

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 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 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>			
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.)	
	☒ a single-employer plan ☐ a DFE (specify) ____		
B	This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)	
C	If the plan is a collectively-bargained plan, check here. ☐		
D	Check box if filing under:	☒ Form 5558 ☐ special extension (enter description)	☐ automatic extension ☐ the DFVC program

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>DREAMWORKS ANIMATION SKG, INC. 401(K) PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>001</u>
		1c	Effective date of plan <u>10/27/2004</u>
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>DWA HOLDINGS, LLC</u> <u>1000 FLOWER STREET</u> <u>GLENDALE, CA 91201</u>	2b	Employer Identification Number (EIN) <u>68-0589190</u>
		2c	Plan Sponsor's telephone number <u>818-695-5000</u>
		2d	Business code (see instructions) <u>711100</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/14/2017	JOSEPH PITRA
	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)			Preparer's telephone number

3a Plan administrator's name and address ☒ 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: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 2678
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..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	 6a(1) 1364 6a(2) 1157 6b 0 6c 1155 6d 2312 6e 0 6f 2312 6g 2230 6h 185
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: 2G 2J 2K 2S 2T 3D 3H 2F b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ 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 2016 Form M-1 annual report. If the plan was not required to file the 2016 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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning **01/01/2016** and ending **12/31/2016**

A Name of plan DREAMWORKS ANIMATION SKG, INC. 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 DWA HOLDINGS, LLC	D Employer Identification Number (EIN) 68-0589190	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation FIDELITY INVESTMENTS INSTITUTIONAL
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04-2647786

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

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

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

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	5669	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			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.
ABF LG CAP VAL INST - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.04%	
(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.
ABF SM CAP VAL INST - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.04%	
(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.
ARTISAN MID CAP INV - BOSTON FINAN	0.40%	
04-2526037		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COL/ACORN INTL Z - COLUMBIA MGT IN P.O. BOX 8081 BOSTON, MA 02266	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NB SOCIALLY RESP TR - STATE STREET 04-0025081	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.
OAKMARK INTL INV - BOSTON FINANCIA P.O. BOX 8480 BOSTON, MA 02266	0.35%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PARNASSUS CORE EQ IV - PARNASSUS I 1 MARKET STREET, SUITE 1600 SAN FRANCISCO, CA 94105	0.40%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
TRP BLUE CHIP GRTH - T. ROWE PRICE 52-2269240	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
WF EMRG MKTS EQ IS - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.15%	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

(complete as many entries as needed)

a Name:	VASQUEZ AND COMPANY, LLC	b EIN:	33-0700332
c Position:	ACCOUNTANT		
d Address:	801 SOUTH GRAND AVENUE SUITE 400 LOS ANGELES, CA 90017	e Telephone:	213-873-1700

Explanation: ACQUISITION

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) 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 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</u>		
A Name of plan <u>DREAMWORKS ANIMATION SKG, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DWA HOLDINGS, LLC</u>	D Employer Identification Number (EIN) <u>68-0589190</u>	

Part I	Asset and Liability Statement
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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)	309771	325609
(2) Participant contributions	1b(2)	0	479158
(3) Other.....	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	5622725	5193310
(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)	1287324	1076508
(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)	155801314	161980453
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	163021134	169055038

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	65060	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	65060	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	162956074	169055038
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2779872	
(B) Participants	2a(1)(B)	10910876	
(C) Others (including rollovers)	2a(1)(C)	1717193	
(2) Noncash contributions	2a(2)	0	15407941
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	5747	
(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)	43091	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		48838
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	4554333
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	4554333	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		4554333
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	0
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	0
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(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)		5792015
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		25803127

Expenses**e** Benefit payment and payments to provide benefits:

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	19694659	
(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)		19694659
f Corrective distributions (see instructions)	2f		3832
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	0	
(4) Other	2i(4)	5672	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		5672
j Total expenses. Add all expense amounts in column (b) and enter total	2j		19704163

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		6098964
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(2) From this plan.....	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

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

(1) Name: SB&COMPANY

(2) EIN: 20-2153727

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a	X		357157
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		25000000
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	
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

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 sections 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 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>DREAMWORKS ANIMATION SKG, INC. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DWA HOLDINGS, LLC</u>	D Employer Identification Number (EIN) <u>68-0589190</u>

Part I	Distributions
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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): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

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

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

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
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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): _____	

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter / / and the serial number .	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter / / .	



**DreamWorks Animation SKG, Inc. 401(k) Plan
Financial Statements and Supplemental
Schedules *as of December 31, 2016 and 2015*
and for the Year Ended December 31,
2016 with Report of Independent Public
*Accountants***

**DreamWorks Animation SKG, Inc. 401(k) Plan
Financial Statements and Supplemental Schedules
*as of December 31, 2016 and 2015
and for the Year Ended December 31, 2016
with Report of Independent Public
Accountants***

	<u>PAGE</u>
REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS	1
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5
SUPPLEMENTAL SCHEDULES	
Schedule H, Line 4a - Schedule of Delinquent Participant Contributions	13
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	14



REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Participants and Plan Administrator of
DreamWorks Animation SKG, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying statement of net assets available for benefits of the DreamWorks Animation SKG, Inc. 401(k) Plan (the Plan) as of December 31, 2016, 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 audits in accordance with auditing standards generally accepted in the United States of America. However, because of the matter described in the Basis for Disclaimer of Opinion paragraph, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (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 4, which was certified by Fidelity Management Trust Company, the Custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Custodian as of and for the year ended December 31, 2016, that the information provided to the Plan Administrator by the Custodian is complete and accurate.

Disclaimer of Opinion

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



Other Matter – 2015 Financial Statements

The financial statements of the Plan as of December 31, 2015, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the predecessor auditors not to perform, and they did not perform any auditing procedures with respect to the information certified by the Trustee. Their report, dated October 7, 2016, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, were presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Other Matter – Supplemental Schedules

The supplemental schedules H, line 4a – schedule of delinquent participant contributions and H, line 4i – schedule of assets (held at end of year) as of December 31, 2016, are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplementary schedules.

