

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	☐ automatic extension	☐ the DFVC program
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan	<u>PUTNAM ASSOCIATES 401(K) RETIREMENT SAVINGS PLAN</u>	1b Three-digit plan number (PN) ▶	<u>001</u>
		1c Effective date of plan	<u>12/17/1992</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)	2b Employer Identification Number (EIN) <u>46-3321955</u> 2c Plan Sponsor's telephone number <u>781-273-5480</u> 2d Business code (see instructions) <u>541600</u>		
<u>PUTNAM ASSOCIATES, LLC</u>			
<u>501 BOYLSTON STREET</u> <u>BOSTON, MA 02116</u>			

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/12/2017	NICHOLAS PURINTON
	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

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

Form 5500 (2016)
v. 160205

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	5 147
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) 81
a(2) Total number of active participants at the end of the plan year	6a(2) 84
b Retired or separated participants receiving benefits.....	6b 0
c Other retired or separated participants entitled to future benefits	6c 75
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 159
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 0
f Total. Add lines 6d and 6e	6f 159
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 152
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 16
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3D	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance	(1) ☐ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules	b General Schedules
(1) ☒ R (Retirement Plan Information)	(1) ☒ H (Financial Information)
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) ☐ I (Financial Information – Small Plan)
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) ☐ 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 _____

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	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

<div>A</div> <div>Name of plan</div> <div>PUTNAM ASSOCIATES 401(K) RETIREMENT SAVINGS PLAN</div>	<div>B</div> <div>Three-digit plan number (PN)</div> <div>▶</div> <div>001</div>
<div>C</div> <div>Plan sponsor's name as shown on line 2a of Form 5500</div> <div>PUTNAM ASSOCIATES, LLC</div>	<div>D</div> <div>Employer Identification Number (EIN)</div> <div>46-3321955</div>

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

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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 64 65	RECORDKEEPER	6345	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
(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 H (Form 5500) <small>Internal Revenue Service</small> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 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>PUTNAM ASSOCIATES 401(K) RETIREMENT SAVINGS 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>PUTNAM ASSOCIATES, LLC</u>	D Employer Identification Number (EIN) <u>46-3321955</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)	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)	1412	26344
(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)	6919945	7705420
(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	6921357	7731764

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 through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	6921357	7731764
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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)	194840	
(B) Participants	2a(1)(B)	612938	
(C) Others (including rollovers)	2a(1)(C)	31829	
(2) Noncash contributions	2a(2)	0	839607
(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)	305	
(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)	3268	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3573
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	212100
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	212100	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		212100
(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)		139966
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		1195246

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

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	378494	
(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)		378494
f Corrective distributions (see instructions)	2f		0
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)	6345	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		6345
j Total expenses. Add all expense amounts in column (b) and enter total	2j		384839

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		810407
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: DICICCO, GULMAN & COMPANY LLP

(2) EIN: 04-3296226

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	
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

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2016</div> <div>This Form is Open to Public Inspection.</div>
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

<div>A Name of plan PUTNAM ASSOCIATES 401(K) RETIREMENT SAVINGS PLAN</div>	<div>B Three-digit plan number (PN) ► 001</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500 PUTNAM ASSOCIATES, LLC</div>	<div>D Employer Identification Number (EIN) 46-3321955</div>

Part I	Distributions
--------	---------------

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

<div>1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions</div>	<div>1</div>
<div>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</div>	
<div>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</div>	
<div>3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year</div>	<div>3</div>

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.)
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<div>4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?</div>	<div>☐ Yes ☐ No ☐ N/A</div>
<div>If the plan is a defined benefit plan, go to line 8.</div>	
<div>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 _____</div>	
<div>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</div>	
<div>6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)</div>	<div>6a</div>
<div>b Enter the amount contributed by the employer to the plan for this plan year</div>	<div>6b</div>
<div>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)</div>	<div>6c</div>
<div>If you completed line 6c, skip lines 8 and 9.</div>	
<div>7 Will the minimum funding amount reported on line 6c be met by the funding deadline?</div>	<div>☐ Yes ☐ No ☐ N/A</div>
<div>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?</div>	<div>☐ Yes ☐ No ☐ N/A</div>

