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

2014

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
THOUGHTWORKS, INC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1996

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

200 E RANDOLPH ST.
25TH FLOOR
CHICAGO, IL 60601

2b Employer Identification Number (EIN)
36-3888809

2c Plan Sponsor's telephone number
312-373-1000

2d Business code (see instructions)
541512

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.	10/06/2015	MOLLY KNIGHT
	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	**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**	847
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	580
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	621
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	362
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	983
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f	Total. Add lines **6d** and **6e**.	**6f**	984
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	904
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	80
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 2S 2T 3D

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

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

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) .....…… ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ……..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2014 Form M-1 annual report. If the plan was not required to file the 2014 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

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.**	**2014** **This Form is Open to Public Inspection.**

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
THOUGHTWORKS, INC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THOUGHTWORKS, INC

D Employer Identification Number (EIN)
36-3888809

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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	2925	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 [ ]

(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.
ARIEL FUND - U.S. BANCORP FUND SER	P.O. BOX 701 MILWAUKEE, WI 53201	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.
BLKRK EQUITY DIV I - BNY MELLON IN	P.O. BOX 9793 PROVIDENCE, RI 02940	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.
GABELLI SM CP GRTH I - BOSTON FINA	P.O. BOX 8480 BOSTON, MA 02266	0.15%

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.
OAKMARK FUND 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.
PARNASSUS CORE EQ IS - PARNASSUS I	1 MARKET STREET, SUITE 1600 SAN FRANCISCO, CA 94105	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.
VIRTUS MS ST BOND I - VIRTUS FUND	P.O. BOX 9874 PROVIDENCE, RI 02940	0.20%

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

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Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name: MULCAHY, PAURITSCH, SALVADOR & CO.,

b EIN: 36-3074623

c Position: AUDITOR OF BENEFIT PLAN

d Address: 14300 S. RAVINIA AVE.
ORLAND PARK, IL 60462

e Telephone: 708-349-6999

Explanation: WE CHANGED OUR 401K AUDITOR TO OUR FINANCIAL AUDITORS IN ORDER TO STREAMLINE AND IMPROVE THE AUDIT PROCESS.

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

a Name:

b EIN:

c Position:

d Address:

e Telephone:

Explanation:

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2014

This Form is Open to Public Inspection

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
THOUGHTWORKS, INC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THOUGHTWORKS, INC

D Employer Identification Number (EIN)
36-3888809

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	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)	2034629	1985442
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	422402	287500
(9) Value of interest in common/collective trusts	1c(9)	0	0
(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)	45215112	53436381
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	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	47672143	55709323
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	47672143	55709323

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)	1694294	
(B) Participants	2a(1)(B)	5131641	
(C) Others (including rollovers)	2a(1)(C)	319687	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		7145622
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	187	
(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)	18602	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		18789
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2913730	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		2913730
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(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)		899102
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		10977243
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2987914	
(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)		2987914
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		-50839
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	2988	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		2988
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2940063
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		8037180
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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: PLANTE & MORAN, PLLC **(2)** EIN: 38-1357951

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		1601166
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		2050000
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

2014

This Form is Open to Public Inspection.

For calendar plan year 2014 or fiscal plan year beginning 01/01/2014 and ending 12/31/2014

A Name of plan
THOUGHTWORKS, INC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
THOUGHTWORKS, INC

D Employer Identification Number (EIN)
36-3888809

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):

ThoughtWorks, Inc. 401(k) Plan

Financial Report
December 31, 2014

ThoughtWorks, Inc. 401(k) Plan

Contents

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Independent Auditor's Report

To the ThoughtWorks 401(k)
Investment Committee
ThoughtWorks, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of ThoughtWorks, Inc. 401(k) Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2014 and the related statement of changes in net assets available for benefits for the year 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 on the 2014 financial statements.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company (the "Trustee"), except for comparing such information with the related information included in the 2014 financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and participant notes receivable and executes related transactions. The plan administrator has obtained a certification from the Trustee as of and for the year ended December 31, 2014 that the information provided to the plan administrator by the Trustee is complete and accurate.

Praxity MEMBER GLOBAL ALLIANCE OF INDEPENDENT FIRMS

To the ThoughtWorks 401(k)
Investment Committee
ThoughtWorks, Inc. 401(k) Plan

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 on the 2014 financial statements. Accordingly, we do not express an opinion on the 2014 financial statements.

Other Matter

The supplemental schedules of assets held at end of year as of December 31, 2014 and the schedule of delinquent participant contributions for the year ended December 31, 2014 are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matters described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules as a whole.

Report on Prior Year Financial Statements

The financial statements of ThoughtWorks, Inc. 401(k) Plan as of December 31, 2013 were audited by other auditors, whose report dated July 25, 2014 disclaimed an opinion as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance with DOL Rules and Regulations for 2014 Financial Statements

The form and content of the information included in the 2014 financial statements and supplemental schedules, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Plante & Moran, PLLC

Chicago, Illinois
September 25, 2015

ThoughtWorks, Inc. 401(k) Plan

Statement of Net Assets Available for Benefits

	December 31, 2014	December 31, 2013
Assets		
Participant-directed investments:		
Money market fund	$ 1,985,442	$ 2,034,629
Mutual funds	53,436,381	45,215,112
Total participant-directed investments	55,421,823	47,249,741
Employer contribution receivable	1,199,102	611,928
Participant notes receivable	287,500	422,402
Net Assets Available for Benefits	**$ 56,908,425**	**$ 48,284,071**

See Notes to Financial Statements.