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

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

Hunt Valley, Maryland
July 14, 2017

SB & Company, LLC

**DreamWorks Animation SKG, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits**

		December 31	
		2016	2015
ASSETS			
Participant – directed investments at fair value:			
Money market fund	\$	5,193,310	\$ 5,622,725
Mutual funds		161,980,453	155,801,314
Total investments		167,173,763	161,424,039
Receivables:			
Notes receivable from participants		1,076,508	1,287,324
Contributions receivable from participants		479,158	-
Contributions receivable from employer		325,609	309,771
Total receivables		1,881,275	1,597,095
Total assets		169,055,038	163,021,134
LIABILITIES			
Excess contributions payable		-	65,060
Net assets available for benefits \$		169,055,038	\$ 162,956,074

The accompanying notes are an integral part of these financial statements.

DreamWorks Animation SKG, Inc. 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year ended December 31, 2016

Additions

Contributions:

Participants	\$ 10,910,876
Employer	2,779,872
Rollovers	1,717,193

Total contributions	<u>15,407,941</u>
----------------------------	-------------------

Investment income:

Interest income and dividends	4,560,080
Interest on notes receivable from participants	43,091
Net gain in fair value of funds	5,792,015

Total investment income	<u>10,395,186</u>
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Total additions	<u>25,803,127</u>
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Deductions

Benefits paid to participants	19,698,491
Administrative fees	5,672

Total deductions	<u>19,704,163</u>
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Net increase in net assets available for benefits	6,098,964
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Net assets available for benefits at beginning of year	<u>162,956,074</u>
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Net assets available for benefits at end of year	\$ <u>169,055,038</u>
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The accompanying notes are an integral part of this financial statement.

NOTE 1 DESCRIPTION OF THE PLAN

The following description of the DreamWorks Animation SKG, 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 was established effective October 27, 2004, to encourage long-term savings by participants and to provide additional funds for retirement. On August 22, 2016, Comcast Corporation ("Comcast") acquired DreamWorks Animation SKG, Inc. Subsequent to the acquisition, DreamWorks Animation SKG, Inc. was converted to a limited liability corporation now known as DWA Holdings, LLC (Plan Sponsor). The Plan's name remains the same.

The Plan is a defined contribution plan covering all employees of DWA Holdings, LLC and its participating affiliates (collectively, the Company) who meet the eligibility requirements of the Plan. The Plan is administered by the NBCUniversal Investment Committee (Plan Administrator). Contributions to the Plan are authorized under Section 401(k) of the Internal Revenue Code (IRC). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Upon retirement or termination, the fair value of the funds resulting from participant contributions and Company contributions will be available to participants. The fair value of such contributions includes appreciation or depreciation, depending on the participant's choice of mutual funds, in the investments held by these mutual funds and the interest and dividends received. Accordingly, the fair value may be greater or less than the amounts which were actually contributed under the Plan.

The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Eligibility

Subject to specified exceptions, all full-time and part-time employees of the Company become eligible as of the employee's hire date, unless the employee is covered by a collective bargaining agreement for which retirement benefits have been the subject of good faith negotiations. However, employees who are covered by a collective bargaining agreement and are employed by the Company as non-union employees are also considered employees with respect to their employment as non-union employees.

Contributions

Employees of the Company who elect to participate in the Plan may contribute up to 75% of their eligible compensation, as defined, on a pre-tax basis each payroll period, subject to IRC limitations. Employees may also contribute up to an annual maximum of 100% of eligible compensation on an after-tax basis. The Company makes a matching contribution of 50% of the participant's pre-tax contributions up to a maximum of 4% of eligible compensation for the majority of the employees that participate in the Plan.

Rollover contributions from other qualified plans are accepted by the Plan. The Company does not match contributions of this type.

NOTE 1 DESCRIPTION OF THE PLAN (CONTINUED)

Forfeitures

Forfeited balances of terminated participants' nonvested accounts are used to reduce future Company contributions. As of December 31, 2016 and 2015, forfeited nonvested accounts totaled \$146,442 and \$74,383, respectively. Employer contributions for the year ended December 31, 2016 were not reduced from forfeited nonvested accounts.

Vesting

Participants are immediately vested in their contributions and rollover balances, plus actual earnings thereon. Vesting in the employer contribution portion, plus actual earnings thereon, of their accounts is based on years of service. A participant vests over a three-year period of service, ratably each year.

If an active participant dies, the vesting percentage shall be 100%.

Notes receivable from participants

Participants may borrow a minimum of \$1,000 from their fund accounts. However, when the borrowing amount is added to the participant's existing outstanding loans, the total cannot exceed the lesser of (a) \$50,000 (reduced by the excess, if any, of the highest outstanding loan balance in the participant's account during the 12-month period ending on the day before the loan is made over the outstanding balance of their loans on the date the loan is made), or (b) 50% of their vested account balance. Loan terms range from one to five years, or up to 10 years for the purchase of a primary residence. The loans are secured by the vested balance in the participant's account and bear interest at rates that are commensurate with the applicable federal rates at the time the loan is funded. Principal and interest are paid in equal payments on a bi-weekly basis through after-tax payroll deductions.

Payment of Benefits

Upon termination of service, prior to retirement, participants are entitled to receive the fair value of their vested account balance. If the value of the participant's account available for distribution is \$1,000 or less, the distribution shall be in a lump-sum payment as soon as practicable following termination of employment. If the value of the participant's account is greater than \$1,000, distribution shall not commence prior to the normal retirement date (as defined in the Plan document), without the participant's written consent. Such consent may provide for distribution as a lump sum, a rollover into a subsequent employer's qualified plan, or a combination of both.

At death, benefits shall be paid to the surviving beneficiary.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts. It was determined that a partial termination of the Plan occurred during the year ended December 31, 2015. As a result, the employer contributions that had been allocated to the plan accounts of participants affected by the partial plan termination became 100% vested.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investments

Investments consist of shares in mutual funds and a money market fund, which are presented at fair value. The Plan's investments, with the exception of participant loans, are valued based on unadjusted quoted prices in active markets for identical assets and liabilities. The fair values of the shares are valued at the net asset value of the shares held by the Plan at year-end. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivables from Participants

Notes receivables from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 and 2015. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Contributions

Employee and Plan Sponsor contributions are recorded in the period that the Plan Sponsor makes payroll deductions from the participant's earnings. At year-end, a true-up employer contribution is calculated and remitted to the Plan.

Expenses of the Plan

Certain expenses of the Plan are paid directly by the the Plan Sponsor and are excluded from these financial statements. Other administrative expenses are paid directly by the Plan and are included in expenses in the statement of changes in net assets available for benefits. Investment related expenses are included in the net appreciation of fair value of investments.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. Actual results could differ from those estimates.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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.

