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

Part I Annual Report Identification Information

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

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.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
WILLKIE FARR & GALLAGHER LLP 401(K) PLAN

1b Three-digit plan number (PN) ▶ 069

1c Effective date of plan 01/01/1989

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)
WILLKIE FARR & GALLAGHER LLP

787 SEVENTH AVENUE
NEW YORK, NY 10019-6099

2b Employer Identification Number (EIN) 13-5536844

2c Plan Sponsor's telephone number 212-728-8000

2d Business code (see instructions) 541110

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.	07/18/2017	JOHN DANAHER
	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

CHIEF FINANCIAL OFFICER
WILLKIE FARR & GALLAGHER LLP
787 SEVENTH AVENUE
NEW YORK, NY 10019-6099

3b Administrator's EIN: 13-2890116

3c Administrator's telephone number: 212-728-3602

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**	1490
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	987
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	1045
b	Retired or separated participants receiving benefits	**6b**	13
c	Other retired or separated participants entitled to future benefits	**6c**	513
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	1571
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f	Total. Add lines **6d** and **6e**.	**6f**	1572
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1414
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2J 2R 2S 2T 3B 3F 3H

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

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	X	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)	X	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)	X	**R** (Retirement Plan Information)
(2)	☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	☐	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X		**H** (Financial Information)
(2)	☐		**I** (Financial Information – Small Plan)
(3)	☐	0	**A** (Insurance Information)
(4)	X		**C** (Service Provider Information)
(5)	X		**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)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
WILLKIE FARR & GALLAGHER LLP 401(K) PLAN

B Three-digit plan number (PN) ▶ 069

C Plan sponsor's name as shown on line 2a of Form 5500
WILLKIE FARR & GALLAGHER LLP

D Employer Identification Number (EIN)
13-5536844

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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)

PRICEWATERHOUSECOOPERS

13-5326270

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	ACCOUNTING	34000	Yes [ ] No [X]	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 [ ]

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
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

(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:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

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

OMB No. 1210-0110

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
WILLKIE FARR & GALLAGHER LLP 401(K) PLAN

B Three-digit plan number (PN) ▶ 069

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
WILLKIE FARR & GALLAGHER LLP

D Employer Identification Number (EIN)
13-5536844

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: WILLKIE FARR & GALLAGHER LLP MT

b Name of sponsor of entity listed in (a): WILLKIE FARR & GALLAGHER LLP

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3852041-001	M	252281539

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

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

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

A Name of plan
WILLKIE FARR & GALLAGHER LLP 401(K) PLAN

B Three-digit plan number (PN) ▶ 069

C Plan sponsor's name as shown on line 2a of Form 5500
WILLKIE FARR & GALLAGHER LLP

D Employer Identification Number (EIN)
13-5536844

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	1075963	931079
(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)	191485103	252281539
(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)	0	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	**1d(1)**	0	0
	(2) Employer real property	**1d(2)**	0	0
e	Buildings and other property used in plan operation	**1e**	0	0
f	Total assets (add all amounts in lines 1a through 1e)	**1f**	192561066	253212618
	Liabilities			
g	Benefit claims payable	**1g**	0	0
h	Operating payables	**1h**	0	0
i	Acquisition indebtedness	**1i**	0	0
j	Other liabilities	**1j**	0	0
k	Total liabilities (add all amounts in lines 1g through1j)	**1k**	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	**1l**	192561066	253212618