ThoughtWorks, Inc. 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2014

Additions to Net Assets	
Contributions:	
Employee	$ 5,131,641
Employer	2,281,468
Rollovers	319,687
Total contributions	7,732,796
Investment income:	
Interest and dividends	2,913,917
Net realized and unrealized gains on investments in mutual funds	899,103
Total investment income	3,813,020
Interest from participant notes receivable	18,602
Total additions	11,564,418
Deductions from Net Assets	
Benefits paid directly to participants or beneficiaries	2,937,075
Administrative expenses	2,989
Total deductions	2,940,064
Net Increase	8,624,354
Net Assets Available for Benefits	
Beginning of year	48,284,071
End of year	**$ 56,908,425**

See Notes to Financial Statements.

Note 1 - Plan Description

The following description of ThoughtWorks, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering all employees of ThoughtWorks, Inc. (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - The Plan provides for employee salary 401(k) contributions up to a maximum of 100 percent of the annual compensation subject to maximum tax deferred limitations established by the Internal Revenue Code. The Plan allows participants to contribute on an after-tax basis. Participants may also make contributions to the Plan in the form of a rollover of funds from another qualified plan. During plan years 2010 to 2014, the Company remitted certain employee deferrals to the Plan after the Department of Labor's required timeframe. Related contributions were remitted in the respective years with lost earnings remitted in 2014.

The Plan provides for discretionary employer matching contributions equal to a percentage of eligible contributions or to a specified dollar amount as determined by the Company. For 2014, the Company elected a dollar-for-dollar match of the participant's contributions not exceeding $4,500 per year.

Participant Accounts - Each participant's account is credited with the participant contribution and allocations of the Company's contributions and plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant's compensation 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. Participants may direct the investments of their account balances into various investment options offered by the Plan.

Vesting - Participants are immediately 100 percent vested in employee salary and rollover contributions and any income or loss thereon. Vesting in the Company's contribution portion of their accounts, plus actual earnings thereon, is based on years of service.

Years of Service	Vesting Percentage
1	10
2	30
3	60
4	100

Note 1 - Plan Description (Continued)

Benefit Payments - Distributions are payable upon the retirement, death, disability, hardship, or termination of employment in the form of a lump-sum and installment payments equal to the vested balance of a participant's account. In-service distributions from a participant's account are available to employees as defined by the Plan.

Hardship Withdrawals - Participants may request that all or a portion of their account be distributed in the case of severe financial hardship, as defined in the plan document. The Company must approve any such hardship withdrawals.

Participant Notes Receivable - Participants may borrow from their accounts up to a maximum of 50 percent of their account balance, not to exceed $50,000. Notes receivable are collateralized by the participant's account balance and bear interest at a market rate.

Forfeitures - If a participant is not fully vested on his or her termination date, the nonvested amount of the account is forfeited. Forfeitures are first used to offset administrative expenses of the Plan and any remaining forfeitures are used to reduce future company contributions. At December 31, 2014 and 2013, forfeited account balances totaled $327,054 and $443,332, respectively. Forfeitures totaling $422,342 were used in 2014 to reduce employer contributions.

Party-in-interest Transactions - Certain plan assets are in investment funds managed by Fidelity Management Trust Company or its affiliates. Fidelity Management Trust Company is the trustee of the Plan and, therefore, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

Termination - While it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in the plan document and ERISA. Upon termination of the Plan, participants become 100 percent vested in their account balances.

Note 2 - Summary of Significant Accounting Policies

Investment Valuation and Income Recognition - Investments held by the Plan are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for further discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date.

Participant Notes Receivable - Participant notes receivable are recorded at their unpaid principal balances plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

Note 2 - Summary of Significant Accounting Policies (Continued)

Benefit Payments - Benefits are recorded when paid.

Administrative Expenses - Various administrative costs are paid by the Plan.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

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

Subsequent Events - The financial statements and related disclosures include evaluation of events up through and including September 25, 2015, which is the date the financial statements were issued.

Note 3 - Unaudited Information

Fidelity Management Trust Company (the "Trustee") holds the Plan's investments and participant notes receivable and executes all related transactions. The investment and participant notes receivable balances and related income and losses included in the accompanying financial statements and supplemental schedule of assets held at end of year are based solely on information provided by the Trustee.

Significant investments at December 31 are as follows:

	2014	2013
Mutual funds - At fair value:		
Oakmark Fund - Class I	$ 3,446,303	$ 2,995,351
Vanguard 500 Index Fund	6,335,143	-
Fidelity Contrafund	8,393,133	7,480,969
Fidelity OTC Portfolio	4,199,436	3,365,713
Fidelity International Discovery Fund	4,484,335	4,540,244
Vanguard 500 Index Fund - Signal Shares	-	5,407,524

Note 4 - Tax Status

The Plan, as adopted, is a volume submitter plan, which does not require an application for a determination letter from the Internal Revenue Service (IRS). The volume submitter plan has received a favorable notification letter from the IRS dated March 31, 2008. The Plan has not individually sought its own determination letter.