Payment of Benefits

Benefits are recorded when paid.

NOTE 3 INVESTMENTS

Certain information related to investments disclosed in the accompanying financial statements and supplemental schedules, including investments held as of December 31, 2016 and 2015, and net appreciation (depreciation) in fair value of investments, interest, and dividends for the year ended December 31, 2016, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by Fidelity Management Trust Company (FMTTC), the trustee of the Plan.

During the year ended December 31, 2016, the Plan's investments in money market and mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$5,792,015, net of investment expenses.

NOTE 4 FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, establishes a hierarchy that prioritizes fair value measurements based on the types of inputs used for the various valuation techniques. The levels of the hierarchy are described below:

Level 1 - Consists of financial instruments whose values are based on quoted market prices for identical financial instruments in an active market.

Level 2 - Consists of financial instruments that are valued using models or other valuation methodologies. These models use inputs that are observable either directly or indirectly and include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in markets that are not active;
- Pricing models whose inputs are observable for substantially the full term of the financial instrument; and
- Pricing models whose inputs are derived principally from or corroborated by observable market data through correlation or other means for substantially the full term of the financial instrument.

NOTE 4 FAIR VALUE MEASUREMENTS (CONTINUED)

Level 3 - Consists of financial instruments whose values are determined using pricing models that use significant inputs that are primarily unobservable, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The valuation methodologies used for assets measured at fair value are as follows:

Mutual funds and money market funds: Valued at the closing price of shares held by the Plan at year-end. The mutual funds held by the Plan are classified as Level 1 investments as their investment values are based on quoted market prices for identical financial instruments in an active market.

The methods described above may produce a calculated fair value that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes these 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. There have been no changes in the methodologies used at December 31, 2016 and 2015.

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. For the years ended December 31, 2016 and 2015, there were no transfers between levels.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31, 2016 and 2015:

<u>Investment Category</u>	<u>Total</u>	<u>December 31, 2016</u>		
		<u>Level 1 Inputs</u>	<u>Level 2 Inputs</u>	<u>Level 3 Inputs</u>
Money market fund	\$ 5,193,310	\$ 5,193,310	\$ -	\$ -
Mutual funds	161,980,453	161,980,453	-	-
Total	\$ 167,173,763	\$ 167,173,763	\$ -	\$ -

DreamWorks Animation SKG, Inc. 401(k) Plan
Notes to Financial Statements
Year ended December 31, 2016

NOTE 4 FAIR VALUE MEASUREMENTS (CONTINUED)

<u>Investment Category</u>	<u>Total</u>	<u>December 31, 2015</u>		
		<u>Level 1</u> <u>Inputs</u>	<u>Level 2</u> <u>Inputs</u>	<u>Level 3</u> <u>Inputs</u>
Money market fund	\$ 5,622,725	\$ 5,622,725	\$ -	\$ -
Mutual funds	155,801,314	155,801,314	-	-
Total	\$ 161,424,039	\$ 161,424,039	\$ -	\$ -

NOTE 5 INCOME TAX STATUS

The underlying volume submitter plan has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2014, stating that the form of the plan is qualified under Section 401 of the Internal Revenue Code (IRC), and, therefore, the related trust is tax exempt. In accordance with Revenue Procedure 2011-49, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS volume submitter plan opinion letter. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believe that the Plan is qualified and that the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Sponsor believes it is no longer subject to income tax examinations for years prior to 2012.

NOTE 6 NON-EXEMPT PROHIBITED TRANSACTIONS

During the year ended December 31, 2016, the Plan was not able to timely remit participant contributions amounting to \$357,157. All delinquent participant contributions were remitted subsequently.

NOTE 7 RELATED-PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS

Certain Plan investments are managed by FMTC. FMTC served as the trustee for the Plan, and therefore, these transactions qualify as party in interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than direct payment.

As described in Note 2, the Plan made direct payments to the FMTC in the amount \$5,672, for the year ended December 31, 2016, which was not covered by revenue sharing. The Plan Sponsor directly pays any other fees related to the Plan's operations.

NOTE 8 SUBSEQUENT EVENTS

The Plan Sponsor has evaluated subsequent events for the Plan through July 14, 2017, the date the financial statements were available to be issued, and determined that, except as disclosed below, there are no events that would require adjustments or disclosures to the financial statements.

Effective March 31, 2017, the Plan is no longer accepting new participants or transfers of assets into the Plan. On April 3, 2017, employees of DWA were granted access to participate in the Comcast Corporation Retirement Investment Plan. The Plan is scheduled to be merged under the Comcast Corporation Employee Savings Plan Master Trust as a standalone plan by October 2017.

SUPPLEMENTAL SCHEDULES

DreamWorks Animation SKG, Inc. 401(k) Plan
EIN: 68-0589190 Plan Number: 001
Schedule H, Line 4a – Schedule of Delinquent Participant Contributions
December 31, 2016

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☒	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	

\$ 357,157

\$ 357,157

See report of independent public accountants.

DreamWorks Animation SKG, Inc. 401(k) Plan
 EIN: 68-0589190 Plan Number: 001
 Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
 December 31, 2016