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)**	0	
	(B) Participants	**2a(1)(B)**	11165835	
	(C) Others (including rollovers)	**2a(1)(C)**	42567164	
	(2) Noncash contributions	**2a(2)**	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	**2a(3)**		53732999
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	**2b(1)(A)**	0	
	(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)**	44078	
	(F) Other	**2b(1)(F)**	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	**2b(1)(G)**		44078
	(2) Dividends: **(A)** Preferred stock	**2b(2)(A)**	0	
	(B) Common stock	**2b(2)(B)**	0	
	(C) Registered investment company shares (e.g. mutual funds)	**2b(2)(C)**	0	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	**2b(2)(D)**		0
	(3) Rents	**2b(3)**		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	**2b(4)(A)**	0	
	(B) Aggregate carrying amount (see instructions)	**2b(4)(B)**	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	**2b(4)(C)**		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	**2b(5)(A)**	0	
	(B) Other	**2b(5)(B)**	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	**2b(5)(C)**		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		17842918
(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)		0
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		71619995
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	10944929	
(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)		10944929
f Corrective distributions (see instructions)	2f		3894
g Certain deemed distributions of participant loans (see instructions)	2g		10941
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)	8679	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		8679
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		10968443
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		60651552
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: PRICEWATERHOUSECOOPERS **(2)** EIN: 13-5326270

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		5000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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.

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

A Name of plan
WILLKIE FARR & GALLAGHER LLP 401(K) PLAN

B Three-digit plan number (PN) ▶ 069

C Plan sponsor's name as shown on line 2a of Form 5500
WILLKIE FARR & GALLAGHER LLP

D Employer Identification Number (EIN)
13-5536844

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1**

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VII IRS Compliance Questions

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 _____/_____/_____.

WILLKIE FARR & GALLAGHER LLP 401(K) PLAN
WILLKIE FARR & GALLAGHER LLP
EIN: 13-5536844 PN: 069
ATTACHMENT TO FORM 5500, SCH H, 4i
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
12/31/2016

(A)	(B) Identity of issue, borrower, lessor, or similar party	(C) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(E) Current Value
*	Participant Loans	Participant Loans	931,079
	Interest Held in Master Trust	Various (includes Registered Investment Companies, Employer Stock, etc.)	252,281,539
		TOTAL	**253,212,618**

* Investment with party-in-interest to the Plan

Willkie Farr & Gallagher LLP 401(k) Plan

Financial Statements and Supplemental Schedule
(Modified Cash Basis)
December 31, 2016 and 2015

Willkie Farr & Gallagher LLP 401(k) Plan
(Modified Cash Basis)
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Financial Statements (Modified Cash Basis)

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December 31, 2016 and 2015 3

Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2016 and 2015 4

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December 31, 2016 and 2015 5–14

Supplemental Schedule*
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2016 15

* Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act (ERISA) of 1974 have been omitted because they are not applicable.



Report of Independent Auditors

To the Administrator of
Willkie Farr & Gallagher LLP 401(k) Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Willkie Farr & Gallagher LLP 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits (modified cash basis) as of December 31, 2016 and 2015 and the related statements of changes in net assets available for benefits (modified cash basis) for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with the modified cash basis of accounting as described in Note 2; this includes determining that the modified cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 5, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2016 and 2015 and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Basis of Accounting

As discussed in Note 2 to the financial statements, the financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Other Matter

The supplemental Schedule of Assets (Held at End of Year) (modified cash basis) as of December 31, 2016 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on this supplemental schedule.

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

The form and content of the information included in the financial statements (modified cash basis) and supplemental schedule (modified cash basis), other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

PricewaterhouseCoopers LLP

July 17, 2017

Willkie Farr & Gallagher LLP 401(k) Plan
Statements of Net Assets Available for Benefits
(Modified Cash Basis)
December 31, 2016 and 2015

	2016	2015
Assets		
Investments in plan interest in		
Willkie Farr & Gallagher LLP Master Trust		
At fair value	$ 229,562,022	$ 175,253,101
At contract value	22,641,104	16,116,296
	252,203,126	191,369,397
Notes receivable from participants	931,079	1,075,963
Net assets available for benefits	$ 253,134,205	$ 192,445,360

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

Willkie Farr & Gallagher LLP 401(k) Plan
Statements of Changes in Net Assets Available for Benefits
(Modified Cash Basis)
Years Ended December 31, 2016 and 2015