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The plan administrator believes the Plan is no longer subject to tax examinations for years prior to 2011.

Note 5 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2014 and 2013.

Level 1 - Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

Level 2 - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in markets that are not active, and inputs other than quoted prices that are observable for the asset.

Level 3 - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

The following valuation methodologies have been used to value the Plan's investments:

Mutual Funds - Mutual funds are valued at closing quoted prices reported in active markets.

Note 5 - Fair Value Measurements (Continued)

Money Market Fund - Money market funds are valued at closing quoted prices reported in active markets.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

Assets Measured at Fair Value on a Recurring Basis at December 31, 2014

	Level 1	Balance at December 31, 2014
Mutual funds:		
Fixed-income investments	$ 3,922,125	$ 3,922,125
International equity investments	4,888,580	4,888,580
Large-cap investments	23,388,170	23,388,170
Mid-cap investments	4,304,315	4,304,315
Small-cap investments	1,945,412	1,945,412
Specialty investments	3,488,652	3,488,652
Retirement year-based investments	11,499,127	11,499,127
Money market fund - Short-term investment	1,985,442	1,985,442
Total	$ 55,421,823	$ 55,421,823

Assets Measured at Fair Value on a Recurring Basis at December 31, 2013

	Level 1	Balance at December 31, 2013
Mutual funds:		
Fixed-income investments	$ 3,132,792	$ 3,132,792
International equity investments	4,898,450	4,898,450
Large-cap investments	20,017,995	20,017,995
Mid-cap investments	3,701,125	3,701,125
Small-cap investments	1,658,555	1,658,555
Specialty investments	3,068,383	3,068,383
Retirement year-based investments	8,737,812	8,737,812
Money market fund - Short-term investment	2,034,629	2,034,629
Total	$ 47,249,741	$ 47,249,741

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the end of the reporting period.

Note 6 - Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2014 and 2013 to Form 5500:

	2014	2013
Net assets available for benefits per the financial statements	$ 56,908,425	$ 48,284,071
Employer contribution receivable	(1,199,102)	(611,928)
Net assets available for benefits per Form 5500	$ 55,709,323	$ 47,672,143

The following is a reconciliation of net increase in net assets available for benefits per the financial statements for the year ended December 31, 2014 to Form 5500:

Net increase in net assets available for benefits per the financial statements	$ 8,624,354
Less contributions receivable at December 31, 2014	(1,199,102)
Add contributions receivable at December 31, 2013	611,928
Net increase in net assets available for benefits per Form 5500	$ 8,037,180

ThoughtWorks, Inc. 401(k) Plan

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN 36-3888809, Plan No. 001
December 31, 2014

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Mutual funds:		
Ariel Investments	Ariel Fund - Investor Class	*	$ 966,485
BlackRock	BlackRock Equity Dividend Fund - Institutional Shares	*	142,163
Dimensional Fund Advisors	DFA Emerging Markets Core Equity Portfolio - Institutional Class	*	404,245
Gabelli	Gabelli Small Cap Growth Fund - Class I	*	176,326
Oakmark Funds	Oakmark Fund - Class I	*	3,446,303
Parnassus	Parnassus Equity Income Fund - Institutional Shares	*	871,992
Vanguard	Vanguard 500 Index Fund - Signal Shares	*	6,335,143
	Vanguard Small Cap Index Fund - Signal Shares	*	1,769,086
	Vanguard mid Cap index Fund - Signal Shares	*	1,827,560
Virtus	Virtus Multi-Sector Short Term Bond Fund - Class I	*	231,534
Fidelity Investments	Fidelity Contrafund	*	8,393,133
	Fidelity Freedom 2005 Fund	*	27,933
	Fidelity Freedom 2010 Fund	*	50,558
	Fidelity Freedom 2015 Fund	*	85,242
	Fidelity Freedom 2020 Fund	*	623,526
	Fidelity Freedom 2025 Fund	*	654,985
	Fidelity Freedom 2030 Fund	*	717,508
	Fidelity Freedom 2035 Fund	*	929,135
	Fidelity Freedom 2040 Fund	*	2,235,393
	Fidelity Freedom 2045 Fund	*	2,130,876
	Fidelity Freedom 2050 Fund	*	2,749,271
	Fidelity Freedom 2055 Fund	*	1,294,700
	Fidelity Freedom Income Fund	*	171,222
	Fidelity Intermediate Bond Fund	*	2,353,797
	Fidelity International Discovery Fund	*	4,484,335
	Fidelity Low-Priced Stock Fund	*	1,510,270
	Fidelity New Markets Income Fund	*	1,165,572
	Fidelity OTC Portfolio	*	4,199,436
	Fidelity Real Estate Investment Portfolio	*	1,704,774
	Fidelity Select Energy Portfolio	*	792,950
	Fidelity Select Technology Portfolio	*	990,928
Fidelity Investments	Money market - Fidelity Retirement Money Market Fund	*	1,985,442
Participants	Participant notes receivable bearing interest at rates ranging from 4.25 to 10.25 percent	-	287,500
	Total		**$ 55,709,323**

* Cost information not required

ThoughtWorks, Inc. 401(k) Plan

Schedule of Delinquent Participant Contributions
Form 5500, Schedule H, Line 4a
EIN 36-3888809, Plan No. 001
Year Ended December 31, 2014

	Participant Contributions Transferred Late to Plan	Totals that Constitute Nonexempt Prohibited Transactions			
	Check Here if Late Participant Loan Repayments are Included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
2014	☒	$ -	$ 653,800	$ -	$ -
2013	☒	-	175,437	-	-
2012	☒	-	448,033	-	-
2011	☒	-	318,396	-	-
2010	☒	-	5,500	-	-

For the period from February 25, 2010 through May 22, 2014, employee deferrals and participant loan repayments of $1,601,166 were not deposited in a timely basis. In 2014, the Company corrected all delinquent contributions and participant loan repayments, depositing $2,228 of lost earnings to the affected participants' accounts.

