity Growth Company	98,697,902	72,946,349
Fidelity MIP II	91,074,473	104,480,683
Fidelity Low-Priced Stock	61,513,766	45,857,501
Fidelity Balanced	58,070,553	49,113,343
PIMCO Total Return	56,370,541	68,428,384
Baron Growth	51,619,653	36,466,973
Janus Overseas Fund	*	44,695,947

*Does not represent 5% of net assets.

The realized/unrealized appreciation/depreciation on investments bought and sold as well as held during the year is as follows for the year ended December 31, 2013:

Common/collective trust	\$ 1,278,460
Mutual funds	<u>116,787,945</u>
Total	<u>\$ 118,066,405</u>

NOTE E - FAIR VALUE MEASUREMENTS

The Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. The 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 are described as follows:

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

CAPGEMINI 401(k) PROFIT SHARING PLAN

Notes to Financial Statements December 31, 2013 and 2012

NOTE E - FAIR VALUE MEASUREMENTS (CONTINUED)

Level 2 – Inputs to the valuation methodology include: (1) quoted prices for similar assets or liabilities in active markets; (2) quoted prices for identical or similar assets or liabilities in inactive markets; (3) inputs other than quoted prices that are observable for the asset or liability; or (4) 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's or liability's 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 investment assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds – Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common/collective trust fund – Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The preceding methods described 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.

CAPGEMINI 401(k) PROFIT SHARING PLAN

Notes to Financial Statements December 31, 2013 and 2012

NOTE E - FAIR VALUE MEASUREMENTS (CONTINUED)

The following tables set forth, by level, within the fair value hierarchy, the Plan's investment assets at fair value as of December 31, 2013 and 2012:

Investment Assets at Fair Value as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Small cap stock funds	\$ 77,845,531	\$ -	\$ -	\$ 77,845,531
Fixed income funds	63,474,524	-	-	63,474,524
International funds	101,619,818	-	-	101,619,818
Mid/Large cap stock funds	487,067,840	-	-	487,067,840
Common collective trusts	-	91,074,473	-	91,074,473
Total investments at fair value	<u>\$ 730,007,713</u>	<u>\$ 91,074,473</u>	<u>\$ -</u>	<u>\$ 821,082,186</u>

Investment Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Small cap stock funds	\$ 52,342,490	\$ -	\$ -	\$ 52,342,490
Fixed income funds	75,223,889	-	-	75,223,889
International funds	90,178,850	-	-	90,178,850
Mid/Large cap stock funds	364,390,983	-	-	364,390,983
Common collective trusts	-	104,480,683	-	104,480,683
Total investments at fair value	<u>\$ 582,136,212</u>	<u>\$ 104,480,683</u>	<u>\$ -</u>	<u>\$ 686,616,895</u>

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in value of investments in the statement of changes in net assets available for benefits.

Changes in Fair Value Levels:

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

NOTE F - TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated July 26, 2011, that the Plan is qualified under the Internal Revenue Code (the "Code") and therefore the related trust is exempt from taxation. The letter expires on January 31, 2015. The Plan has been amended since receiving the tax determination letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code and therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

CAPGEMINI 401(k) PROFIT SHARING PLAN

Notes to Financial Statements December 31, 2013 and 2012

NOTE F - TAX STATUS (CONTINUED)

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by a government authority. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine examinations by taxing jurisdictions; however, there are currently no examinations for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

NOTE G - RELATED-PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain investments are shares of registered investment companies and a common collective trust managed by Fidelity. Fidelity is the Plan's trustee and, therefore, transactions related to these investments qualify as party-in-interest transactions. Fees paid by the Plan to the trustee were approximately \$19,580 for the year ended December 31, 2013.

NOTE H - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, 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 the participants' account balances and the amounts reported in the statements of net assets available for benefits.

Users of these financial statements should be aware that the financial markets' volatility may significantly impact the subsequent valuation of the Plan's investments. Accordingly, the valuation of investments at December 31, 2013 may not necessarily be indicative of amounts that could be realized in a current market exchange.