	2016	2015
Additions		
Investment income (loss)		
Income (loss) from investments held in Willkie Farr & Gallagher LLP Master Trust		
Interest and dividends	$ 7,920,954	$ 10,109,414
Net appreciation (depreciation) in fair value of investments	9,959,257	(10,595,842)
Total investment income (loss)	17,880,211	(486,428)
Partners and employees contributions		
Voluntary contributions	11,165,835	10,843,551
Rollover contributions	42,567,164	2,807,604
Total contributions	53,732,999	13,651,155
Interest income on notes receivable from participants	44,078	47,435
Total additions	71,657,288	13,212,162
Deductions		
Benefits paid to participants	10,959,764	16,666,448
Administrative expenses, net	8,679	30,195
Total deductions	10,968,443	16,696,643
Net increase (decrease)	60,688,845	(3,484,481)
Net assets available for benefits		
Beginning of year	192,445,360	195,929,841
End of year	$ 253,134,205	$ 192,445,360

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

1. Description of the Plan

The following description of the Willkie Farr & Gallagher LLP 401(k) Plan (the "Plan"), sponsored by Willkie Farr & Gallagher LLP (the "Firm"), provides only general information. Refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a tax-deferred savings plan which is intended to comply with the provisions of Section 401(a) and other applicable provisions of the Internal Revenue Code (the "IRC").

Plan assets, together with the assets of the Willkie Farr & Gallagher LLP Defined Contribution Plan, were held in the Willkie Farr & Gallagher LLP Master Trust (the "Master Trust"). During the years ended December 31, 2016 and 2015, the trustee of the Master Trust and the Plan was Fidelity Management Trust Company ("Fidelity" or the "Trustee"). The Trustee is responsible for all recordkeeping and investment services with respect to the plans participating in the Master Trust. The Plan Administrator was John G. Danaher, the Firm's Chief Financial Officer.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan is a "participant directed plan" as described in Section 404(c) of ERISA, under which participants are responsible for directing the investment of their accounts among the investment options offered under the Plan.

Investment Options

During the years ended December 31, 2016 and 2015, participants in the Plan had the option of investing in certain American, American Beacon, ClearBridge, Cohen & Steers, Columbia, DFA, Dodge & Cox, Fidelity, Goldman Sachs, Janus, John Hancock, JPMorgan, Oakmark, PIMCO, Vanguard, and Wells Fargo mutual funds. Effective February 8, 2016, the Janus Enterprise Fund replaced the Columbia Acorn Fund. The investment options offered under the Plan were as follows:

American Funds Capital World Growth and Income Fund is a growth and income mutual fund that invests internationally and seeks to provide a combination of long-term capital growth and current income.

American Beacon Small Cap Value Fund is a small cap value fund that seeks to provide long-term capital appreciation and current income.

ClearBridge Small Cap Growth Fund seeks long-term growth of capital with emphasis on small U.S. companies.

Cohen & Steers Realty Shares Fund is a specialty real estate mutual fund that seeks total return through investment in real estate securities.

Columbia Acorn Fund is a growth and value blend mutual fund that seeks to increase the value of the investment over the long term through capital growth.

DFA Inflation-Protected Securities Portfolio Fund is a growth and income mutual fund that seeks to provide inflation protection and earn current income consistent with inflation-protected securities.

Dodge & Cox Income Fund is an income fund that seeks a high and stable rate of current income, consistent with long-term preservation of capital.

Fidelity Capital Appreciation Fund is a growth mutual fund that seeks to provide capital appreciation.

Fidelity Contrafund is a growth mutual fund that seeks to provide capital appreciation.

Fidelity Freedom Index Funds are investment options that allow investors to select the fund that best matches their expected retirement year and are designed for a simple yet diversified approach to investing for retirement.

Fidelity Managed Income Portfolio II Fund is a stable value fund that seeks to preserve principal while earning interest income by investing in investment contracts issued by insurance companies and other financial institutions, fixed income securities and money market funds to provide daily liquidity.

