Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
CAPGEMINI FINANCIAL SERVICES USA, INC. 401(K) RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/01/1993

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

CAPGEMINI FINANCIAL SERVICES USA, INC.

6400 SHAFER COURT, SUITE 100
ROSEMONT, IL 60018

2b Employer Identification Number (EIN)
36-6899979

2c Sponsor's telephone number
847-384-6161

2d Business code (see instructions)
541511

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	PETE KORNOWSKE
	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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
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:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	2547
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**	1861
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	512
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	2373
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	2373
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1260
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	69
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2R 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1)	[ ] Insurance	**(1)**	[ ] Insurance
(2)	[ ] Code section 412(e)(3) insurance contracts	**(2)**	[ ] Code section 412(e)(3) insurance contracts
(3)	[X] Trust	**(3)**	[X] Trust
(4)	[ ] General assets of the sponsor	**(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) [X] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [ ] ___ **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [X] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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	**B** Three-digit plan number (PN) ▶	
CAPGEMINI FINANCIAL SERVICES USA, INC. 401(K) RETIREMENT PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
CAPGEMINI FINANCIAL SERVICES USA, INC.	36-6899979	

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).. . . . . [X] 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)

LOCKTON INVESTMENT ADVISORS, LLC

20-8874282

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 27 49 99	OTHER SERVICES	74000	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(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 71	RECORDKEEPER	53604	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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.
PIMCO REAL ESTATE 1633 BROADWAY NEW YORK, NY 10019	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.
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%

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.
COL LARGE CAP IDX Z - COLUMBIA MGT 04-3156901	0.10%

(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.
COL MID CAP IDX Z - COLUMBIA MGT I 04-3156901	0.10%

(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.
COL SM CAP IDX Z - COLUMBIA MGT IN 04-3156901	0.10%

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.
HEARTLAND VAL PLS IS - ALPS FUND S 20-3247785	0.25%

(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 HIGH YIELD I - JANUS SERVICE 43-1804048	0.10%

(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.
LOOMIS SM CP GRTH IS - BOSTON FINA	P.O. BOX 8480 BOSTON, MA 02266	0.15%

(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.
OAKMARK INTL I - BOSTON FINANCIAL	P.O. BOX 8480 BOSTON, MA 02266	0.35%

(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.
OPPHMR INTL GRTH Y - OFI GLOBAL AS	TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	0.25%

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 REAL RETURN INST - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.03%

(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 FINANCI P.O. BOX 8480 BOSTON, MA 02266	0.03%

(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.
PUTNAM STABLE VALUE 04-3159710	0.25%

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.
RDGWTH MID CAP VAL I - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	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.
TRP EQUITY INCOME - T. ROWE PRICE 52-2269240	0.15%

(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.
WFA EMRG MKTS EQ I - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	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

(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

(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

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(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

(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.

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

A Name of plan
CAPGEMINI FINANCIAL SERVICES USA, INC. 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
CAPGEMINI FINANCIAL SERVICES USA, INC.

D Employer Identification Number (EIN)
36-6899979

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)

a Name of MTIA, CCT, PSA, or 103-12 IE: PUTNAM STABLE VALUE TRUST

b Name of sponsor of entity listed in (a): PUTNAM FIDUCIARY TRUST COMPANY

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)
04-3159710-202	C	6461550

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMENT INC

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

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)
90-6083967-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMT 2010

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

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)
90-6083954-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMT 2040

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

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)
90-6083976-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMT 2015

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

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)
90-6083984-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMT 2045

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

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)
90-6083972-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMT 2020

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

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)
90-6083982-001	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMT 2055

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-6083970-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMT 2025

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-6083980-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMT 2050

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-6083968-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMT 2030

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-6083976-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD TARGET RETIREMT 2035

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN 90-6083974-001	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT 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) 1241601

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)

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 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
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 FINANCIAL SERVICES USA, INC. 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CAPGEMINI FINANCIAL SERVICES USA, INC.