Part III	Amendments
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<div>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.</div>	<div>☐ Increase ☐ Decrease ☐ Both ☐ No</div>
--	--

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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<div>10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?</div>	<div>☐ Yes ☐ No</div>
<div>11 a Does the ESOP hold any preferred stock?</div>	<div>☐ Yes ☐ No</div>
<div>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.)</div>	<div>☐ Yes ☐ No</div>
<div>12 Does the ESOP hold any stock that is not readily tradable on an established securities market?</div>	<div>☐ Yes ☐ No</div>

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): _____	

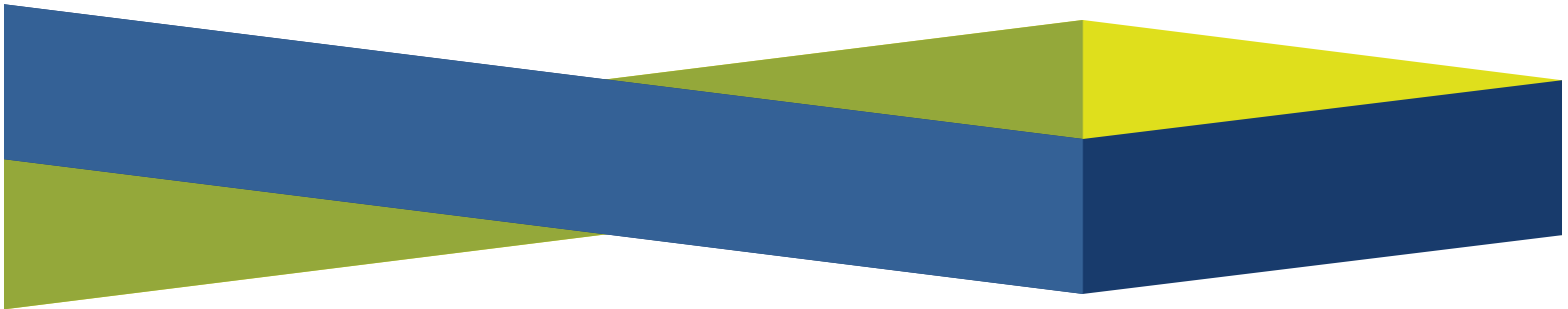
Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based 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 / / .	

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS TO ACCOMPANY FORM 5500
ANNUAL REPORT OF EMPLOYEE BENEFIT PLAN UNDER
THE EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974

DECEMBER 31, 2016 AND 2015
TOGETHER WITH INDEPENDENT AUDITORS' REPORT



PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN
FINANCIAL STATEMENTS TO ACCOMPANY FORM 5500
ANNUAL REPORT OF EMPLOYEE BENEFIT PLAN UNDER
THE EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974

DECEMBER 31, 2016 AND 2015

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Certain schedules provided for in the regulations of the Employee Retirement Income Security Act of 1974 have been omitted as not required or applicable.

Independent Auditors' Report

To the Plan Administrator and Participants
Putnam Associates 401(k) Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Putnam Associates 401(k) Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, 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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee 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 year ended December 31, 2016, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule, Form 5500 - Schedule H, Part IV, Line 4(i) - Schedule of Assets (Held at End of Year), is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

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

Di Ciccio, Hulman & Company LLP

August 29, 2017

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,	2016	2015
Assets		
Investments, at fair value:		
Mutual funds	<u>\$ 7,705,420</u>	<u>\$ 6,919,945</u>
Receivables:		
Notes receivable from participants	26,344	1,412
Employer matching contributions	231,849	194,840
Other employer contributions	<u>270,608</u>	<u>-</u>
Total receivables	<u>528,801</u>	<u>196,252</u>
Net assets available for benefits	<u><u>\$ 8,234,221</u></u>	<u><u>\$ 7,116,197</u></u>