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor, or similar party	Description of Investment	Cost	Current Value
		<i>Mutual Funds:</i>		
*	Fidelity Management Trust Company	Spartan 500 Index	**	\$ 28,114,155
	T. Rowe Price	T. Rowe Price Blue Chip Growth	**	18,875,161
	Artisan	Artisan Mid Cap Investment Fund	**	11,147,517
	Vanguard	Vanguard Target Retirement 2035 Fund	**	10,468,900
	Vanguard	Vanguard Target Retirement 2030 Fund	**	10,430,696
	Oppenheimer	Oppenheimer International Growth Fund Class I	**	8,663,939
	Vanguard	Vanguard Target Retirement 2040 Fund	**	8,645,287
*	Fidelity Management Trust Company	Fidelity Low-Priced Stock K Fund	**	8,391,857
	Vanguard	Vanguard Target Retirement 2045 Fund	**	6,126,443
	Vanguard	Vanguard Target Retirement 2050 Fund	**	5,938,125
	American Beacon	American Beacon Small Cap Value Fund	**	5,797,585
	Vanguard	Vanguard Target Retirement 2025 Fund	**	5,376,395
	Vanguard	Vanguard Total Bond Market Index Fund	**	5,375,380
	Parnassus Investments	Parnassus Core Equity Fund	**	4,065,900
	Loomis Sayles	Loomis Sayles Core Plus Bond N	**	3,526,834
	Clearbridge	Clearbridge Small Cap Growth IS	**	3,266,985
	Vanguard	Vanguard Target Retirement 2020 Fund	**	3,059,556
*	Fidelity Management Trust Company	Spartan International Index	**	2,699,846
	American Beacon	American Beacon Large Cap Value Fund	**	2,695,298
	Oakmark	Oakmark International Fund	**	2,458,846
	Vanguard	Vanguard Target Retirement 2055 Fund	**	2,427,576
	Vanguard	Vanguard Intermediate-Term Treasury Fund Admiral Shares	**	1,434,936
	Vanguard	Vanguard Target Retirement Income Fund	**	995,862
	Vanguard	Vanguard Target Retirement 2010 Fund	**	609,661
*	Fidelity Management Trust Company	Wells Fargo Emerging Markets Equity Fund	**	549,683
	DFA Investment Dimensions Groups	Dim. Fund Advisors Inflation-Protected Securities Portfolio	**	404,483
	Vanguard	Vanguard Target Retirement 2015 Fund	**	266,319
*	Fidelity Management Trust Company	Vanguard Target Retirement 2060 Fund	**	167,027
	PIMCO	PIMCO Total Return Fund		201
				161,980,453
		<i>Money Market Fund:</i>		
*	Fidelity Management Trust Company	Fidelity Retirement Money Market Fund	**	5,193,310
*	Participant Loans	Notes receivables from participants with interest rates ranging from 3.25% to 4.50% collateralized by participants' account balances and maturing from 2017 through 2026	-0-	1,076,508
				\$ 168,250,271

* Represents a party-in-interest as defined by ERISA.

** The costs of participant-directed investments is not required to be disclosed.

See report of independent public accountants.



**DreamWorks Animation SKG, Inc. 401(k) Plan
Financial Statements and Supplemental
Schedules *as of December 31, 2016 and 2015*
and for the Year Ended December 31,
2016 with Report of Independent Public
*Accountants***

**DreamWorks Animation SKG, Inc. 401(k) Plan
Financial Statements and Supplemental Schedules
*as of December 31, 2016 and 2015
and for the Year Ended December 31, 2016
with Report of Independent Public
Accountants***

	<u>PAGE</u>
REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS	1
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5
SUPPLEMENTAL SCHEDULES	
Schedule H, Line 4a - Schedule of Delinquent Participant Contributions	13
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	14



REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Participants and Plan Administrator of
DreamWorks Animation SKG, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying statement of net assets available for benefits of the DreamWorks Animation SKG, Inc. 401(k) Plan (the Plan) as of December 31, 2016, 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 audits in accordance with auditing standards generally accepted in the United States of America. However, because of the matter described in the Basis for Disclaimer of Opinion paragraph, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (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 4, which was certified by Fidelity Management Trust Company, the Custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Custodian as of and for the year ended December 31, 2016, that the information provided to the Plan Administrator by the Custodian is complete and accurate.

Disclaimer of Opinion

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



Other Matter – 2015 Financial Statements

The financial statements of the Plan as of December 31, 2015, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the predecessor auditors not to perform, and they did not perform any auditing procedures with respect to the information certified by the Trustee. Their report, dated October 7, 2016, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, were presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Other Matter – Supplemental Schedules

The supplemental schedules H, line 4a – schedule of delinquent participant contributions and H, line 4i – schedule of assets (held at end of year) as of December 31, 2016, are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplementary schedules.

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

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

Hunt Valley, Maryland
July 14, 2017

SB & Company, LLC

DreamWorks Animation SKG, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits

		December 31	
		2016	2015
ASSETS			
Participant – directed investments at fair value:			
Money market fund	\$	5,193,310	\$ 5,622,725
Mutual funds		161,980,453	155,801,314
Total investments		167,173,763	161,424,039
Receivables:			
Notes receivable from participants		1,076,508	1,287,324
Contributions receivable from participants		479,158	-
Contributions receivable from employer		325,609	309,771
Total receivables		1,881,275	1,597,095
Total assets		169,055,038	163,021,134
LIABILITIES			
Excess contributions payable		-	65,060
Net assets available for benefits \$		169,055,038	\$ 162,956,074

The accompanying notes are an integral part of these financial statements.

DreamWorks Animation SKG, Inc. 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year ended December 31, 2016

Additions

Contributions:

Participants	\$ 10,910,876
Employer	2,779,872
Rollovers	1,717,193

Total contributions	<u>15,407,941</u>
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Investment income:

Interest income and dividends	4,560,080
Interest on notes receivable from participants	43,091
Net gain in fair value of funds	5,792,015

Total investment income	<u>10,395,186</u>
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Total additions	<u>25,803,127</u>
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Deductions

Benefits paid to participants	19,698,491
Administrative fees	5,672

Total deductions	<u>19,704,163</u>
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Net increase in net assets available for benefits	6,098,964
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Net assets available for benefits at beginning of year	<u>162,956,074</u>
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Net assets available for benefits at end of year	\$ <u>169,055,038</u>
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The accompanying notes are an integral part of this financial statement.

NOTE 1 DESCRIPTION OF THE PLAN

The following description of the DreamWorks Animation SKG, 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 was established effective October 27, 2004, to encourage long-term savings by participants and to provide additional funds for retirement. On August 22, 2016, Comcast Corporation ("Comcast") acquired DreamWorks Animation SKG, Inc. Subsequent to the acquisition, DreamWorks Animation SKG, Inc. was converted to a limited liability corporation now known as DWA Holdings, LLC (Plan Sponsor). The Plan's name remains the same.

The Plan is a defined contribution plan covering all employees of DWA Holdings, LLC and its participating affiliates (collectively, the Company) who meet the eligibility requirements of the Plan. The Plan is administered by the NBCUniversal Investment Committee (Plan Administrator). Contributions to the Plan are authorized under Section 401(k) of the Internal Revenue Code (IRC). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Upon retirement or termination, the fair value of the funds resulting from participant contributions and Company contributions will be available to participants. The fair value of such contributions includes appreciation or depreciation, depending on the participant's choice of mutual funds, in the investments held by these mutual funds and the interest and dividends received. Accordingly, the fair value may be greater or less than the amounts which were actually contributed under the Plan.