D Employer Identification Number (EIN)
36-6899979

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	2525	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	184146	0
(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)	1427879	2354938
(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)	234286	398916
(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)	853164	968834
(9) Value of interest in common/collective trusts	1c(9)	12650432	7703151
(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)	41789803	59678361
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	2376	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	57144611	71104200
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	2122	186
k Total liabilities (add all amounts in lines 1g through1j)	1k	2122	186
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	57142489	71104014

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	2361231	
(B) Participants	2a(1)(B)	7345636	
(C) Others (including rollovers)	2a(1)(C)	627662	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		10334529
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	299	
(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)	38434	
(F) Other	2b(1)(F)	111726	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		150459
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	2009	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2408562	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		2410571
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	1201780	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	1151669	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		50111
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	86864	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		86864

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-26734
(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)		7577443
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		20583243
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5706091	
(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)		5706091
f Corrective distributions (see instructions)	2f		788165
g Certain deemed distributions of participant loans (see instructions)	2g		0
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)	2751	
(4) Other	2i(4)	124711	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		127462
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		6621718
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		13961525
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: WOLF & CO LLP **(2)** EIN: 36-2985665

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:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			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.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		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?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		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)

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.

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

A Name of plan
CAPGEMINI FINANCIAL SERVICES USA, INC. 401(K) RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
CAPGEMINI FINANCIAL SERVICES USA, INC.

D Employer Identification Number (EIN)
36-6899979

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**

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): 04-6568107

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 of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

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.

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 FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN
EIN: 36-6899979 Plan Number: 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
		Registered investment companies:		
*	Fidelity Investments	Brokeragelink - External Fund	**	$ 4,099
*	Fidelity Investments	Brokeragelink - Fidelity Fund	**	26,592
	Baron Capital Group	Growth Retail	**	3,426,552
	American Funds	Capital World Growth and Income Fund	**	1,049,239
	Vanguard	Total Bond Market Index	**	420,577
	Janus	High Yield	**	585,557
	T. Rowe Price	Equity Income	**	7,536,148
	PIMCO	Total Return	**	5,188,735
	PIMCO	Real Return	**	733,626
	Oppenheimer	Intrenational Growth	**	4,444,324
	Natixis Funds	Small Cap Growth	**	2,250,765
*	Fidelity Investments	Government Income	**	3,794,969
*	Fidelity Investments	Growth Company	**	7,824,803
*	Fidelity Investments	Spartan International Index	**	175,786
	Columbia	Large Cap Index	**	3,928,909
	Columbia	Mid Cap Index	**	868,428
	Columbia	Small Cap Index	**	752,129
	Heartland	Value Plus	**	2,451,323
	RidgeWorth	Mid Cap Value Equity	**	3,596,544
	Oakmark	International	**	2,237,466
	Wells Fargo Advantage	Emerging Markets Equity Fund	**	1,068,378
	Vanguard	Target Retirement 2010	**	46,700
	Vanguard	Target Retirement 2015	**	104,436
	Vanguard	Target Retirement 2020	**	847,483
	Vanguard	Target Retirement 2025	**	646,432
	Vanguard	Target Retirement 2030	**	1,468,463
	Vanguard	Target Retirement 2035	**	1,390,944
	Vanguard	Target Retirement 2040	**	1,401,822
	Vanguard	Target Retirement 2045	**	813,299
	Vanguard	Target Retirement 2050	**	273,332
	Vanguard	Target Retirement 2055	**	247,882
	Vanguard	Target Retirement Income	**	72,619
				59,678,361
		Common/collective trusts:		
	Putnam Investments	Stable Value Fund	**	6,546,270
*	Fidelity Investments	Managed Income Portfolio II	**	1,241,601
				7,787,871
		Money market accounts:		
		Fidelity Retirement Government MM	**	2,181,322
*	Fidelity Investments	Fidelity Cash Reserves	**	173,616
				2,354,938

See independent auditor's report.