Fidelity Extended Market Index Fund is an index mutual fund that seeks to provide investment results that correspond to the total returns of stocks of small to mid-cap U.S. companies.

Fidelity International Index Fund is an international growth fund that seeks to provide investment results that correspond to the total returns of international stock markets.

Fidelity 500 Index Fund is an index mutual fund that seeks to provide investment results that correspond to the total return performance of common stocks publicly traded in the United States.

Fidelity Treasury Only Money Market Fund is a money market mutual fund that seeks to provide as high a level of current income as is consistent with the preservation of principal and liquidity.

Goldman Sachs High Yield Fund is an income fund that invests in high-yield fixed-income securities, that seeks to provide a high level of current income and may also consider the potential for capital appreciation.

Janus Enterprise Fund seeks long-term growth of capital with emphasis on medium-sized U.S. companies.

John Hancock Disciplined Value Fund seeks to provide long-term growth of capital primarily through investment in equity securities; current income is a secondary objective.

JPMorgan MidCap Value Fund is a mid-cap value mutual fund that seeks to provide long-term capital appreciation.

Oakmark International Fund is a growth mutual fund that invests internationally and seeks long-term capital appreciation.

PIMCO Total Return Fund is a bond mutual fund that seeks to provide maximum total return, consistent with preservation of capital, and invests in all types of bonds, including U.S. government, corporate, mortgage and foreign.

Vanguard Total Bond Market Index Fund is an income mutual fund that seeks a high level of interest income.

Vanguard Wellington Fund is a balanced mutual fund that seeks to provide income and the potential for long-term growth of capital and current income.

Wells Fargo Advantage Emerging Markets Equity Fund is a diversified emerging markets mutual fund that seeks long-term capital appreciation.

In addition to the investment options described above, the Plan offers a self-directed brokerage feature, referred to as BrokerageLink, which allows participants to invest part or all of their accounts in a wide range of public mutual funds other than those offered as standard investment options under the Plan.

Participation
All partners and employees of the Firm (except non-U.S. citizens employed in an overseas office who receive no U.S. compensation; employees who are U.S. citizens hired in, and working primarily for, an overseas office; and National Partners) who have completed one month of credited service are eligible to participate in the Plan.

Payment of Benefits
Benefits provided by the Plan are paid by the Trustee from the net assets available for benefits. The benefit to which a participant is entitled is the benefit that can be provided by the contributions and income (or loss) allocated to such participant's account. Upon termination (for any reason) or death, the participant or beneficiary (in the event of the participant's death) may elect to receive a lump-sum amount equal to the value of the funds in his or her account. A participant or spousal beneficiary may choose to receive installment distributions to satisfy the minimum distribution requirements if required to receive such distributions.

Vesting
All contributions and earnings thereon are fully and immediately vested.

Contributions
Each participant may elect to have tax-deferred savings and/or Roth 401(k) contributions deducted for each pay period of up to 50% of earnings, to a maximum allowable amount as determined by Section 402(g) of the IRC. Contribution limits were $18,000 in 2016 and 2015, respectively. Participants who were at least 50 years old at December 31, 2016 and 2015, and who contributed the maximum amount of elective deferrals for the year were eligible to make an additional contribution of $6,000 for the years ended December 31, 2016 and 2015, respectively. Contributions received by the Plan are credited to the individual participant's account.

The Fidelity Freedom Funds are the default fund with respect to contributions for which no investment election has been made.

Effective May 1, 2015, auto-enrollment was implemented at a contribution rate of 6% for new hires and current employees who have made no election with respect to contributions. Participants receive 90 days' notice prior to the commencement of auto-enrollment contributions and may opt out of auto-enrollment prior to commencing contributions.