NOTE I - MUTUAL FUND FEES

Investments in mutual funds are subject to sales charges in the form of front-end loads, back-end loads or 12b-1 fees. 12b-1 fees are ongoing fees allowable under Section 12b-1 of the Investment Company Act of 1940. These annual fees are used to pay for marketing and distribution costs of the funds. These fees are deducted prior to the allocation of the Plan's investment earnings activity, and thus not separately identifiable as an expense.

NOTE J - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their Company contributions.

CAPGEMINI 401(k) PROFIT SHARING PLAN

Notes to Financial Statements December 31, 2013 and 2012

NOTE K - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

Form 5500 reports the Plan's investments at fair value per the Form 5500 instructions; thus the fair value per the Form is reconciled herein to the contract value shown in the statement of net assets available for benefits.

Notes receivable from participants per the statements of net assets available for benefits differs per the Form 5500 as of December 31, 2013, because certain notes receivable have been reported as a deemed distribution for tax purposes. These notes receivable are properly reported as a Plan asset for financial statement purposes as determined by the written terms of the Plan document, related Plan policies and procedures and the loan agreement.

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31, 2013 and 2012:

	<u>2013</u>
Net assets available per the financial statements, at contract value	\$ 848,189,312
Less: Adjustment for loans reported as deemed distributions	(157,417)
Add: Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>1,282,000</u>
Net assets available for benefits per Form 5500, at fair value	<u>\$ 849,313,895</u>
	<u>2012</u>
Net assets available per the financial statements, at contract value	\$ 704,865,920
Less: Adjustment for loans reported as deemed distributions	(115,673)
Add: Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>2,833,485</u>
Net assets available for benefits per Form 5500, at fair value	<u>\$ 707,583,732</u>

The following is a reconciliation of the increase in assets per the financial statements to the net income per Form 5500 for the year ended December 31, 2013:

	<u>2013</u>
Total increase in assets per the financial statements	\$ 143,323,392
Less: Adjustment for loan activity reported as deemed distributions	(41,744)
Less: 2012 adjustment from fair value to contract value for fully benefit-responsive investment contracts	(2,833,485)
Add: 2013 adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>1,282,000</u>
Investment income per Form 5500	<u>\$ 141,730,163</u>

CAPGEMINI 401(k) PROFIT SHARING PLAN
EIN 22-3712959, Plan No. 002
Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(a)	(b)	(c)	(e)
Name of Issuer and Title of Issue		Description	Current Value
* Fidelity MIP II	Common/collective trust		\$ 91,074,473
	Total investments in common/collective trust		91,074,473
PIMCO Total Return	Mutual fund		56,370,541
Baron Growth Fund	Mutual fund		51,619,653
Janus Overseas Fund	Mutual fund		41,031,122
T. Rowe Price Equity Income	Mutual fund		21,827,195
Vanguard Morgan Growth Admiral	Mutual fund		38,515,016
Vanguard Total Bond Market	Mutual fund		4,437,456
Vanguard Target Return 2010	Mutual fund		2,811,775
Vanguard Target Return 2020	Mutual fund		11,688,340
Vanguard Target Return 2030	Mutual fund		16,741,694
Vanguard Target Return 2040	Mutual fund		20,376,562
Vanguard Target Return 2050	Mutual fund		7,778,962
Vanguard Target Return Income	Mutual fund		2,666,527
Vanguard Target Return 2015	Mutual fund		4,449,622
Vanguard Target Return 2025	Mutual fund		13,251,186
Vanguard Target Return 2035	Mutual fund		16,326,070
Vanguard Target Return 2045	Mutual fund		10,144,103
* Fidelity Growth	Mutual fund		98,697,902
* Fidelity Low-Priced	Mutual fund		61,513,766
* Fidelity Balanced	Mutual fund		58,070,553
* Fidelity Diversified International	Mutual fund		32,206,898
* Fidelity Spartan International Index	Mutual fund		4,008,662
* Fidelity Spartan 500 Index Inv.	Mutual fund		104,875,094
Royce Opportunity Investor	Mutual fund		26,225,878
American Capital World Gr & Inc	Mutual fund		24,373,136
	Total investments in mutual funds		730,007,713
Notes receivable from participants	Interest at 4.0% to 10.5%		9,190,863
	Total		\$ 830,273,049

* Party-in-interest, as defined by ERISA.