CAPGEMINI FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN
EIN: 36-6899979 Plan Number: 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
		Common stock:		
	Aircastle Ltd	Common Stock	**	958
	Zale Corp	Common Stock	**	8,674
	Voltari Corp	Common Stock	**	765
	Suntech Power Holdings Co Ltd	Common Stock	**	650
	Stewart Information Services Corp	Common Stock	**	3,237
	Eaton Corp	Common Stock	**	8,012
	Dryships Inc	Common Stock	**	42,065
	AK Steel Holding Corp	Common Stock	**	66,584
	Aeropostale	Common Stock	**	3,636
	Alpha Nat Res Inc	Common Stock	**	11,781
	American Airlines Group Inc	Common Stock	**	50,500
	Apple Computer Inc	Common Stock	**	44,914
	Bank of America Corp	Common Stock	**	7,785
	Blackberry Ltd	Common Stock	**	134
	Caterpillar Inc	Common Stock	**	283
	Chevron Corp	Common Stock	**	3,279
	Conocophillips	Common Stock	**	10,070
	Corinthian Colleges Inc	Common Stock	**	1,780
	Direxion Daily Gold Miners	Common Stock	**	3,015
	Walt Disney Co	Common Stock	**	3,820
	Expedia Inc	Common Stock	**	91
	Fidelity MSCI Telecommunication Service	Common Stock	**	4,117
	First Solar Inc	Common Stock	**	10,928
	General Electric Co	Common Stock	**	8,902
	GOGO Inc	Common Stock	**	1,241
	Google Inc	Common Stock	**	1,121
	Guidewire Software Inc	Common Stock	**	785
	Hartford Financial Services Group Inc	Common Stock	**	8,102
	Ishares Gold Trust	Common Stock	**	817
	Jetblue Awys Corp	Common Stock	**	8,540
	Kohls Corp	Common Stock	**	5,675
	MGIC Investment Corp	Common Stock	**	4,220
	Medley Capital Corp	Common Stock	**	1,572
	Microsoft Corp	Common Stock	**	7,641
	Morgan Stanley	Common Stock	**	1,924
	J C Penney Company Inc	Common Stock	**	12,810
	Phillips 66	Common Stock	**	1,432
	Potash Corp Sask Inc	Common Stock	**	45
	Proshares TR Ultrapro Short	Common Stock	**	5,023
	Public Service Enterprise Group Inc	Common Stock	**	4,698

See independent auditor's report.

CAPGEMINI FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN
EIN: 36-6899979 Plan Number: 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
		Common stock (cont.):		
	Real Goods Solar Inc	Common Stock	**	1,812
	Rite Aid Corp	Common Stock	**	26,059
	Southwest Airlines Co	Common Stock	**	9,420
				398,916
*	Participants' loans	Interest rates ranging from 4.25% to 6.25%	-0-	968,834
				$ 70,790,962

*Denotes a party-in-interest.
**Cost information not required for participant-directed investments.

See independent auditor's report.

Capgemini Financial Services USA Inc. 401(k) Retirement Plan

Financial Statements,
Supplemental Schedule
and
Independent Auditor's Report
For the Years Ended
December 31, 2013 and 2012

Wolf & Company LLP
Certified Public Accountants

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INDEPENDENT AUDITOR'S REPORT

The Board of Directors
Capgemini Financial Services USA Inc.
401(k) Retirement Plan
Rosemont, Illinois

We were engaged to audit the accompanying financial statements of CAPGEMINI FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN, which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 10, which was certified by Fidelity Management Trust Company and Bank of America, N.A., the trustees of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that Fidelity Management Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2013 and 2012 and for the period June 1, 2012 to December 31, 2013, and that Bank of America, N.A. held the Plan's investments for the period January 1, 2012 to May 31, 2012. The plan administrator has obtained certifications from the trustees as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustees 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 H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2013, is required by the Department of Labor's Rules, and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, 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 trustees, 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 Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Oakbrook Terrace, Illinois
October 6, 2014

Wolf & Company LLP

CAPGEMINI FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS

	December 31, 2013	December 31, 2012
Investments, at fair value:		
Registered investment companies	$ 59,678,361	$ 46,500,201
Common/collective trusts	7,787,871	8,135,035
Money market accounts	2,354,938	1,427,879
Common stocks	398,916	234,286
Other	-	2,376
Total investments, at fair value	70,220,086	56,299,777
Receivables:		
Employer's contributions	-	184,146
Notes receivable from participants	968,834	853,164
Total receivables	968,834	1,037,310
Non-interest bearing cash	-	2,525
Total assets	71,188,920	57,339,612

LIABILITIES

Excess contributions payable to participants	1,846,914	919,895
Other liabilities	186	2,122
Total liabilities	1,847,100	922,017
Net assets reflecting investments at fair value	69,341,820	56,417,595
Adjustment from fair value to contract value for interest in common/collective trusts relating to fully benefit-responsive investment contracts	(102,197)	(239,212)
Net assets available for benefits	$ 69,239,623	$ 56,178,383

See accompanying notes and independent auditor's report.