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

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the year ended December 31,	2016
Additions to net assets:	
Investment income:	
Dividend and interest income	\$ 212,405
Net appreciation of investments	139,967
Total investment income	352,372
Interest income on notes receivable from participants	3,268
Contributions:	
Participant deferrals	612,938
Participant rollovers	31,829
Employer matching	231,849
Other employer contributions	270,608
Total contributions	1,147,224
Total additions to net assets	1,502,864
Deductions from net assets:	
Benefits paid to participants	378,495
Administrative expenses	6,345
Total deductions from net assets	384,840
Net increase in net assets available for benefits	1,118,024
Net assets available for benefits, beginning of the year	7,116,197
Net assets available for benefits, end of the year	\$ 8,234,221

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

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of the Plan

The following description of the Putnam Associates 401(k) Retirement Savings Plan (the “Plan”) is provided for general information purposes only. More complete information regarding the Plan’s provisions may be found in the plan document.

General

The Plan is a defined contribution plan covering all employees of Putnam Associates, LLC (the “Employer”) who are at least 21 years of age (“Participants”). Eligible employees may enter the plan on the first day of the month following their start date.

Fidelity Management Trust Company (“FMTC” or the “Trustee”) provides asset custodian services and also serves as trustee for the Plan. Fidelity Workplace Services, LLC (“FWS” or the “Recordkeeper”), an affiliate of the Trustee, provides recordkeeping services. Fidelity Investments, an affiliate of the Trustee, manages the investments in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). All investments are participant-directed.

Plan Administration

The Employer is the plan administrator and has the authority to appoint person(s) or entities to carry out the operation of the Plan. Individual Participant accounts may be charged with an allocation of administrative expenses, if not paid by the Employer. Individual Participant accounts are charged directly for loan recordkeeping, if applicable.

Participant Contributions

Participants may defer up to a maximum of 60% of their eligible compensation, as defined by the Plan, not to exceed a dollar limit established by the Internal Revenue Code (“IRC”). Participants may make pre-tax contributions to their accounts. Participants who have reached the age of 50 before the end of the plan year are eligible to make catch-up contributions. In addition, Participants may also contribute amounts representing distributions from other qualified plans (“Participant Rollovers”).

Employer Contributions

Employer Matching Contributions

The Employer, at its discretion, may elect to contribute a matching contribution as determined by its Board of Directors. To be eligible for Employer matching contributions, Participants must be making deferral contributions, be employed by the Employer on the last day of the Plan year unless termination is due to death, disability or retirement, and have performed at least 1,000 hours of service during the Plan year. For the year ended December 31, 2016, the Employer elected to make matching contributions in the amount of 100% of Participant’s elective deferrals, up to a maximum of 3% of compensation.

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of the Plan (Continued)

Employer Contributions (Continued)

Employer Non-Elective Contributions

The Employer, at its discretion, may make a non-elective contribution to the Plan on behalf of Plan Participants. The amount contributed on behalf of the Participants will be allocated in the ratio that each eligible Participant's compensation bears to total compensation paid to all eligible participants for the Plan year. To be eligible for a non-elective contribution, a Participant must be employed by the Employer on the last day of the Plan year unless termination is due to death, disability or retirement, and have performed at least 1,000 hours during the Plan year. For the year ended December 31, 2016, there were no Employer non-elective contributions made to the Plan.

Participant Accounts

Each Participant's account is credited with the Participant's deferral contributions, the respective employer contributions, an allocation of the Plan's investment earnings or losses, and is charged with certain expenses, if applicable. Allocations are based on Participant compensation or account balance, as defined. The benefit to which a Participant is entitled is the benefit that can be provided from the Participant's vested account.