CAPGEMINI 401(k) PROFIT SHARING PLAN

FINANCIAL STATEMENTS

**DECEMBER 31, 2013 and 2012
(with supplemental information)**

CAPGEMINI 401(k) PROFIT SHARING PLAN

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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator and Participants
of the Capgemini 401(k) Profit Sharing Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Capgemini 401(k) Profit Sharing Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statement of changes in net assets available for benefits for the year ended December 31, 2013, and the related notes to 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 conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the U.S. Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information discussed in Note C, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2013 and 2012, and for the year ended December 31, 2013, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2013, which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, it is inappropriate to, and we do not, express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

EisnerAmper LLP

Iselin, New Jersey
October 13, 2014

EISNERAMPER
LLP

CAPGEMINI 401(k) PROFIT SHARING PLAN

Statements of Net Assets Available for Benefits

	December 31,	
	2013	2012
ASSETS		
Investments, at fair value:		
Mutual funds	\$ 730,007,713	\$ 582,136,212
Common/collective trusts	91,074,473	104,480,683
Total investments	821,082,186	686,616,895
Notes receivable from participants	9,190,863	8,326,914
Employer profit sharing contribution receivable	19,240,763	12,823,775
	28,431,626	21,150,689
Total assets	849,513,812	707,767,584
LIABILITIES		
Accrued expenses	42,500	68,179
Total liabilities	42,500	68,179
Net assets available for benefits at fair value	849,471,312	707,699,405
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(1,282,000)	(2,833,485)
Net assets available for benefits	\$ 848,189,312	\$ 704,865,920

CAPGEMINI 401(k) PROFIT SHARING PLAN

Statement of Changes in Net Assets Available for Benefits December 31, 2013

Additions:

Investment income:

Dividends	\$ 30,114,292
Net realized/unrealized appreciation in fair value of investments	<u>118,066,405</u>
Total investment income	148,180,697

Interest income on notes receivable from participants	392,423
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Contributions:

Employer	26,179,626
Participant	33,287,719
Rollovers	<u>3,298,719</u>
Total contributions	62,766,064

Total additions	211,339,184
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Deductions:

Benefits paid directly to participants	67,900,938
Administrative expenses	<u>114,854</u>
Total deductions	<u>68,015,792</u>

Net increase	143,323,392
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Net assets available for benefits – beginning of year	<u>704,865,920</u>
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Net assets available for benefits – end of year	<u>\$ 848,189,312</u>
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CAPGEMINI 401(k) PROFIT SHARING PLAN

Notes to Financial Statements December 31, 2013 and 2012

NOTE A - DESCRIPTION OF PLAN

The following description of the Capgemini 401(k) Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan document for more complete information regarding the Plan's provisions.

[1] General:

The Plan was established on May 23, 2000 (the date of inception) to provide retirement benefits to all employees of Capgemini U.S. LLC (the "Company"). The Plan is a defined contribution 401(k) profit sharing plan subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA") and is sponsored by the Company.

The Plan trustee is Fidelity Management Trust Company ("Fidelity" and the "Trustee"). Fidelity held the Plan's investment assets and notes receivable from participants as of December 31, 2013 and 2012 and executed related transactions from January 1, 2013 to December 31, 2013.

In 2013 and 2012, the accounting records for the Plan were maintained by Fidelity Investments.

[2] Eligibility:

The employees of the Company are eligible for membership on the completion of two months of service with the Company, and after attaining the age of 21. Employees are eligible for employer matching contributions on the completion of one year of service.

[3] Participant accounts and contributions:

Participants may elect to contribute 1% to 33% of their annual compensation to the Plan, not to exceed \$17,500 and \$17,000 for 2013 and 2012, respectively. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company matches 25% to 50% of the first 6% of participants' actual contribution based on years of service. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. In addition, participants may contribute after-tax compensation, as defined by the Plan. In no event may participant pre-tax and after-tax contributions exceed any statutory limitations.

Each participant's account is credited with the participant's and employer's contributions and an allocation of Plan earnings and expenses. Allocations are based upon the participant's proportionate share of assets in the Plan.

[4] Vesting:

Participants are immediately vested in their voluntary contribution account plus actual earnings thereon and such balances are not subject to forfeiture for any reason.

Vesting in the Company's matching contribution plus actual earnings thereon is based upon the earlier of their completion of three years of service or their death.