CAPGEMINI FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	For the Year Ended December 31,	
	2013	2012
Additions to net assets attributed to:		
Investment income:		
Interest and dividends	$ 2,522,596	$ 1,710,456
Net appreciation in fair value of investments	7,714,418	3,691,994
	10,237,014	5,402,450
Contributions:		
Participants	7,345,636	6,281,389
Employer	2,361,231	1,873,787
Participants' rollovers	627,662	7,305,889
	10,334,529	15,461,065
Interest from participant notes receivable	38,434	29,976
Total additions	20,609,977	20,893,491
Deductions from net assets attributed to:		
Benefits paid to participants	5,574,361	7,348,540
Refunds of excess contributions	1,846,914	919,895
Administrative expenses	127,462	78,699
Total deductions	7,548,737	8,347,134
Net increase	13,061,240	12,546,357
Net assets available for benefits:		
Beginning of year	56,178,383	43,632,026
End of year	$ 69,239,623	$ 56,178,383

See accompanying notes and independent auditor's report.

CAPGEMINI FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN
NOTES TO FINANCIAL STATEMENTS

1. Description of Plan

The following description of the Capgemini Financial Services USA Inc. (Company) 401(k) Retirement Plan (Plan) provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering all full-time employees of the Company. Employees who are non-resident aliens and who receive no earned income from the Company, which constitutes income from services within the United States, are not eligible to participate. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended by subsequent legislation.

Contributions - Each year, participants may contribute up to 90% of pre-tax annual compensation, as defined in the Plan. Such contributions are subject to limitations of the Internal Revenue Code (maximum of $17,500 in 2013 and $17,000 in 2012). Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions of $5,500 in 2013 and 2012. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Plan provides for annual Company matching and/or profit sharing contributions at the discretion of the Company's board of directors. In 2013 and 2012, the Company made matching contributions of 50% of the first 6% of the employee's annual salary but limited to 50% of the employee's contribution. Participants direct the investment of all the contributions into various investment options offered by the Plan. The Plan currently offers various registered investment companies, common/collective trusts, money market accounts, and common stocks as investment options for participants. Participants may change their investment options daily.

Participant Accounts - Each participant's account is credited with the participant's contributions and allocations of the Company's contributions and plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is 100% vested after three years of credited service. Full vesting also occurs upon death, disability or retirement at designated ages.

Notes Receivable from Participants - Participants may borrow from their accounts up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. The loans are secured by a percentage of their vested account balance and bear interest rates that range from 4.25% to 6.25%, which are commensurate with local prevailing rates as determined by the plan administrator. Generally, principal and interest is paid ratably through payroll deductions.

Payment of Benefits - On termination of service due to death, disability, or retirement, the entire balance in the participant's account will be payable to the participant, or their beneficiary, in either payment in the form of a joint and survivor annuity if married, or in the form of a life annuity if unmarried, payment in a lump sum, or payments in equal monthly, quarterly, semi-annual or annual installments over a period not to exceed the participant's life expectancy.

1. Description of Plan (Cont.)

Payment of Benefits (cont.) -

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. When the participant's vested interests are less than $5,000, the plan administrator may distribute such benefit in a lump sum without the participant's consent.

Forfeited Accounts - At December 31, 2013 and 2012, forfeited nonvested accounts totaled $356,408 and $170,627, respectively. Those accounts will normally be applied first to reduce the Company matching and/or profit sharing contributions and any excess is applied to the payment of the Plan's administrative expenses. During 2013 and 2012, forfeitures of $103,534 and $260,751, respectively, were used to reduce Company contributions and administrative expenses.