Vesting

Participants are immediately vested in their participant and rollover contributions plus allocated earnings thereon. Participants begin vesting in Employer non-elective and matching contributions, if any, plus earnings thereon, in 33% increments after one year of service and are 100% vested after three years of service.

Payment of Benefits

Upon termination of service due to death, disability, termination, or retirement, a Participant or beneficiary may elect to receive a lump-sum distribution or installment payments in an amount equal to the value of the Participant's vested interest in his or her account. The payment can either be a cash distribution to the Participant, subject to income tax withholdings, or a tax free rollover to an individual retirement account or another qualified plan as defined. If a Participant's vested account is less than \$1,000, the Plan administrator, after notification, may distribute the account balance to the Participant in a lump sum amount.

In-service withdrawals from a Participant's account are permitted only due to financial hardship, as defined. Hardship withdrawals may be taken from a Participant's deferral contribution account only and are subject to a \$500 minimum amount. Participants must qualify and have obtained all distributions, other than the hardship withdrawal, and all nontaxable loans currently available, before financial hardship withdrawals are allowed. Deferrals must be suspended for six months following receipt of the hardship withdrawal.

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of the Plan (Continued)

Notes Receivable from Participants

Subject to approval by the plan administrator, Participants may borrow from their vested accounts up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loans are secured by the vested balance in the Participant's account and bear interest at a fixed rate commensurate with local prevailing rates. Loan terms range from one to five years (or up to ten years for the purchase of a primary residence). Principal and interest are paid ratably through payroll deductions. If a Participant ceases to make loan repayments and the plan administrator deems the loan to be in default, the Participant's loan balance is reduced and a benefit payment is made in accordance with the Plan document. The interest rate for the outstanding loans at December 31, 2016 and 2015 was 8.00%. Loans to Participants are reported as notes receivable from participants at the unpaid principal balance plus any accrued but unpaid interest.

Forfeited Accounts

A Participant who is no longer employed by the Employer and does not elect to receive a distribution of their vested account forfeits any non-vested balance after the earliest of five consecutive one year breaks in-service. A Participant who elects to receive a distribution of their account shall forfeit any non-vested amounts upon the completion of their distribution. Non-vested forfeited account balances are retained in the Plan and are used to reduce future Employer contributions or pay administrative expenses. Forfeited non-vested accounts at December 31, 2016 and 2015 amounted to \$45,723 and \$26,477, respectively. During the Plan year ended December 31, 2016, no forfeitures were used to reduce the employer matching contribution receivable.

Subsequent Events

The Plan has evaluated subsequent events through August 29, 2017, the date the financial statements were approved and authorized for issuance by the plan administrator, and determined that there have been no subsequent events that would require recognition in, or disclosure in the notes to, the financial statements.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in accordance with GAAP requires plan management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could vary from the estimates that were used.

Investments, Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurement.

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Note 2 - Summary of Significant Accounting Policies (Continued)

Investments, Investment Valuation and Income Recognition (Continued)

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Interest income on notes receivable from Participants is recognized on the accrual basis of accounting. Related fees are recorded as administrative fees and expenses when incurred. No allowance for credit losses has been recorded as of December 31, 2016 and 2015.

Payments of Benefits

Benefits are recorded during the period in which the Participant is paid.

Note 3 - Information Prepared and Certified by the Plan's Trustee

The following is a summary of the Plan's information as of December 31, 2016 and 2015 and for the year ended December 31, 2016, included throughout the Plan's financial statements and supplemental schedule that was prepared by or derived from the information provided by the Trustee and furnished by the plan administrator. The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified as complete and accurate by the Trustee as of December 31, 2016 and 2015 and for the year ended December 31, 2016, except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedule, Form 5500 - Schedule H, Part IV, Line 4(i) Schedule of Assets (Held at End of Year).