The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Eligibility

Subject to specified exceptions, all full-time and part-time employees of the Company become eligible as of the employee's hire date, unless the employee is covered by a collective bargaining agreement for which retirement benefits have been the subject of good faith negotiations. However, employees who are covered by a collective bargaining agreement and are employed by the Company as non-union employees are also considered employees with respect to their employment as non-union employees.

Contributions

Employees of the Company who elect to participate in the Plan may contribute up to 75% of their eligible compensation, as defined, on a pre-tax basis each payroll period, subject to IRC limitations. Employees may also contribute up to an annual maximum of 100% of eligible compensation on an after-tax basis. The Company makes a matching contribution of 50% of the participant's pre-tax contributions up to a maximum of 4% of eligible compensation for the majority of the employees that participate in the Plan.

Rollover contributions from other qualified plans are accepted by the Plan. The Company does not match contributions of this type.

NOTE 1 DESCRIPTION OF THE PLAN (CONTINUED)

Forfeitures

Forfeited balances of terminated participants' nonvested accounts are used to reduce future Company contributions. As of December 31, 2016 and 2015, forfeited nonvested accounts totaled \$146,442 and \$74,383, respectively. Employer contributions for the year ended December 31, 2016 were not reduced from forfeited nonvested accounts.

Vesting

Participants are immediately vested in their contributions and rollover balances, plus actual earnings thereon. Vesting in the employer contribution portion, plus actual earnings thereon, of their accounts is based on years of service. A participant vests over a three-year period of service, ratably each year.

If an active participant dies, the vesting percentage shall be 100%.

Notes receivable from participants

Participants may borrow a minimum of \$1,000 from their fund accounts. However, when the borrowing amount is added to the participant's existing outstanding loans, the total cannot exceed the lesser of (a) \$50,000 (reduced by the excess, if any, of the highest outstanding loan balance in the participant's account during the 12-month period ending on the day before the loan is made over the outstanding balance of their loans on the date the loan is made), or (b) 50% of their vested account balance. Loan terms range from one to five years, or up to 10 years for the purchase of a primary residence. The loans are secured by the vested balance in the participant's account and bear interest at rates that are commensurate with the applicable federal rates at the time the loan is funded. Principal and interest are paid in equal payments on a bi-weekly basis through after-tax payroll deductions.

Payment of Benefits

Upon termination of service, prior to retirement, participants are entitled to receive the fair value of their vested account balance. If the value of the participant's account available for distribution is \$1,000 or less, the distribution shall be in a lump-sum payment as soon as practicable following termination of employment. If the value of the participant's account is greater than \$1,000, distribution shall not commence prior to the normal retirement date (as defined in the Plan document), without the participant's written consent. Such consent may provide for distribution as a lump sum, a rollover into a subsequent employer's qualified plan, or a combination of both.

At death, benefits shall be paid to the surviving beneficiary.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts. It was determined that a partial termination of the Plan occurred during the year ended December 31, 2015. As a result, the employer contributions that had been allocated to the plan accounts of participants affected by the partial plan termination became 100% vested.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investments

Investments consist of shares in mutual funds and a money market fund, which are presented at fair value. The Plan's investments, with the exception of participant loans, are valued based on unadjusted quoted prices in active markets for identical assets and liabilities. The fair values of the shares are valued at the net asset value of the shares held by the Plan at year-end. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivables from Participants

Notes receivables from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 and 2015. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Contributions

Employee and Plan Sponsor contributions are recorded in the period that the Plan Sponsor makes payroll deductions from the participant's earnings. At year-end, a true-up employer contribution is calculated and remitted to the Plan.

Expenses of the Plan

Certain expenses of the Plan are paid directly by the the Plan Sponsor and are excluded from these financial statements. Other administrative expenses are paid directly by the Plan and are included in expenses in the statement of changes in net assets available for benefits. Investment related expenses are included in the net appreciation of fair value of investments.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. Actual results could differ from those estimates.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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.

Payment of Benefits

Benefits are recorded when paid.

NOTE 3 INVESTMENTS

Certain information related to investments disclosed in the accompanying financial statements and supplemental schedules, including investments held as of December 31, 2016 and 2015, and net appreciation (depreciation) in fair value of investments, interest, and dividends for the year ended December 31, 2016, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by Fidelity Management Trust Company (FMTTC), the trustee of the Plan.

During the year ended December 31, 2016, the Plan's investments in money market and mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$5,792,015, net of investment expenses.

NOTE 4 FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, establishes a hierarchy that prioritizes fair value measurements based on the types of inputs used for the various valuation techniques. The levels of the hierarchy are described below:

Level 1 - Consists of financial instruments whose values are based on quoted market prices for identical financial instruments in an active market.

Level 2 - Consists of financial instruments that are valued using models or other valuation methodologies. These models use inputs that are observable either directly or indirectly and include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in markets that are not active;
- Pricing models whose inputs are observable for substantially the full term of the financial instrument; and
- Pricing models whose inputs are derived principally from or corroborated by observable market data through correlation or other means for substantially the full term of the financial instrument.

NOTE 4 FAIR VALUE MEASUREMENTS (CONTINUED)

Level 3 - Consists of financial instruments whose values are determined using pricing models that use significant inputs that are primarily unobservable, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The valuation methodologies used for assets measured at fair value are as follows:

Mutual funds and money market funds: Valued at the closing price of shares held by the Plan at year-end. The mutual funds held by the Plan are classified as Level 1 investments as their investment values are based on quoted market prices for identical financial instruments in an active market.

The methods described above may produce a calculated fair value that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes these 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. There have been no changes in the methodologies used at December 31, 2016 and 2015.

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. For the years ended December 31, 2016 and 2015, there were no transfers between levels.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31, 2016 and 2015:

<u>Investment Category</u>	<u>Total</u>	<u>December 31, 2016</u>		
		<u>Level 1 Inputs</u>	<u>Level 2 Inputs</u>	<u>Level 3 Inputs</u>
Money market fund	\$ 5,193,310	\$ 5,193,310	\$ -	\$ -
Mutual funds	161,980,453	161,980,453	-	-
Total	\$ 167,173,763	\$ 167,173,763	\$ -	\$ -

DreamWorks Animation SKG, Inc. 401(k) Plan
Notes to Financial Statements
Year ended December 31, 2016

NOTE 4 FAIR VALUE MEASUREMENTS (CONTINUED)

<u>Investment Category</u>	<u>Total</u>	<u>December 31, 2015</u>		
		<u>Level 1</u> <u>Inputs</u>	<u>Level 2</u> <u>Inputs</u>	<u>Level 3</u> <u>Inputs</u>
Money market fund	\$ 5,622,725	\$ 5,622,725	\$ -	\$ -
Mutual funds	155,801,314	155,801,314	-	-
Total	\$ 161,424,039	\$ 161,424,039	\$ -	\$ -

NOTE 5 INCOME TAX STATUS

The underlying volume submitter plan has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2014, stating that the form of the plan is qualified under Section 401 of the Internal Revenue Code (IRC), and, therefore, the related trust is tax exempt. In accordance with Revenue Procedure 2011-49, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS volume submitter plan opinion letter. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believe that the Plan is qualified and that the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Sponsor believes it is no longer subject to income tax examinations for years prior to 2012.