2. Summary of Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

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

Investment Valuation and Income Recognition - The Plan's investments are stated at fair value as further described in Note 4. Purchase 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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Fully Benefit-Responsive Investment Contracts - Investment contracts held by a defined contribution plan are 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 Plan invests in investment contracts through two common/collective trusts. The statement of net assets available for benefits presents the fair value of the investment in the collective trusts as well as the adjustment of the investment in the collective trusts from fair value to contract value relating to the investment contracts. The statement of changes in net assets available for benefits is prepared on the contract basis. The fair value of the Plan's interest in the funds is based on information reported by the issuer of the common/collective trusts at year end.

At December 31, 2013 and 2012, the Plan's interest in the Putnam Stable Value Fund invests primarily in investment contracts with benefit-responsive features that are carried at contract value (cost plus accrued interest, less withdrawals and administrative expense) and synthetic investment contracts stated at the contract book value, which approximates cost. For 2013 and 2012, the average yield earned by the fund was approximately 1.94% and 2.36%, respectively. The crediting interest rate to participants for 2013 and 2012 was approximately 1.86% and 2.02%, respectively.

2. Summary of Significant Accounting Policies (Cont.)

Fully Benefit-Responsive Investment Contracts (cont.) -

At December 31, 2013 and 2012, the Plan's interest in the Fidelity Managed Income Portfolio II fund invests primarily in investment contracts with benefit-responsive features that are carried at contract value (cost plus accrued interest, less withdrawals and administrative expense). For 2013 and 2012, the average yield earned by the fund was approximately 1.59% and 1.73%, respectively. The crediting interest rate to participants for 2013 and 2012 was approximately 1.14% and 1.28%, respectively.

Administrative Expenses - Certain expenses of the Plan are paid by the Company. The Plan pays certain administrative expenses and transaction costs related to investment fees. Certain investment fees are expensed as incurred and certain investment fees are netted against the net appreciation in fair value of investments. Administrative expenses paid by the Plan are expensed as incurred.

Notes Receivable from Participants - Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions.

Payment of Benefits - Benefits are recorded when paid.

3. Investments

The following presents investments at fair value that represent 5% or more of the Plan's net assets:

	December 31,	
	2013	2012
Registered investment companies:		
Janus Overseas	$ *	$ 4,276,789
PIMCO Total Return	5,188,735	5,936,890
T. Rowe Price Equity Income	7,536,148	5,734,915
Fidelity Investments Government Income	3,794,969	4,496,040
Fidelity Invesments Growth Company	7,824,803	5,074,562
Oppenheimer International Growth	4,444,324	*
Columbia Large Cap Index	3,928,909	*
RidgeWorth Mid Cap Value Equity	3,596,544	*
Common/collective trusts:		
Putnam Stable Value Fund	6,546,270	6,504,814

During 2013 and 2012, the Plan's investments (including investments bought, sold and held during the year) appreciated (depreciated) in value as follows:

	December 31,	
	2013	2012
Registered investment companies	$ 7,577,443	$ 3,706,312
Common stock	136,975	(14,318)
	$ 7,714,418	$ 3,691,994

4. Fair Value Measurements

Generally accepted accounting principles provide a uniform framework for the definition, measurement and disclosure of fair value measurements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The financial accounting standards establish a fair value hierarchy which requires the plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The financial accounting standards describe three levels of inputs that may be used to measure fair value:

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

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

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

The asset'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.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2013 and 2012.

The fair value of registered investment companies is determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs).

The fair value of participation units held by the Plan in common/collective trusts is based on their net asset values, as reported by the managers, Putnam Investments and Fidelity Management Trust Company, and as supported by the unit prices of actual purchase and sale transactions occurring as of or close to the financial statement date (Level 2 inputs).

The fair value of money market accounts are carried at cost, which approximates fair value (Level 1 inputs).

The fair value of common stocks is supported by quoted prices in active markets (Level 1 inputs).

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.