ThoughtWorks, Inc. 401(k) Plan

Financial Report
December 31, 2014

ThoughtWorks, Inc. 401(k) Plan

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Independent Auditor's Report

To the ThoughtWorks 401(k)
Investment Committee
ThoughtWorks, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of ThoughtWorks, Inc. 401(k) Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2014 and the related statement of changes in net assets available for benefits for the year 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 on the 2014 financial statements.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company (the "Trustee"), except for comparing such information with the related information included in the 2014 financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and participant notes receivable and executes related transactions. The plan administrator has obtained a certification from the Trustee as of and for the year ended December 31, 2014 that the information provided to the plan administrator by the Trustee is complete and accurate.

Praxity MEMBER GLOBAL ALLIANCE OF INDEPENDENT FIRMS

To the ThoughtWorks 401(k)
Investment Committee
ThoughtWorks, Inc. 401(k) Plan

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 on the 2014 financial statements. Accordingly, we do not express an opinion on the 2014 financial statements.

Other Matter

The supplemental schedules of assets held at end of year as of December 31, 2014 and the schedule of delinquent participant contributions for the year ended December 31, 2014 are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matters described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules as a whole.

Report on Prior Year Financial Statements

The financial statements of ThoughtWorks, Inc. 401(k) Plan as of December 31, 2013 were audited by other auditors, whose report dated July 25, 2014 disclaimed an opinion as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance with DOL Rules and Regulations for 2014 Financial Statements

The form and content of the information included in the 2014 financial statements and supplemental schedules, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Plante & Moran, PLLC

Chicago, Illinois
September 25, 2015

ThoughtWorks, Inc. 401(k) Plan

Statement of Net Assets Available for Benefits

	December 31, 2014	December 31, 2013
Assets		
Participant-directed investments:		
Money market fund	$ 1,985,442	$ 2,034,629
Mutual funds	53,436,381	45,215,112
Total participant-directed investments	55,421,823	47,249,741
Employer contribution receivable	1,199,102	611,928
Participant notes receivable	287,500	422,402
Net Assets Available for Benefits	**$ 56,908,425**	**$ 48,284,071**

See Notes to Financial Statements.

ThoughtWorks, Inc. 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2014

Additions to Net Assets	
Contributions:	
Employee	$ 5,131,641
Employer	2,281,468
Rollovers	319,687
Total contributions	7,732,796
Investment income:	
Interest and dividends	2,913,917
Net realized and unrealized gains on investments in mutual funds	899,103
Total investment income	3,813,020
Interest from participant notes receivable	18,602
Total additions	11,564,418
Deductions from Net Assets	
Benefits paid directly to participants or beneficiaries	2,937,075
Administrative expenses	2,989
Total deductions	2,940,064
Net Increase	8,624,354
Net Assets Available for Benefits	
Beginning of year	48,284,071
End of year	**$ 56,908,425**

See Notes to Financial Statements.

Note 1 - Plan Description

The following description of ThoughtWorks, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering all employees of ThoughtWorks, Inc. (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - The Plan provides for employee salary 401(k) contributions up to a maximum of 100 percent of the annual compensation subject to maximum tax deferred limitations established by the Internal Revenue Code. The Plan allows participants to contribute on an after-tax basis. Participants may also make contributions to the Plan in the form of a rollover of funds from another qualified plan. During plan years 2010 to 2014, the Company remitted certain employee deferrals to the Plan after the Department of Labor's required timeframe. Related contributions were remitted in the respective years with lost earnings remitted in 2014.

The Plan provides for discretionary employer matching contributions equal to a percentage of eligible contributions or to a specified dollar amount as determined by the Company. For 2014, the Company elected a dollar-for-dollar match of the participant's contributions not exceeding $4,500 per year.

Participant Accounts - Each participant's account is credited with the participant contribution and allocations of the Company's contributions and plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant's compensation 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. Participants may direct the investments of their account balances into various investment options offered by the Plan.

Vesting - Participants are immediately 100 percent vested in employee salary and rollover contributions and any income or loss thereon. Vesting in the Company's contribution portion of their accounts, plus actual earnings thereon, is based on years of service.

Years of Service	Vesting Percentage
1	10
2	30
3	60
4	100

Note 1 - Plan Description (Continued)

Benefit Payments - Distributions are payable upon the retirement, death, disability, hardship, or termination of employment in the form of a lump-sum and installment payments equal to the vested balance of a participant's account. In-service distributions from a participant's account are available to employees as defined by the Plan.