NOTE 6 NON-EXEMPT PROHIBITED TRANSACTIONS

During the year ended December 31, 2016, the Plan was not able to timely remit participant contributions amounting to \$357,157. All delinquent participant contributions were remitted subsequently.

NOTE 7 RELATED-PARTY TRANSACTIONS AND PARTY IN INTEREST TRANSACTIONS

Certain Plan investments are managed by FMTC. FMTC served as the trustee for the Plan, and therefore, these transactions qualify as party in interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investment, as they are paid through revenue sharing, rather than direct payment.

As described in Note 2, the Plan made direct payments to the FMTC in the amount \$5,672, for the year ended December 31, 2016, which was not covered by revenue sharing. The Plan Sponsor directly pays any other fees related to the Plan's operations.

NOTE 8 SUBSEQUENT EVENTS

The Plan Sponsor has evaluated subsequent events for the Plan through July 14, 2017, the date the financial statements were available to be issued, and determined that, except as disclosed below, there are no events that would require adjustments or disclosures to the financial statements.

Effective March 31, 2017, the Plan is no longer accepting new participants or transfers of assets into the Plan. On April 3, 2017, employees of DWA were granted access to participate in the Comcast Corporation Retirement Investment Plan. The Plan is scheduled to be merged under the Comcast Corporation Employee Savings Plan Master Trust as a standalone plan by October 2017.

SUPPLEMENTAL SCHEDULES

DreamWorks Animation SKG, Inc. 401(k) Plan
EIN: 68-0589190 Plan Number: 001
Schedule H, Line 4a – Schedule of Delinquent Participant Contributions
December 31, 2016

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☒	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	

\$ 357,157

\$ 357,157

See report of independent public accountants.

DreamWorks Animation SKG, Inc. 401(k) Plan
 EIN: 68-0589190 Plan Number: 001
 Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
 December 31, 2016

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor, or similar party	Description of Investment	Cost	Current Value
		<i>Mutual Funds:</i>		
*	Fidelity Management Trust Company	Spartan 500 Index	**	\$ 28,114,155
	T. Rowe Price	T. Rowe Price Blue Chip Growth	**	18,875,161
	Artisan	Artisan Mid Cap Investment Fund	**	11,147,517
	Vanguard	Vanguard Target Retirement 2035 Fund	**	10,468,900
	Vanguard	Vanguard Target Retirement 2030 Fund	**	10,430,696
	Oppenheimer	Oppenheimer International Growth Fund Class I	**	8,663,939
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	Vanguard	Vanguard Target Retirement 2045 Fund	**	6,126,443
	Vanguard	Vanguard Target Retirement 2050 Fund	**	5,938,125
	American Beacon	American Beacon Small Cap Value Fund	**	5,797,585
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	Vanguard	Vanguard Total Bond Market Index Fund	**	5,375,380
	Parnassus Investments	Parnassus Core Equity Fund	**	4,065,900
	Loomis Sayles	Loomis Sayles Core Plus Bond N	**	3,526,834
	Clearbridge	Clearbridge Small Cap Growth IS	**	3,266,985
	Vanguard	Vanguard Target Retirement 2020 Fund	**	3,059,556
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	American Beacon	American Beacon Large Cap Value Fund	**	2,695,298
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	Vanguard	Vanguard Target Retirement 2055 Fund	**	2,427,576
	Vanguard	Vanguard Intermediate-Term Treasury Fund Admiral Shares	**	1,434,936
	Vanguard	Vanguard Target Retirement Income Fund	**	995,862
	Vanguard	Vanguard Target Retirement 2010 Fund	**	609,661
*	Fidelity Management Trust Company	Wells Fargo Emerging Markets Equity Fund	**	549,683
	DFA Investment Dimensions Groups	Dim. Fund Advisors Inflation-Protected Securities Portfolio	**	404,483
	Vanguard	Vanguard Target Retirement 2015 Fund	**	266,319
*	Fidelity Management Trust Company	Vanguard Target Retirement 2060 Fund	**	167,027
	PIMCO	PIMCO Total Return Fund		201
				161,980,453
		<i>Money Market Fund:</i>		
*	Fidelity Management Trust Company	Fidelity Retirement Money Market Fund	**	5,193,310
*	Participant Loans	Notes receivables from participants with interest rates ranging from 3.25% to 4.50% collateralized by participants' account balances and maturing from 2017 through 2026	-0-	1,076,508
				\$ 168,250,271

* Represents a party-in-interest as defined by ERISA.

** The costs of participant-directed investments is not required to be disclosed.

See report of independent public accountants.



**DreamWorks Animation SKG, Inc. 401(k) Plan
Financial Statements and Supplemental
Schedules as of December 31, 2016 and 2015
and for the Year Ended December 31,
2016 with Report of Independent Public
Accountants**

**DreamWorks Animation SKG, Inc. 401(k) Plan
Financial Statements and Supplemental Schedules
*as of December 31, 2016 and 2015
and for the Year Ended December 31, 2016
with Report of Independent Public
Accountants***

	<u>PAGE</u>
REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS	1
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5
SUPPLEMENTAL SCHEDULES	
Schedule H, Line 4a - Schedule of Delinquent Participant Contributions	13
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	14



REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Participants and Plan Administrator of
DreamWorks Animation SKG, Inc. 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying statement of net assets available for benefits of the DreamWorks Animation SKG, Inc. 401(k) Plan (the Plan) as of December 31, 2016, 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 audits in accordance with auditing standards generally accepted in the United States of America. However, because of the matter described in the Basis for Disclaimer of Opinion paragraph, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (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 4, which was certified by Fidelity Management Trust Company, the Custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan Administrator that the Custodian holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the Custodian as of and for the year ended December 31, 2016, that the information provided to the Plan Administrator by the Custodian is complete and accurate.