4. Fair Value Measurements (Cont.)

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

		Fair Value Measurements at Reporting Date Using		
	Fair Value	Quoted Prices in Active Markets for Identical Assets/ Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2013:				
Registered investment companies:				
Small cap stock	$ 5,454,217	$ 5,454,217	$ -	$ -
Mid cap stock	7,891,524	7,891,524	-	-
Large cap stock	19,289,860	19,289,860	-	-
Bond funds	10,723,464	10,723,464	-	-
International	8,975,193	8,975,193	-	-
Target date	7,313,412	7,313,412	-	-
Other	30,691	30,691	-	-
Common/collective trusts:				
Stable value fund (a)	6,546,270	-	6,546,270	-
Managed income portfolio (b)	1,241,601	-	1,241,601	-
Money market accounts	2,354,938	2,354,938	-	-
Common stocks	398,916	398,916	-	-
Total	$ 70,220,086	$ 62,432,215	$ 7,787,871	$ -
December 31, 2012:				
Registered investment companies:				
Small cap stock	$ 3,494,823	$ 3,494,823	$ -	$ -
Mid cap stock	5,087,758	5,087,758	-	-
Large cap stock	13,370,273	13,370,273	-	-
Bond funds	11,950,576	11,950,576	-	-
International	7,873,283	7,873,283	-	-
Target date	4,710,398	4,710,398	-	-
Other	13,090	13,090	-	-
Common/collective trusts:				
Stable value fund (a)	6,504,814	-	6,504,814	-
Managed income portfolio (b)	1,630,221	-	1,630,221	-
Money market accounts	1,427,879	1,427,879	-	-
Common stocks	234,286	234,286	-	-
Other	2,376	2,376	-	-
Total	$ 56,299,777	$ 48,164,742	$ 8,135,035	$ -

4. Fair Value Measurements (Cont.)

(a) The objective of this fund is to provide a competitive yield with minimal market-related risk through investing in a variety of GICs, SBICs, and money market investments. The fund can be redeemed daily at the current net asset value per share based on the fair value of the underlying assets. There are no unfunded commitments, withdrawal restrictions or notice periods for withdrawal.

(b) This common/collective trust fund (CCT) is a comingled pool for which the net asset value (NAV) is based on the market value of its underlying investments which contain fixed income asset classes. The CCT can be redeemed at NAV as of the measurement date on a daily basis.

5. Corrective Actions

For the years ended December 31, 2013 and 2012, the Plan failed certain nondiscrimination tests and has completed corrective actions. For the years ended December 31 2013 and 2012, refunds of $1,846,914 and $919,895, respectively, were due to certain participants to return to them excess deferral contributions in order to satisfy the relevant nondiscrimination provisions of the Plan. These amounts are included in the statements of net assets available for benefits as excess contributions payable to participants at December 31, 2013 and 2012, and in the 2013 and 2012 statements of changes in net assets available for benefits as refunds of excess contributions.

6. Other Liabilities

It was determined that there were certain incorrect calculations of the vested percentage of former participants that resulted in an understatement of the participants' account balance available for distribution. The plan administrator, with the assistance of the trustee, has determined the correct amounts. Amounts for prior years were transferred into former participants' accounts at the end of 2009, and amounts for 2009 and 2010 were transferred in 2010 and 2011, respectively. Payments are being made when pay-out instructions are received from the former participants. For any balance in which pay-out instructions are not received, the balance will be transferred by the end of 2013 to an IRA account administered by Fidelity Management Trust Company. An accrual for $186 at December 31, 2013, and $2,122 at December 31, 2012 has been recorded for the additional amounts due, interest earned on the amounts, and Bank of America, N.A. fees to administer the pay-outs.

7. Related Party Transactions

Certain plan investments were managed and held by Fidelity Management Trust Company and Bank of America, N.A., the trustees of the Plan. Therefore, these transactions qualify as permitted party-in-interest transactions. Fees paid to the trustees for custodial and administrative services amounted to $127,462 in 2013 and $78,699 in 2012. Prior to Fidelity Management Trust Company becoming trustee, certain plan investments were shares in registered investment companies managed and held by BlackRock, Inc. Bank of America Corporation (parent company of Bank of America, N.A.) has a substantial economic interest in BlackRock, Inc.; therefore, fees paid (netted against dividends) for investment management, recordkeeping and other professional services also qualified as permitted party-in-interest transactions.