Rollover Contributions
Participants may elect to roll over funds invested in other qualified plans with the consent of the Plan Administrator. Benefit payments from the Willkie Farr & Gallagher LLP Group Pension Plan of $39,204,015 and $1,846,512 were rolled into the Plan during 2016 and 2015, respectively.

Notes Receivable from Participants
Participants who are actively employed by the Firm may be eligible to borrow from their Plan accounts. The maximum amount of a loan is the lesser of $50,000 or 50% of the account balance. The minimum amount of any loan is $1,000. A participant may have two loans outstanding at any time, but only one such loan may qualify as a primary residence loan. The minimum loan period is one year and the maximum is five years. However, if the loan is for the purchase of the participant's primary residence, the maximum period is ten years.

Loans are repaid through payroll deductions. Prepayment of the entire unpaid amount at any time is allowed. If employment is terminated, participants have the option of paying off the loan or continuing loan payments by monthly checks in order to avoid defaulting on the loan.

The interest rate charged on loans is determined by the Firm's Benefits/Investment Committee, and is commensurate with the prevailing interest rate charged by institutions in the business of lending money. Currently, the interest rate on loans is the prime rate plus 1%. Loans are collateralized by participant account balances.

Participant loans are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as benefit payments based on the terms of the Plan document.

Plan Termination
While the Firm intends to continue the Plan, it reserves the right to terminate it at any time for any reason. In the event there is a discontinuance of the Plan, all Plan accounts will remain fully vested and the assets of the Plan, after payment of any expenses properly chargeable against the Plan, will be distributed to the participants as prescribed by the Plan in accordance with ERISA and related regulations.

2. Summary of Significant Accounting Policies

Basis of Accounting
The Plan's policy is to prepare its financial statements on a modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America. The modified cash basis of accounting followed by the Plan records all transactions based on cash receipts and disbursements, except for investments, notes receivable from participants and investment activity.

Risks and Uncertainties
The Plan provides for various investment options in mutual funds of which 55% and 54% were managed by Fidelity as of December 31, 2016 and 2015, respectively. 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' individual account balances and the amounts reported in the Modified Cash Basis Statements of Net Assets Available for Benefits and the Modified Cash Basis Statements of Changes in Net Assets Available for Benefits.

Use of Estimates
The preparation of the Plan's financial statements in conformity with the modified cash basis of accounting requires Plan management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates. The most significant estimates include the fair value of investments.

Investments
Accounting Standards Codification Topic 820 ("ASC 820"), *Fair Value Measurements and Disclosure*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

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

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Valuation of investments of the Plan represents the Plan's allocable portion of the Master Trust. The Plan's net investment in the Master Trust is stated at fair value, except for fully benefit-responsive investment contracts, as determined by ASC 820. Following is a description of the valuation methodologies used.

- Mutual funds are valued at the net asset value of shares held by the Plan at year end, based on the daily closing price as reported by the funds.
- Fully benefit-responsive investment contracts are valued at contract value because contract value is the amount participants normally would receive if they initiate permitted transactions under the terms of the Plan.

Investment income from the Master Trust includes interest, dividends and net realized and unrealized appreciation or depreciation in the fair value of investments. Purchases and sales of securities are recorded on a trade date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded when earned.

Payment of Benefits
Benefits are recorded when paid.

Administrative Expenses
Audit and other professional service fees related to maintaining the Plan are paid by the Firm. A portion of these professional services expenses is reimbursed to the Firm through revenue credits allocated to the Plan by agreement with the Trustee. The revenue credits are paid to the Firm by the Trustee. The revenue credits and reimbursement to the Firm are recorded as a reduction of administrative expenses in these financial statements. Other administrative fees such as loan maintenance and processing fees are deducted from the individual participant's account balance when paid.

3. Tax Status of the Plan

The Internal Revenue Service has determined and informed the Firm by a letter dated October 27, 2015, that the Plan and the related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter. The Plan Administrator believes that the Plan is designed and is being operated in compliance with the applicable requirements of the IRC. Accordingly, no provision for income taxes has been included in the Plan's financial statements.