Disclaimer of Opinion

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



Other Matter – 2015 Financial Statements

The financial statements of the Plan as of December 31, 2015, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan Administrator instructed the predecessor auditors not to perform, and they did not perform any auditing procedures with respect to the information certified by the Trustee. Their report, dated October 7, 2016, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, were presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Other Matter – Supplemental Schedules

The supplemental schedules H, line 4a – schedule of delinquent participant contributions and H, line 4i – schedule of assets (held at end of year) as of December 31, 2016, are presented for the purpose of additional analysis and are not a required part of the financial statements but are supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplementary schedules.

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

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

Hunt Valley, Maryland
July 14, 2017

SB & Company, LLC

DreamWorks Animation SKG, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits

		December 31	
		2016	2015
ASSETS			
Participant – directed investments at fair value:			
Money market fund	\$	5,193,310	\$ 5,622,725
Mutual funds		161,980,453	155,801,314
Total investments		167,173,763	161,424,039
Receivables:			
Notes receivable from participants		1,076,508	1,287,324
Contributions receivable from participants		479,158	-
Contributions receivable from employer		325,609	309,771
Total receivables		1,881,275	1,597,095
Total assets		169,055,038	163,021,134
LIABILITIES			
Excess contributions payable		-	65,060
Net assets available for benefits \$		169,055,038	\$ 162,956,074

The accompanying notes are an integral part of these financial statements.

DreamWorks Animation SKG, Inc. 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year ended December 31, 2016

Additions

Contributions:

Participants	\$ 10,910,876
Employer	2,779,872
Rollovers	1,717,193

Total contributions	<u>15,407,941</u>
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Investment income:

Interest income and dividends	4,560,080
Interest on notes receivable from participants	43,091
Net gain in fair value of funds	5,792,015

Total investment income	<u>10,395,186</u>
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Total additions	<u>25,803,127</u>
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Deductions

Benefits paid to participants	19,698,491
Administrative fees	5,672

Total deductions	<u>19,704,163</u>
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Net increase in net assets available for benefits	6,098,964
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Net assets available for benefits at beginning of year	<u>162,956,074</u>
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Net assets available for benefits at end of year	\$ <u>169,055,038</u>
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The accompanying notes are an integral part of this financial statement.

NOTE 1 DESCRIPTION OF THE PLAN

The following description of the DreamWorks Animation SKG, 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 was established effective October 27, 2004, to encourage long-term savings by participants and to provide additional funds for retirement. On August 22, 2016, Comcast Corporation ("Comcast") acquired DreamWorks Animation SKG, Inc. Subsequent to the acquisition, DreamWorks Animation SKG, Inc. was converted to a limited liability corporation now known as DWA Holdings, LLC (Plan Sponsor). The Plan's name remains the same.

The Plan is a defined contribution plan covering all employees of DWA Holdings, LLC and its participating affiliates (collectively, the Company) who meet the eligibility requirements of the Plan. The Plan is administered by the NBCUniversal Investment Committee (Plan Administrator). Contributions to the Plan are authorized under Section 401(k) of the Internal Revenue Code (IRC). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Upon retirement or termination, the fair value of the funds resulting from participant contributions and Company contributions will be available to participants. The fair value of such contributions includes appreciation or depreciation, depending on the participant's choice of mutual funds, in the investments held by these mutual funds and the interest and dividends received. Accordingly, the fair value may be greater or less than the amounts which were actually contributed under the Plan.

The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Eligibility

Subject to specified exceptions, all full-time and part-time employees of the Company become eligible as of the employee's hire date, unless the employee is covered by a collective bargaining agreement for which retirement benefits have been the subject of good faith negotiations. However, employees who are covered by a collective bargaining agreement and are employed by the Company as non-union employees are also considered employees with respect to their employment as non-union employees.

Contributions

Employees of the Company who elect to participate in the Plan may contribute up to 75% of their eligible compensation, as defined, on a pre-tax basis each payroll period, subject to IRC limitations. Employees may also contribute up to an annual maximum of 100% of eligible compensation on an after-tax basis. The Company makes a matching contribution of 50% of the participant's pre-tax contributions up to a maximum of 4% of eligible compensation for the majority of the employees that participate in the Plan.

Rollover contributions from other qualified plans are accepted by the Plan. The Company does not match contributions of this type.

NOTE 1 DESCRIPTION OF THE PLAN (CONTINUED)

Forfeitures

Forfeited balances of terminated participants' nonvested accounts are used to reduce future Company contributions. As of December 31, 2016 and 2015, forfeited nonvested accounts totaled \$146,442 and \$74,383, respectively. Employer contributions for the year ended December 31, 2016 were not reduced from forfeited nonvested accounts.

Vesting

Participants are immediately vested in their contributions and rollover balances, plus actual earnings thereon. Vesting in the employer contribution portion, plus actual earnings thereon, of their accounts is based on years of service. A participant vests over a three-year period of service, ratably each year.

If an active participant dies, the vesting percentage shall be 100%.

Notes receivable from participants

Participants may borrow a minimum of \$1,000 from their fund accounts. However, when the borrowing amount is added to the participant's existing outstanding loans, the total cannot exceed the lesser of (a) \$50,000 (reduced by the excess, if any, of the highest outstanding loan balance in the participant's account during the 12-month period ending on the day before the loan is made over the outstanding balance of their loans on the date the loan is made), or (b) 50% of their vested account balance. Loan terms range from one to five years, or up to 10 years for the purchase of a primary residence. The loans are secured by the vested balance in the participant's account and bear interest at rates that are commensurate with the applicable federal rates at the time the loan is funded. Principal and interest are paid in equal payments on a bi-weekly basis through after-tax payroll deductions.

Payment of Benefits

Upon termination of service, prior to retirement, participants are entitled to receive the fair value of their vested account balance. If the value of the participant's account available for distribution is \$1,000 or less, the distribution shall be in a lump-sum payment as soon as practicable following termination of employment. If the value of the participant's account is greater than \$1,000, distribution shall not commence prior to the normal retirement date (as defined in the Plan document), without the participant's written consent. Such consent may provide for distribution as a lump sum, a rollover into a subsequent employer's qualified plan, or a combination of both.