8. Tax Status

The Plan is a Volume Submitter Defined Contribution Plan sponsored by Fidelity Management & Research Co. and adopted by the Company. Fidelity Management & Research Co. obtained its latest opinion letter dated March 31, 2008, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the opinion letter. However, the plan administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC.

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 (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2010.

9. Risks and Uncertainties

The Plan provides for investments that, in general, are exposed to various risks such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of net assets available for benefits.

10. Information Certified by the Plan's Trustees

The plan administrator has elected the method of annual reporting compliance permitted by Section 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The following information included in the financial statements and supplemental schedule was provided and certified by Fidelity Management Trust Company and Bank of America, N.A., the trustees, as complete and accurate:

- Investments, at fair value, with the exception of the Putnam Stable Value Fund and Fidelity Managed Income Portfolio II, which were certified at contract value, and notes receivable from participants as shown in the statements of net assets available for benefits as of December 31, 2013 and 2012.

- Interest and dividend income, net appreciation in fair value of investments and interest from participant notes receivable, as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2013 and 2012.

- The investments, at fair value, with the exception of the Putnam Stable Value Fund and Fidelity Managed Income Portfolio II, which were certified at contract value, and participant loans included in the supplemental schedule of assets (held at end of year) as of December 31, 2013.

Fidelity Management Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2013 and 2012 and for the period June 1, 2012 to December 31, 2013, and that Bank of America, N.A. held the Plan's investments for the period January 1, 2012 to May 31, 2012.

11. Plan Termination

Although it has not expressed any intention 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 employer contributions.

12. Reconciliation to Form 5500

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

	2013	2012
Net assets available for benefits per the financial statements	$ 69,239,623	$ 56,178,383
Net adjustment from fair value to contract value for interest in Managed Income Portfolio II fund	17,477	44,211
Excess contributions payable to participants	1,846,914	919,895
Net assets available for benefits per the Form 5500	$ 71,104,014	$ 57,142,489

The following is a reconciliation of changes in net assets per the financial statements to the Form 5500 for the years ended December 31, 2013 and 2012:

	2013	2012
Net increase in net assets available for benefits per the financial statements	$ 13,061,240	$ 12,546,357
Net adjustment from fair value to contract value for interest in Managed Income Portfolio II fund	(26,734)	44,211
Excess contributions payable to participants:		
At December 31, 2013	1,846,914	-
At December 31, 2012	(919,895)	919,895
At December 31, 2011	-	(396,069)
Net increase in net assets available for benefits per the Form 5500	$ 13,961,525	$ 13,114,394

13. Reclassifications

Certain reclassifications have been made to the 2012 financial statements to agree with the presentation in the current year with no effect on net assets available for benefits.

14. Subsequent Events

Plan management has evaluated subsequent events through October 6, 2014, the date these financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