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 Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that, as of December 31, 2016 and 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2013 for which the statute of limitations has passed.

4. Investments and Investment Income

Plan investments as of December 31, 2016 and 2015 consisted of a proportionate interest in the Master Trust investments. Investment income and losses of the Master Trust are allocated to the respective participating plans and, ultimately, to individual participants' accounts within the respective plans in the proportion that each participant's "adjusted balance" in the applicable fund bears to the total "adjusted balances" in that fund. The "adjusted balances" reflect contributions and distributions during the applicable period.

At December 31, 2016 and 2015, the Plan's interest in the net assets of the Master Trust was approximately 59% and 55%, respectively. Note 8 sets forth the Master Trust's modified cash basis statements of net assets available for benefits as of December 31, 2016 and 2015, and the related modified cash basis statements of changes in net assets available for benefits for the years then ended.

5. Certification by the Trustee

In accordance with Section 2520.103-5 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA, the Trustee has certified that the investments, investment information, investment income (loss), notes receivable from participants and related income, Master Trust Financial Information (Note 8) and the allocation to the Plan from the Master Trust, which has been used to prepare the Plan's financial statements and notes, are complete and accurate.

6. Party-in-Interest Transactions

Certain Master Trust investments represent shares in mutual funds administered by the Trustee, as defined by the Plan, and therefore qualify as party-in-interest transactions.

7. Reconciliation to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2016 and 2015 to Form 5500:

	2016	2015
Net assets available for benefits per the financial statements	$ 253,134,205	$ 192,445,360
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	78,413	115,706
Net assets available for benefits per the Form 5500	$ 253,212,618	$ 192,561,066

The following is a reconciliation of net investment income per the financial statements for the year ended December 31, 2016 and 2015 to Form 5500:

	2016	2015
Net investment income (loss) per the financial statements	$ 17,880,211	$ (486,428)
Net adjustment from contract value to fair value for fully benefit-responsive investment contracts	(37,293)	(147,064)
Net investment income (loss) per the Form 5500	$ 17,842,918	$ (633,492)

8. Master Trust Financial Information

Net assets available for benefits of the Master Trust, as of December 31, 2016 and 2015, were as follows:

	2016	2015
Investments		
Mutual funds, at fair value		
American Funds Capital World Growth and Income Fund	$ 10,167,256	$ 11,703,262
American Beacon Small Cap Value Fund	8,620,286	8,730,172
ClearBridge Small Cap Growth Fund	23,393,493	21,868,553
Cohen & Steers Realty Shares Fund	3,010,198	2,753,298
Columbia Acorn Fund	-	6,527,366
DFA Inflation-Protected Securities Portfolio Fund	2,095,867	1,311,904
Dodge & Cox Income Fund	2,752,941	1,493,734
Fidelity Capital Appreciation Fund	21,463,974	30,595,315
Fidelity Contrafund	27,170,353	24,599,522
Fidelity Freedom Index Income Fund	378,302	271,686
Fidelity Freedom Index 2005 Fund	216,798	247,972
Fidelity Freedom Index 2010 Fund	1,197,760	1,293,472
Fidelity Freedom Index 2015 Fund	5,529,842	4,725,754
Fidelity Freedom Index 2020 Fund	12,782,703	10,797,954
Fidelity Freedom Index 2025 Fund	9,344,896	7,706,779
Fidelity Freedom Index 2030 Fund	21,438,617	11,670,445
Fidelity Freedom Index 2035 Fund	10,310,603	7,401,642
Fidelity Freedom Index 2040 Fund	12,629,019	9,648,970
Fidelity Freedom Index 2045 Fund	8,705,080	6,630,788
Fidelity Freedom Index 2050 Fund	4,670,035	3,667,544
Fidelity Freedom Index 2055 Fund	2,076,129	895,061
Fidelity Freedom Index 2060 Fund	86,811	6,506
Fidelity Extended Market Index Fund	4,884,710	2,749,347
Fidelity International Index Fund	3,809,433	3,283,878
Fidelity 500 Index Fund	40,226,765	31,777,980
Fidelity Treasury Only Money Market Fund	8,282,726	2,019,457
Goldman Sachs High Yield Fund	6,003,133	5,568,810
Janus Enterprise Fund	6,668,821	-
John Hancock Disciplined Value Fund	11,224,036	8,809,923
JPMorgan MidCap Value Fund	18,648,785	16,204,455
Oakmark International Fund	11,601,416	8,822,283
PIMCO Total Return Fund	12,598,390	14,460,501
Vanguard Total Bond Market Index Fund	5,141,296	3,363,526
Vanguard Wellington Fund	17,124,689	12,963,257
Wells Fargo Advantage Emerging Markets Equity Fund	1,758,634	1,085,273
BrokerageLink	45,819,606	24,958,263
	381,833,403	310,614,652
Fidelity Managed Income Portfolio II Fund, at contract value	43,856,911	38,457,494
Notes receivable from participants	931,079	1,075,963
Net assets available for benefits	$ 426,621,393	$ 350,148,109
Net assets allocated to the 401(k) Plan	$ 253,134,205	$ 192,445,360