Hardship Withdrawals - Participants may request that all or a portion of their account be distributed in the case of severe financial hardship, as defined in the plan document. The Company must approve any such hardship withdrawals.

Participant Notes Receivable - Participants may borrow from their accounts up to a maximum of 50 percent of their account balance, not to exceed $50,000. Notes receivable are collateralized by the participant's account balance and bear interest at a market rate.

Forfeitures - If a participant is not fully vested on his or her termination date, the nonvested amount of the account is forfeited. Forfeitures are first used to offset administrative expenses of the Plan and any remaining forfeitures are used to reduce future company contributions. At December 31, 2014 and 2013, forfeited account balances totaled $327,054 and $443,332, respectively. Forfeitures totaling $422,342 were used in 2014 to reduce employer contributions.

Party-in-interest Transactions - Certain plan assets are in investment funds managed by Fidelity Management Trust Company or its affiliates. Fidelity Management Trust Company is the trustee of the Plan and, therefore, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

Termination - While it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in the plan document and ERISA. Upon termination of the Plan, participants become 100 percent vested in their account balances.

Note 2 - Summary of Significant Accounting Policies

Investment Valuation and Income Recognition - Investments held by the Plan are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for further discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date.

Participant Notes Receivable - Participant notes receivable are recorded at their unpaid principal balances plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

Note 2 - Summary of Significant Accounting Policies (Continued)

Benefit Payments - Benefits are recorded when paid.

Administrative Expenses - Various administrative costs are paid by the Plan.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

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

Subsequent Events - The financial statements and related disclosures include evaluation of events up through and including September 25, 2015, which is the date the financial statements were issued.

Note 3 - Unaudited Information

Fidelity Management Trust Company (the "Trustee") holds the Plan's investments and participant notes receivable and executes all related transactions. The investment and participant notes receivable balances and related income and losses included in the accompanying financial statements and supplemental schedule of assets held at end of year are based solely on information provided by the Trustee.

Significant investments at December 31 are as follows:

	2014	2013
Mutual funds - At fair value:		
Oakmark Fund - Class I	$ 3,446,303	$ 2,995,351
Vanguard 500 Index Fund	6,335,143	-
Fidelity Contrafund	8,393,133	7,480,969
Fidelity OTC Portfolio	4,199,436	3,365,713
Fidelity International Discovery Fund	4,484,335	4,540,244
Vanguard 500 Index Fund - Signal Shares	-	5,407,524

Note 4 - Tax Status

The Plan, as adopted, is a volume submitter plan, which does not require an application for a determination letter from the Internal Revenue Service (IRS). The volume submitter plan has received a favorable notification letter from the IRS dated March 31, 2008. The Plan has not individually sought its own determination letter.

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The plan administrator believes the Plan is no longer subject to tax examinations for years prior to 2011.

Note 5 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2014 and 2013.

Level 1 - Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

Level 2 - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in markets that are not active, and inputs other than quoted prices that are observable for the asset.

Level 3 - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

The following valuation methodologies have been used to value the Plan's investments:

Mutual Funds - Mutual funds are valued at closing quoted prices reported in active markets.

Note 5 - Fair Value Measurements (Continued)

Money Market Fund - Money market funds are valued at closing quoted prices reported in active markets.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

Assets Measured at Fair Value on a Recurring Basis at December 31, 2014

	Level 1	Balance at December 31, 2014
Mutual funds:		
Fixed-income investments	$ 3,922,125	$ 3,922,125
International equity investments	4,888,580	4,888,580
Large-cap investments	23,388,170	23,388,170
Mid-cap investments	4,304,315	4,304,315
Small-cap investments	1,945,412	1,945,412
Specialty investments	3,488,652	3,488,652
Retirement year-based investments	11,499,127	11,499,127
Money market fund - Short-term investment	1,985,442	1,985,442
Total	$ 55,421,823	$ 55,421,823

Assets Measured at Fair Value on a Recurring Basis at December 31, 2013

	Level 1	Balance at December 31, 2013
Mutual funds:		
Fixed-income investments	$ 3,132,792	$ 3,132,792
International equity investments	4,898,450	4,898,450
Large-cap investments	20,017,995	20,017,995
Mid-cap investments	3,701,125	3,701,125
Small-cap investments	1,658,555	1,658,555
Specialty investments	3,068,383	3,068,383
Retirement year-based investments	8,737,812	8,737,812
Money market fund - Short-term investment	2,034,629	2,034,629
Total	$ 47,249,741	$ 47,249,741

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the end of the reporting period.

Note 6 - Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2014 and 2013 to Form 5500:

	2014	2013
Net assets available for benefits per the financial statements	$ 56,908,425	$ 48,284,071
Employer contribution receivable	(1,199,102)	(611,928)
Net assets available for benefits per Form 5500	$ 55,709,323	$ 47,672,143

The following is a reconciliation of net increase in net assets available for benefits per the financial statements for the year ended December 31, 2014 to Form 5500:

Net increase in net assets available for benefits per the financial statements	$ 8,624,354
Less contributions receivable at December 31, 2014	(1,199,102)
Add contributions receivable at December 31, 2013	611,928
Net increase in net assets available for benefits per Form 5500	$ 8,037,180

ThoughtWorks, Inc. 401(k) Plan

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN 36-3888809, Plan No. 001
December 31, 2014