CAPGEMINI 401(k) PROFIT SHARING PLAN

Notes to Financial Statements December 31, 2013 and 2012

NOTE A - DESCRIPTION OF PLAN (CONTINUED)

[5] Profit sharing contribution:

In addition to the 401(k) match, the Company contributes an amount equal to 5% of base compensation (limited to IRS limits) and such amount is usually paid into the Plan in the subsequent Plan year.

An employee shall be eligible to participate in the Profit Sharing component of the Plan:

- The employee has attained the age of 21 years and has completed one year of service.

However, in order to receive the profit sharing contribution for any given plan year, the employee must maintain active employee status on December 31 of such year.

Profit sharing contributions are allocated based on a combination of the employee's compensation eligible for profit sharing, his or her position in the Company and his or her age, limited to certain parameters detailed in the Plan document. In addition, all contributions are allocated based on participant investment elections.

A member shall have vested interest in his profit sharing contribution upon the earlier of his completion of five years of service or his death while still an employee.

The Company made profit sharing contributions of \$19,240,763 and \$12,823,775 for the 2013 and 2012 plan years, respectively, which are reflected as "Employer profit sharing contribution receivable" on the statements of net assets available for benefits.

[6] Payment of benefits:

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

[7] Notes receivable from participants:

Notes receivable from participants are measured at their unpaid principal balance, plus any accrued but unpaid interest. Participants may borrow a minimum of \$500 up to a maximum of the lower of 50% of their vested account balance or \$50,000. Loans bear interest at a rate commensurate with local prevailing rates as determined by current market rates. The interest rate for loans entered into during the Plan years ended December 31, 2013 and 2012 was 4.25%. Loan principal and interest payments are made primarily through payroll deductions or in a manner in accordance with the Plan document. Loan repayment should be made no less frequently than quarterly. Loan principal and interest payments are credited to the elective deferral account of the participant to whom the loan was granted and are invested in accordance with the participants' current investment election. Delinquent notes receivable from participants are reclassified as distributions based upon the terms of the Plan document.

[8] Forfeitures:

Forfeited nonvested accounts are used to reduce future Company contributions and pay Plan expenses. During the year ended December 31, 2013, forfeitures of approximately \$8,437,000 were used to reduce employer contributions and pay Plan expenses. Forfeited nonvested accounts available at December 31, 2013 and 2012 were approximately \$104,088 and \$6,234,654, respectively.

CAPGEMINI 401(k) PROFIT SHARING PLAN

Notes to Financial Statements December 31, 2013 and 2012

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

[1] Basis of accounting:

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

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statements of net assets available for benefits present the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

[2] Subsequent events:

The Plan has evaluated subsequent events through October 13, 2014, the date the financial statements were available to be issued.

[3] Investment valuation and income recognition:

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note E for discussion of fair value measurements. 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) in value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

[4] Payment of benefits:

Benefits are recorded when paid.

[5] Plan expenses:

Administrative fees, to the extent directly related to the Plan, are charged to the Plan. These fees include investment management, investment consulting and trustee fees. All other expenses are paid by the Company.

Additionally, expenses such as trust fees, auditing fees, legal fees and miscellaneous administrative expenses paid by the Plan through the Plan's ERISA account during the years ended December 31, 2013 were \$114,354.

[6] Use of estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets and changes therein, and disclosures of contingent assets and liabilities in the financial statements and accompanying notes. Actual results could differ from those estimates.

CAPGEMINI 401(k) PROFIT SHARING PLAN

Notes to Financial Statements December 31, 2013 and 2012

NOTE C - INVESTMENT CERTIFICATION

The Plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the U.S. Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, Fidelity Management Trust Company, the Trustee of the Plan, has certified to the completeness and accuracy of all investments and related investment activity and notes receivable from participants and related activity in the accompanying statements of net assets available for benefits as of December 31, 2013 and 2012, the statement of changes in net assets available for benefits for the year ended December 31, 2013 and the accompanying supplemental schedule of assets (held at end of year) as of December 31, 2013.