At death, benefits shall be paid to the surviving beneficiary.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts. It was determined that a partial termination of the Plan occurred during the year ended December 31, 2015. As a result, the employer contributions that had been allocated to the plan accounts of participants affected by the partial plan termination became 100% vested.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investments

Investments consist of shares in mutual funds and a money market fund, which are presented at fair value. The Plan's investments, with the exception of participant loans, are valued based on unadjusted quoted prices in active markets for identical assets and liabilities. The fair values of the shares are valued at the net asset value of the shares held by the Plan at year-end. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivables from Participants

Notes receivables from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2016 and 2015. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Contributions

Employee and Plan Sponsor contributions are recorded in the period that the Plan Sponsor makes payroll deductions from the participant's earnings. At year-end, a true-up employer contribution is calculated and remitted to the Plan.

Expenses of the Plan

Certain expenses of the Plan are paid directly by the the Plan Sponsor and are excluded from these financial statements. Other administrative expenses are paid directly by the Plan and are included in expenses in the statement of changes in net assets available for benefits. Investment related expenses are included in the net appreciation of fair value of investments.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. Actual results could differ from those estimates.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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.

Payment of Benefits

Benefits are recorded when paid.

NOTE 3 INVESTMENTS

Certain information related to investments disclosed in the accompanying financial statements and supplemental schedules, including investments held as of December 31, 2016 and 2015, and net appreciation (depreciation) in fair value of investments, interest, and dividends for the year ended December 31, 2016, was obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by Fidelity Management Trust Company (FMTC), the trustee of the Plan.

During the year ended December 31, 2016, the Plan's investments in money market and mutual funds (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$5,792,015, net of investment expenses.

NOTE 4 FAIR VALUE MEASUREMENTS

ASC 820, *Fair Value Measurements and Disclosures*, establishes a hierarchy that prioritizes fair value measurements based on the types of inputs used for the various valuation techniques. The levels of the hierarchy are described below:

Level 1 - Consists of financial instruments whose values are based on quoted market prices for identical financial instruments in an active market.

Level 2 - Consists of financial instruments that are valued using models or other valuation methodologies. These models use inputs that are observable either directly or indirectly and include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in markets that are not active;
- Pricing models whose inputs are observable for substantially the full term of the financial instrument; and
- Pricing models whose inputs are derived principally from or corroborated by observable market data through correlation or other means for substantially the full term of the financial instrument.

NOTE 4 FAIR VALUE MEASUREMENTS (CONTINUED)

Level 3 - Consists of financial instruments whose values are determined using pricing models that use significant inputs that are primarily unobservable, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant judgment or estimation.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

The valuation methodologies used for assets measured at fair value are as follows:

Mutual funds and money market funds: Valued at the closing price of shares held by the Plan at year-end. The mutual funds held by the Plan are classified as Level 1 investments as their investment values are based on quoted market prices for identical financial instruments in an active market.

The methods described above may produce a calculated fair value that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes these 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. There have been no changes in the methodologies used at December 31, 2016 and 2015.

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. For the years ended December 31, 2016 and 2015, there were no transfers between levels.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value at December 31, 2016 and 2015:

<u>Investment Category</u>	<u>Total</u>	<u>December 31, 2016</u>		
		<u>Level 1 Inputs</u>	<u>Level 2 Inputs</u>	<u>Level 3 Inputs</u>
Money market fund	\$ 5,193,310	\$ 5,193,310	\$ -	\$ -
Mutual funds	161,980,453	161,980,453	-	-
Total	\$ 167,173,763	\$ 167,173,763	\$ -	\$ -

DreamWorks Animation SKG, Inc. 401(k) Plan
Notes to Financial Statements
Year ended December 31, 2016

NOTE 4 FAIR VALUE MEASUREMENTS (CONTINUED)

<u>Investment Category</u>	<u>Total</u>	<u>December 31, 2015</u>		
		<u>Level 1</u> <u>Inputs</u>	<u>Level 2</u> <u>Inputs</u>	<u>Level 3</u> <u>Inputs</u>
Money market fund	\$ 5,622,725	\$ 5,622,725	\$ -	\$ -
Mutual funds	155,801,314	155,801,314	-	-
Total	\$ 161,424,039	\$ 161,424,039	\$ -	\$ -

NOTE 5 INCOME TAX STATUS

The underlying volume submitter plan has received an opinion letter from the Internal Revenue Service (IRS) dated March 31, 2014, stating that the form of the plan is qualified under Section 401 of the Internal Revenue Code (IRC), and, therefore, the related trust is tax exempt. In accordance with Revenue Procedure 2011-49, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS volume submitter plan opinion letter. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believe that the Plan is qualified and that the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Sponsor believes it is no longer subject to income tax examinations for years prior to 2012.

NOTE 6 NON-EXEMPT PROHIBITED TRANSACTIONS

During the year ended December 31, 2016, the Plan was not able to timely remit participant contributions amounting to \$357,157. All delinquent participant contributions were remitted subsequently.

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The Plan Sponsor has evaluated subsequent events for the Plan through July 14, 2017, the date the financial statements were available to be issued, and determined that, except as disclosed below, there are no events that would require adjustments or disclosures to the financial statements.

Effective March 31, 2017, the Plan is no longer accepting new participants or transfers of assets into the Plan. On April 3, 2017, employees of DWA were granted access to participate in the Comcast Corporation Retirement Investment Plan. The Plan is scheduled to be merged under the Comcast Corporation Employee Savings Plan Master Trust as a standalone plan by October 2017.

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EIN: 68-0589190 Plan Number: 001
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December 31, 2016

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☒	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	

\$ 357,157

\$ 357,157

See report of independent public accountants.

DreamWorks Animation SKG, Inc. 401(k) Plan
 EIN: 68-0589190 Plan Number: 001
 Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
 December 31, 2016

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower, lessor, or similar party	Description of Investment	Cost	Current Value
		<i>Mutual Funds:</i>		
*	Fidelity Management Trust Company	Spartan 500 Index	**	\$ 28,114,155
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		<i>Money Market Fund:</i>		
*	Fidelity Management Trust Company	Fidelity Retirement Money Market Fund	**	5,193,310
*	Participant Loans	Notes receivables from participants with interest rates ranging from 3.25% to 4.50% collateralized by participants' account balances and maturing from 2017 through 2026	-0-	1,076,508
				\$ 168,250,271

* Represents a party-in-interest as defined by ERISA.

** The costs of participant-directed investments is not required to be disclosed.

See report of independent public accountants.