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Mutual funds:		
Ariel Investments	Ariel Fund - Investor Class	*	$ 966,485
BlackRock	BlackRock Equity Dividend Fund - Institutional Shares	*	142,163
Dimensional Fund Advisors	DFA Emerging Markets Core Equity Portfolio - Institutional Class	*	404,245
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	Vanguard Small Cap Index Fund - Signal Shares	*	1,769,086
	Vanguard mid Cap index Fund - Signal Shares	*	1,827,560
Virtus	Virtus Multi-Sector Short Term Bond Fund - Class I	*	231,534
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	Fidelity Freedom Income Fund	*	171,222
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	Fidelity International Discovery Fund	*	4,484,335
	Fidelity Low-Priced Stock Fund	*	1,510,270
	Fidelity New Markets Income Fund	*	1,165,572
	Fidelity OTC Portfolio	*	4,199,436
	Fidelity Real Estate Investment Portfolio	*	1,704,774
	Fidelity Select Energy Portfolio	*	792,950
	Fidelity Select Technology Portfolio	*	990,928
Fidelity Investments	Money market - Fidelity Retirement Money Market Fund	*	1,985,442
Participants	Participant notes receivable bearing interest at rates ranging from 4.25 to 10.25 percent	-	287,500
	Total		**$ 55,709,323**

* Cost information not required

ThoughtWorks, Inc. 401(k) Plan

Schedule of Delinquent Participant Contributions
Form 5500, Schedule H, Line 4a
EIN 36-3888809, Plan No. 001
Year Ended December 31, 2014

	Participant Contributions Transferred Late to Plan	Totals that Constitute Nonexempt Prohibited Transactions			
	Check Here if Late Participant Loan Repayments are Included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
2014	☒	$ -	$ 653,800	$ -	$ -
2013	☒	-	175,437	-	-
2012	☒	-	448,033	-	-
2011	☒	-	318,396	-	-
2010	☒	-	5,500	-	-

For the period from February 25, 2010 through May 22, 2014, employee deferrals and participant loan repayments of $1,601,166 were not deposited in a timely basis. In 2014, the Company corrected all delinquent contributions and participant loan repayments, depositing $2,228 of lost earnings to the affected participants' accounts.

ThoughtWorks, Inc. 401(k) Plan

Financial Report
December 31, 2014

ThoughtWorks, Inc. 401(k) Plan

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Independent Auditor's Report

To the ThoughtWorks 401(k)
Investment Committee
ThoughtWorks, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of ThoughtWorks, Inc. 401(k) Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2014 and the related statement of changes in net assets available for benefits for the year 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 on the 2014 financial statements.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company (the "Trustee"), except for comparing such information with the related information included in the 2014 financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and participant notes receivable and executes related transactions. The plan administrator has obtained a certification from the Trustee as of and for the year ended December 31, 2014 that the information provided to the plan administrator by the Trustee is complete and accurate.

Praxity MEMBER GLOBAL ALLIANCE OF INDEPENDENT FIRMS

To the ThoughtWorks 401(k)
Investment Committee
ThoughtWorks, Inc. 401(k) Plan

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 on the 2014 financial statements. Accordingly, we do not express an opinion on the 2014 financial statements.

Other Matter

The supplemental schedules of assets held at end of year as of December 31, 2014 and the schedule of delinquent participant contributions for the year ended December 31, 2014 are required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matters described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules as a whole.

Report on Prior Year Financial Statements

The financial statements of ThoughtWorks, Inc. 401(k) Plan as of December 31, 2013 were audited by other auditors, whose report dated July 25, 2014 disclaimed an opinion as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Report on Form and Content in Compliance with DOL Rules and Regulations for 2014 Financial Statements

The form and content of the information included in the 2014 financial statements and supplemental schedules, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Plante & Moran, PLLC

Chicago, Illinois
September 25, 2015

ThoughtWorks, Inc. 401(k) Plan

Statement of Net Assets Available for Benefits

	December 31, 2014	December 31, 2013
Assets		
Participant-directed investments:		
Money market fund	$ 1,985,442	$ 2,034,629
Mutual funds	53,436,381	45,215,112
Total participant-directed investments	55,421,823	47,249,741
Employer contribution receivable	1,199,102	611,928
Participant notes receivable	287,500	422,402
Net Assets Available for Benefits	**$ 56,908,425**	**$ 48,284,071**

See Notes to Financial Statements.

ThoughtWorks, Inc. 401(k) Plan

Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2014

Additions to Net Assets	
Contributions:	
Employee	$ 5,131,641
Employer	2,281,468
Rollovers	319,687
Total contributions	7,732,796
Investment income:	
Interest and dividends	2,913,917
Net realized and unrealized gains on investments in mutual funds	899,103
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Total additions	11,564,418
Deductions from Net Assets	
Benefits paid directly to participants or beneficiaries	2,937,075
Administrative expenses	2,989
Total deductions	2,940,064
Net Increase	8,624,354
Net Assets Available for Benefits	
Beginning of year	48,284,071
End of year	**$ 56,908,425**

See Notes to Financial Statements.