NOTE D - INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets as of December 31:

	<u>2013</u>	<u>2012</u>
Fidelity Spartan 500 Index	\$ 104,875,094	\$ 82,029,878
Fidelity Growth Company	98,697,902	72,946,349
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Fidelity Balanced	58,070,553	49,113,343
PIMCO Total Return	56,370,541	68,428,384
Baron Growth	51,619,653	36,466,973
Janus Overseas Fund	*	44,695,947

*Does not represent 5% of net assets.

The realized/unrealized appreciation/depreciation on investments bought and sold as well as held during the year is as follows for the year ended December 31, 2013:

Common/collective trust	\$ 1,278,460
Mutual funds	<u>116,787,945</u>
Total	<u>\$ 118,066,405</u>

NOTE E - FAIR VALUE MEASUREMENTS

The Financial Accounting Standards Board's ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. The 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 are described as follows:

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

CAPGEMINI 401(k) PROFIT SHARING PLAN

Notes to Financial Statements December 31, 2013 and 2012

NOTE E - FAIR VALUE MEASUREMENTS (CONTINUED)

Level 2 – Inputs to the valuation methodology include: (1) quoted prices for similar assets or liabilities in active markets; (2) quoted prices for identical or similar assets or liabilities in inactive markets; (3) inputs other than quoted prices that are observable for the asset or liability; or (4) 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's or liability's 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 investment assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds – Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common/collective trust fund – Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

The preceding methods described 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.

CAPGEMINI 401(k) PROFIT SHARING PLAN

Notes to Financial Statements December 31, 2013 and 2012

NOTE E - FAIR VALUE MEASUREMENTS (CONTINUED)

The following tables set forth, by level, within the fair value hierarchy, the Plan's investment assets at fair value as of December 31, 2013 and 2012:

Investment Assets at Fair Value as of December 31, 2013				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Small cap stock funds	\$ 77,845,531	\$ -	\$ -	\$ 77,845,531
Fixed income funds	63,474,524	-	-	63,474,524
International funds	101,619,818	-	-	101,619,818
Mid/Large cap stock funds	487,067,840	-	-	487,067,840
Common collective trusts	-	91,074,473	-	91,074,473
Total investments at fair value	<u>\$ 730,007,713</u>	<u>\$ 91,074,473</u>	<u>\$ -</u>	<u>\$ 821,082,186</u>

Investment Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Small cap stock funds	\$ 52,342,490	\$ -	\$ -	\$ 52,342,490
Fixed income funds	75,223,889	-	-	75,223,889
International funds	90,178,850	-	-	90,178,850
Mid/Large cap stock funds	364,390,983	-	-	364,390,983
Common collective trusts	-	104,480,683	-	104,480,683
Total investments at fair value	<u>\$ 582,136,212</u>	<u>\$ 104,480,683</u>	<u>\$ -</u>	<u>\$ 686,616,895</u>

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in value of investments in the statement of changes in net assets available for benefits.

Changes in Fair Value Levels:

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

NOTE F - TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated July 26, 2011, that the Plan is qualified under the Internal Revenue Code (the "Code") and therefore the related trust is exempt from taxation. The letter expires on January 31, 2015. The Plan has been amended since receiving the tax determination letter. However, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code and therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

CAPGEMINI 401(k) PROFIT SHARING PLAN

Notes to Financial Statements December 31, 2013 and 2012

NOTE F - TAX STATUS (CONTINUED)

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by a government authority. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine examinations by taxing jurisdictions; however, there are currently no examinations for any tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

NOTE G - RELATED-PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Certain investments are shares of registered investment companies and a common collective trust managed by Fidelity. Fidelity is the Plan's trustee and, therefore, transactions related to these investments qualify as party-in-interest transactions. Fees paid by the Plan to the trustee were approximately \$19,580 for the year ended December 31, 2013.

NOTE H - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, 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 the participants' account balances and the amounts reported in the statements of net assets available for benefits.

Users of these financial statements should be aware that the financial markets' volatility may significantly impact the subsequent valuation of the Plan's investments. Accordingly, the valuation of investments at December 31, 2013 may not necessarily be indicative of amounts that could be realized in a current market exchange.