Changes in net assets available for benefits of the Master Trust, for the years ended December 31, 2016 and 2015, were as follows:

	2016	2015
Additions		
Investment income (loss)		
Interest and dividends	$ 12,721,216	$ 16,892,422
Net appreciation (depreciation) in fair value of investments	16,551,615	(17,881,250)
Total investment income (loss)	29,272,831	(988,828)
Contributions		
Willkie Farr & Gallagher LLP contributions on behalf of		
Partners	5,626,661	5,179,500
Employees	3,193,840	2,791,800
Contributions (including rollover contributions) to benefit plans by		
Partners and employees	53,732,998	13,651,155
Total contributions	62,553,499	21,622,455
Interest income on notes receivable from participants	44,078	47,435
Total additions	91,870,408	20,681,062
Deductions		
Benefits paid to participants	15,387,640	22,910,890
Administrative expenses, net	9,484	51,605
Total deductions	15,397,124	22,962,495
Net increase (decrease)	76,473,284	(2,281,433)
Net assets available for benefits		
Beginning of year	350,148,109	352,429,542
End of year	$ 426,621,393	$ 350,148,109

Fair Value Measures

The following table sets forth by level, within the fair value hierarchy, the Master Trust investments at fair value as of December 31, 2016 and 2015:

	Assets at Fair Value as of December 31, 2016			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 381,833,403	$ -	$ -	$ 381,833,403
Total assets, at fair value	$ 381,833,403	$ -	$ -	$ 381,833,403

	Assets at Fair Value as of December 31, 2015			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 310,614,652	$ -	$ -	$ 310,614,652
Total assets, at fair value	$ 310,614,652	$ -	$ -	$ 310,614,652

9. Subsequent Events

The Plan has evaluated subsequent events through July 17, 2017, the date the financial statements were available to be issued, and has determined that there are no other material events or transactions that would require disclosure in the financial statements.

Supplemental Schedule

Willkie Farr & Gallagher LLP 401(k) Plan
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
(Modified Cash Basis)
December 31, 2016

(a)	(b) Identity of Issuer, Borrower Lessor or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
*	Interest Held in Master Trust - notes receivable from participants	Participant loans, with varying maturity dates ranging from 2017 to 2026 and interest rates between 4.25% and 6.25%	**	$ 931,079
*	Interest Held in Master Trust - investments	Various (includes Registered Investment Companies, Self-Directed Brokerage, etc.)	**	252,203,126
				$ 253,134,205

* A party-in-interest as defined by ERISA.
** Cost information is not required for participant directed investments.

The information in this schedule has been certified as to its completeness and accuracy by the Plan's Trustee.