Note 1 - Plan Description

The following description of ThoughtWorks, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering all employees of ThoughtWorks, Inc. (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - The Plan provides for employee salary 401(k) contributions up to a maximum of 100 percent of the annual compensation subject to maximum tax deferred limitations established by the Internal Revenue Code. The Plan allows participants to contribute on an after-tax basis. Participants may also make contributions to the Plan in the form of a rollover of funds from another qualified plan. During plan years 2010 to 2014, the Company remitted certain employee deferrals to the Plan after the Department of Labor's required timeframe. Related contributions were remitted in the respective years with lost earnings remitted in 2014.

The Plan provides for discretionary employer matching contributions equal to a percentage of eligible contributions or to a specified dollar amount as determined by the Company. For 2014, the Company elected a dollar-for-dollar match of the participant's contributions not exceeding $4,500 per year.

Participant Accounts - Each participant's account is credited with the participant contribution and allocations of the Company's contributions and plan earnings and charged with an allocation of administrative expenses. Allocations are based on participant's compensation 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. Participants may direct the investments of their account balances into various investment options offered by the Plan.

Vesting - Participants are immediately 100 percent vested in employee salary and rollover contributions and any income or loss thereon. Vesting in the Company's contribution portion of their accounts, plus actual earnings thereon, is based on years of service.

Years of Service	Vesting Percentage
1	10
2	30
3	60
4	100

Note 1 - Plan Description (Continued)

Benefit Payments - Distributions are payable upon the retirement, death, disability, hardship, or termination of employment in the form of a lump-sum and installment payments equal to the vested balance of a participant's account. In-service distributions from a participant's account are available to employees as defined by the Plan.

Hardship Withdrawals - Participants may request that all or a portion of their account be distributed in the case of severe financial hardship, as defined in the plan document. The Company must approve any such hardship withdrawals.

Participant Notes Receivable - Participants may borrow from their accounts up to a maximum of 50 percent of their account balance, not to exceed $50,000. Notes receivable are collateralized by the participant's account balance and bear interest at a market rate.

Forfeitures - If a participant is not fully vested on his or her termination date, the nonvested amount of the account is forfeited. Forfeitures are first used to offset administrative expenses of the Plan and any remaining forfeitures are used to reduce future company contributions. At December 31, 2014 and 2013, forfeited account balances totaled $327,054 and $443,332, respectively. Forfeitures totaling $422,342 were used in 2014 to reduce employer contributions.

Party-in-interest Transactions - Certain plan assets are in investment funds managed by Fidelity Management Trust Company or its affiliates. Fidelity Management Trust Company is the trustee of the Plan and, therefore, these transactions qualify as party-in-interest transactions as defined under ERISA guidelines.

Termination - While it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in the plan document and ERISA. Upon termination of the Plan, participants become 100 percent vested in their account balances.

Note 2 - Summary of Significant Accounting Policies

Investment Valuation and Income Recognition - Investments held by the Plan are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for further discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned. Dividends are recorded on the ex-dividend date.

Participant Notes Receivable - Participant notes receivable are recorded at their unpaid principal balances plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

Note 2 - Summary of Significant Accounting Policies (Continued)

Benefit Payments - Benefits are recorded when paid.

Administrative Expenses - Various administrative costs are paid by the Plan.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

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

Subsequent Events - The financial statements and related disclosures include evaluation of events up through and including September 25, 2015, which is the date the financial statements were issued.

Note 3 - Unaudited Information

Fidelity Management Trust Company (the "Trustee") holds the Plan's investments and participant notes receivable and executes all related transactions. The investment and participant notes receivable balances and related income and losses included in the accompanying financial statements and supplemental schedule of assets held at end of year are based solely on information provided by the Trustee.

Significant investments at December 31 are as follows:

	2014	2013
Mutual funds - At fair value:		
Oakmark Fund - Class I	$ 3,446,303	$ 2,995,351
Vanguard 500 Index Fund	6,335,143	-
Fidelity Contrafund	8,393,133	7,480,969
Fidelity OTC Portfolio	4,199,436	3,365,713
Fidelity International Discovery Fund	4,484,335	4,540,244
Vanguard 500 Index Fund - Signal Shares	-	5,407,524

Note 4 - Tax Status

The Plan, as adopted, is a volume submitter plan, which does not require an application for a determination letter from the Internal Revenue Service (IRS). The volume submitter plan has received a favorable notification letter from the IRS dated March 31, 2008. The Plan has not individually sought its own determination letter.

In accordance with guidance on accounting for uncertainty in income taxes, management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The plan administrator believes the Plan is no longer subject to tax examinations for years prior to 2011.

Note 5 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2014 and 2013.

Level 1 - Fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

Level 2 - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in markets that are not active, and inputs other than quoted prices that are observable for the asset.

Level 3 - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

The following valuation methodologies have been used to value the Plan's investments:

Mutual Funds - Mutual funds are valued at closing quoted prices reported in active markets.

Note 5 - Fair Value Measurements (Continued)

Money Market Fund - Money market funds are valued at closing quoted prices reported in active markets.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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.