NOTE I - MUTUAL FUND FEES

Investments in mutual funds are subject to sales charges in the form of front-end loads, back-end loads or 12b-1 fees. 12b-1 fees are ongoing fees allowable under Section 12b-1 of the Investment Company Act of 1940. These annual fees are used to pay for marketing and distribution costs of the funds. These fees are deducted prior to the allocation of the Plan's investment earnings activity, and thus not separately identifiable as an expense.

NOTE J - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their Company contributions.

CAPGEMINI 401(k) PROFIT SHARING PLAN

Notes to Financial Statements December 31, 2013 and 2012

NOTE K - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

Form 5500 reports the Plan's investments at fair value per the Form 5500 instructions; thus the fair value per the Form is reconciled herein to the contract value shown in the statement of net assets available for benefits.

Notes receivable from participants per the statements of net assets available for benefits differs per the Form 5500 as of December 31, 2013, because certain notes receivable have been reported as a deemed distribution for tax purposes. These notes receivable are properly reported as a Plan asset for financial statement purposes as determined by the written terms of the Plan document, related Plan policies and procedures and the loan agreement.

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31, 2013 and 2012:

	<u>2013</u>
Net assets available per the financial statements, at contract value	\$ 848,189,312
Less: Adjustment for loans reported as deemed distributions	(157,417)
Add: Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>1,282,000</u>
Net assets available for benefits per Form 5500, at fair value	<u>\$ 849,313,895</u>
	<u>2012</u>
Net assets available per the financial statements, at contract value	\$ 704,865,920
Less: Adjustment for loans reported as deemed distributions	(115,673)
Add: Adjustment from contract value to fair value for fully benefit-responsive investment contracts	<u>2,833,485</u>
Net assets available for benefits per Form 5500, at fair value	<u>\$ 707,583,732</u>

The following is a reconciliation of the increase in assets per the financial statements to the net income per Form 5500 for the year ended December 31, 2013:

	<u>2013</u>
Total increase in assets per the financial statements	\$ 143,323,392
Less: Adjustment for loan activity reported as deemed distributions	(41,744)
Less: 2012 adjustment from fair value to contract value for fully benefit-responsive investment contracts	(2,833,485)
Add: 2013 adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>1,282,000</u>
Investment income per Form 5500	<u>\$ 141,730,163</u>

CAPGEMINI 401(k) PROFIT SHARING PLAN
EIN 22-3712959, Plan No. 002
Form 5500, Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2013

(a)	(b)	(c)	(e)
Name of Issuer and Title of Issue		Description	Current Value
* Fidelity MIP II	Common/collective trust		\$ 91,074,473
	Total investments in common/collective trust		91,074,473
PIMCO Total Return	Mutual fund		56,370,541
Baron Growth Fund	Mutual fund		51,619,653
Janus Overseas Fund	Mutual fund		41,031,122
T. Rowe Price Equity Income	Mutual fund		21,827,195
Vanguard Morgan Growth Admiral	Mutual fund		38,515,016
Vanguard Total Bond Market	Mutual fund		4,437,456
Vanguard Target Return 2010	Mutual fund		2,811,775
Vanguard Target Return 2020	Mutual fund		11,688,340
Vanguard Target Return 2030	Mutual fund		16,741,694
Vanguard Target Return 2040	Mutual fund		20,376,562
Vanguard Target Return 2050	Mutual fund		7,778,962
Vanguard Target Return Income	Mutual fund		2,666,527
Vanguard Target Return 2015	Mutual fund		4,449,622
Vanguard Target Return 2025	Mutual fund		13,251,186
Vanguard Target Return 2035	Mutual fund		16,326,070
Vanguard Target Return 2045	Mutual fund		10,144,103
* Fidelity Growth	Mutual fund		98,697,902
* Fidelity Low-Priced	Mutual fund		61,513,766
* Fidelity Balanced	Mutual fund		58,070,553
* Fidelity Diversified International	Mutual fund		32,206,898
* Fidelity Spartan International Index	Mutual fund		4,008,662
* Fidelity Spartan 500 Index Inv.	Mutual fund		104,875,094
Royce Opportunity Investor	Mutual fund		26,225,878
American Capital World Gr & Inc	Mutual fund		24,373,136
	Total investments in mutual funds		730,007,713
Notes receivable from participants	Interest at 4.0% to 10.5%		9,190,863
	Total		\$ 830,273,049

* Party-in-interest, as defined by ERISA.