CAPGEMINI FINANCIAL SERVICES USA INC. 401(K) RETIREMENT PLAN
EIN: 36-6899979 Plan Number: 001
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
		Registered investment companies:		
*	Fidelity Investments	Brokeragelink - External Fund	**	$ 4,099
*	Fidelity Investments	Brokeragelink - Fidelity Fund	**	26,592
	Baron Capital Group	Growth Retail	**	3,426,552
	American Funds	Capital World Growth and Income Fund	**	1,049,239
	Vanguard	Total Bond Market Index	**	420,577
	Janus	High Yield	**	585,557
	T. Rowe Price	Equity Income	**	7,536,148
	PIMCO	Total Return	**	5,188,735
	PIMCO	Real Return	**	733,626
	Oppenheimer	Intrenational Growth	**	4,444,324
	Natixis Funds	Small Cap Growth	**	2,250,765
*	Fidelity Investments	Government Income	**	3,794,969
*	Fidelity Investments	Growth Company	**	7,824,803
*	Fidelity Investments	Spartan International Index	**	175,786
	Columbia	Large Cap Index	**	3,928,909
	Columbia	Mid Cap Index	**	868,428
	Columbia	Small Cap Index	**	752,129
	Heartland	Value Plus	**	2,451,323
	RidgeWorth	Mid Cap Value Equity	**	3,596,544
	Oakmark	International	**	2,237,466
	Wells Fargo Advantage	Emerging Markets Equity Fund	**	1,068,378
	Vanguard	Target Retirement 2010	**	46,700
	Vanguard	Target Retirement 2015	**	104,436
	Vanguard	Target Retirement 2020	**	847,483
	Vanguard	Target Retirement 2025	**	646,432
	Vanguard	Target Retirement 2030	**	1,468,463
	Vanguard	Target Retirement 2035	**	1,390,944
	Vanguard	Target Retirement 2040	**	1,401,822
	Vanguard	Target Retirement 2045	**	813,299
	Vanguard	Target Retirement 2050	**	273,332
	Vanguard	Target Retirement 2055	**	247,882
	Vanguard	Target Retirement Income	**	72,619
				59,678,361
		Common/collective trusts:		
	Putnam Investments	Stable Value Fund	**	6,546,270
*	Fidelity Investments	Managed Income Portfolio II	**	1,241,601
				7,787,871
		Money market accounts:		
		Fidelity Retirement Government MM	**	2,181,322
*	Fidelity Investments	Fidelity Cash Reserves	**	173,616
				2,354,938

See independent auditor's report.

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December 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
		Common stock:		
	Aircastle Ltd	Common Stock	**	958
	Zale Corp	Common Stock	**	8,674
	Voltari Corp	Common Stock	**	765
	Suntech Power Holdings Co Ltd	Common Stock	**	650
	Stewart Information Services Corp	Common Stock	**	3,237
	Eaton Corp	Common Stock	**	8,012
	Dryships Inc	Common Stock	**	42,065
	AK Steel Holding Corp	Common Stock	**	66,584
	Aeropostale	Common Stock	**	3,636
	Alpha Nat Res Inc	Common Stock	**	11,781
	American Airlines Group Inc	Common Stock	**	50,500
	Apple Computer Inc	Common Stock	**	44,914
	Bank of America Corp	Common Stock	**	7,785
	Blackberry Ltd	Common Stock	**	134
	Caterpillar Inc	Common Stock	**	283
	Chevron Corp	Common Stock	**	3,279
	Conocophillips	Common Stock	**	10,070
	Corinthian Colleges Inc	Common Stock	**	1,780
	Direxion Daily Gold Miners	Common Stock	**	3,015
	Walt Disney Co	Common Stock	**	3,820
	Expedia Inc	Common Stock	**	91
	Fidelity MSCI Telecommunication Service	Common Stock	**	4,117
	First Solar Inc	Common Stock	**	10,928
	General Electric Co	Common Stock	**	8,902
	GOGO Inc	Common Stock	**	1,241
	Google Inc	Common Stock	**	1,121
	Guidewire Software Inc	Common Stock	**	785
	Hartford Financial Services Group Inc	Common Stock	**	8,102
	Ishares Gold Trust	Common Stock	**	817
	Jetblue Awys Corp	Common Stock	**	8,540
	Kohls Corp	Common Stock	**	5,675
	MGIC Investment Corp	Common Stock	**	4,220
	Medley Capital Corp	Common Stock	**	1,572
	Microsoft Corp	Common Stock	**	7,641
	Morgan Stanley	Common Stock	**	1,924
	J C Penney Company Inc	Common Stock	**	12,810
	Phillips 66	Common Stock	**	1,432
	Potash Corp Sask Inc	Common Stock	**	45
	Proshares TR Ultrapro Short	Common Stock	**	5,023
	Public Service Enterprise Group Inc	Common Stock	**	4,698

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December 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
		Common stock (cont.):		
	Real Goods Solar Inc	Common Stock	**	1,812
	Rite Aid Corp	Common Stock	**	26,059
	Southwest Airlines Co	Common Stock	**	9,420
				398,916
*	Participants' loans	Interest rates ranging from 4.25% to 6.25%	-0-	968,834
				$ 70,790,962

*Denotes a party-in-interest.
**Cost information not required for participant-directed investments.

See independent auditor's report.