Assets Measured at Fair Value on a Recurring Basis at December 31, 2014

	Level 1	Balance at December 31, 2014
Mutual funds:		
Fixed-income investments	$ 3,922,125	$ 3,922,125
International equity investments	4,888,580	4,888,580
Large-cap investments	23,388,170	23,388,170
Mid-cap investments	4,304,315	4,304,315
Small-cap investments	1,945,412	1,945,412
Specialty investments	3,488,652	3,488,652
Retirement year-based investments	11,499,127	11,499,127
Money market fund - Short-term investment	1,985,442	1,985,442
Total	$ 55,421,823	$ 55,421,823

Assets Measured at Fair Value on a Recurring Basis at December 31, 2013

	Level 1	Balance at December 31, 2013
Mutual funds:		
Fixed-income investments	$ 3,132,792	$ 3,132,792
International equity investments	4,898,450	4,898,450
Large-cap investments	20,017,995	20,017,995
Mid-cap investments	3,701,125	3,701,125
Small-cap investments	1,658,555	1,658,555
Specialty investments	3,068,383	3,068,383
Retirement year-based investments	8,737,812	8,737,812
Money market fund - Short-term investment	2,034,629	2,034,629
Total	$ 47,249,741	$ 47,249,741

The Plan's policy is to recognize transfers between levels of the fair value hierarchy as of the end of the reporting period.

Note 6 - Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2014 and 2013 to Form 5500:

	2014	2013
Net assets available for benefits per the financial statements	$ 56,908,425	$ 48,284,071
Employer contribution receivable	(1,199,102)	(611,928)
Net assets available for benefits per Form 5500	$ 55,709,323	$ 47,672,143

The following is a reconciliation of net increase in net assets available for benefits per the financial statements for the year ended December 31, 2014 to Form 5500:

Net increase in net assets available for benefits per the financial statements	$ 8,624,354
Less contributions receivable at December 31, 2014	(1,199,102)
Add contributions receivable at December 31, 2013	611,928
Net increase in net assets available for benefits per Form 5500	$ 8,037,180

ThoughtWorks, Inc. 401(k) Plan

Schedule of Assets Held at End of Year
Form 5500, Schedule H, Line 4i
EIN 36-3888809, Plan No. 001
December 31, 2014

(a)(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
	Mutual funds:		
Ariel Investments	Ariel Fund - Investor Class	*	$ 966,485
BlackRock	BlackRock Equity Dividend Fund - Institutional Shares	*	142,163
Dimensional Fund Advisors	DFA Emerging Markets Core Equity Portfolio - Institutional Class	*	404,245
Gabelli	Gabelli Small Cap Growth Fund - Class I	*	176,326
Oakmark Funds	Oakmark Fund - Class I	*	3,446,303
Parnassus	Parnassus Equity Income Fund - Institutional Shares	*	871,992
Vanguard	Vanguard 500 Index Fund - Signal Shares	*	6,335,143
	Vanguard Small Cap Index Fund - Signal Shares	*	1,769,086
	Vanguard mid Cap index Fund - Signal Shares	*	1,827,560
Virtus	Virtus Multi-Sector Short Term Bond Fund - Class I	*	231,534
Fidelity Investments	Fidelity Contrafund	*	8,393,133
	Fidelity Freedom 2005 Fund	*	27,933
	Fidelity Freedom 2010 Fund	*	50,558
	Fidelity Freedom 2015 Fund	*	85,242
	Fidelity Freedom 2020 Fund	*	623,526
	Fidelity Freedom 2025 Fund	*	654,985
	Fidelity Freedom 2030 Fund	*	717,508
	Fidelity Freedom 2035 Fund	*	929,135
	Fidelity Freedom 2040 Fund	*	2,235,393
	Fidelity Freedom 2045 Fund	*	2,130,876
	Fidelity Freedom 2050 Fund	*	2,749,271
	Fidelity Freedom 2055 Fund	*	1,294,700
	Fidelity Freedom Income Fund	*	171,222
	Fidelity Intermediate Bond Fund	*	2,353,797
	Fidelity International Discovery Fund	*	4,484,335
	Fidelity Low-Priced Stock Fund	*	1,510,270
	Fidelity New Markets Income Fund	*	1,165,572
	Fidelity OTC Portfolio	*	4,199,436
	Fidelity Real Estate Investment Portfolio	*	1,704,774
	Fidelity Select Energy Portfolio	*	792,950
	Fidelity Select Technology Portfolio	*	990,928
Fidelity Investments	Money market - Fidelity Retirement Money Market Fund	*	1,985,442
Participants	Participant notes receivable bearing interest at rates ranging from 4.25 to 10.25 percent	-	287,500
	Total		**$ 55,709,323**

* Cost information not required

ThoughtWorks, Inc. 401(k) Plan

Schedule of Delinquent Participant Contributions
Form 5500, Schedule H, Line 4a
EIN 36-3888809, Plan No. 001
Year Ended December 31, 2014

	Participant Contributions Transferred Late to Plan	Totals that Constitute Nonexempt Prohibited Transactions			
	Check Here if Late Participant Loan Repayments are Included:	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
2014	☒	$ -	$ 653,800	$ -	$ -
2013	☒	-	175,437	-	-
2012	☒	-	448,033	-	-
2011	☒	-	318,396	-	-
2010	☒	-	5,500	-	-

For the period from February 25, 2010 through May 22, 2014, employee deferrals and participant loan repayments of $1,601,166 were not deposited in a timely basis. In 2014, the Company corrected all delinquent contributions and participant loan repayments, depositing $2,228 of lost earnings to the affected participants' accounts.