	<u>2016</u>	<u>2015</u>
Investments, at fair value:		
Mutual funds	\$ 7,705,420	\$ 6,919,945
Notes receivable from participants	\$ 26,344	\$ 1,412

The Trustee also certified to the completeness and accuracy of (1) dividend and interest income of \$212,405, (2) the net appreciation in the fair value of investments of \$139,967, (3) interest income on notes receivable from participants of \$3,268, and (4) the information in the supplemental schedule, Form 5500 - Schedule H, Part IV, Line 4(i) - Schedule of Assets (Held at End of Year).

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4 - Fair Value Measurements

Under GAAP, a framework for measuring fair values has been established to clarify the definition of those fair values and expand disclosures about assets and liabilities measured at 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 described under GAAP are 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; and 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 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.

There have been no changes in the methodologies used at December 31, 2016 and 2015. The following is a description of the valuation methodologies used for assets measured at fair value.

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

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4 - Fair Value Measurements (Continued)

The following tables sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2016 and 2015:

Investments at Fair Value as of December 31, 2016

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	<u>\$ 7,705,420</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 7,705,420</u>

Investments at Fair Value as of December 31, 2015

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	<u>\$ 6,919,945</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 6,919,945</u>

Note 5 - Risks and Uncertainties

The Plan invests in various investment securities which 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 Statements of Net Assets Available for Benefits.

Note 6 - Party-in-Interest Transactions

Plan investments include shares of mutual funds managed by Fidelity Investments, an affiliate of the Trustee. Accordingly, these transactions qualify as exempt party-in-interest transactions. The Plan paid administrative expenses of \$6,345 to the Recordkeeper during the year ended December 31, 2016. Notes receivable from Participants also qualify as exempt party-in-interest transactions, as defined by ERISA.

Note 7 - Plan Termination

Although it has not expressed any intent to do so, the Employer 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, any unallocated assets of the Plan will be allocated to Participant accounts and distributed in such a manner as the Employer may determine.

Note 8 - Other Employer Contributions

Other employer contributions represent amounts to be funded to the Plan by the plan administrator to correct the failures of the Plan's top heavy non-discrimination testing. At December 31, 2016, the plan administrator has accrued employer contributions in the amount of \$270,608 to satisfy this top heavy funding requirement.

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Note 9 - Tax Status

The underlying volume submitter defined contribution plan has received an opinion letter from the Internal Revenue Service, dated March 31, 2014, stating that the form of the plan is qualified under Section 401(a) of the Code, is exempt from federal income taxes under Section 501(a) of the Code and that the plan, as then designed, was in compliance with the applicable requirements of the Code. Any employer adopting this form of the plan will be considered to have a plan qualified under Section 401(a) of the Code. The Plan has been amended since receiving the opinion letter; however, the plan administrator believes that the Plan is currently designed in compliance with the applicable requirements of the Code and that the Plan is qualified and the related trust is tax-exempt as of the financial statement dates.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. It is the Plan's policy to account for any uncertainties as described under the income tax laws. Under the income tax laws, the tax-exempt status of an entity is considered a tax position. No such uncertain tax positions have been recognized by the Plan.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for periods prior to 2013.

Note 10 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to net assets per the Form 5500:

	December 31,	
	<u>2016</u>	<u>2015</u>
Net assets available for benefits per the financial statements	\$ 8,234,221	\$ 7,116,197
Receivables not recorded on Form 5500	<u>(502,457)</u>	<u>(194,840)</u>
Net assets per Form 5500	<u>\$ 7,731,764</u>	<u>\$ 6,921,357</u>

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Note 10 - Reconciliation of Financial Statements to Form 5500 (Continued)

The following is a reconciliation of changes in net assets available for benefits per the financial statements to net income per the Form 5500 for the year ended December 31, 2016:

Increase in net assets available for benefits per the financial statements	\$ 1,118,024
Receivable at December 31, 2016 not recorded on Form 5500	(502,457)
Receivable at December 31, 2015 recorded on Form 5500	<u>194,840</u>
Net income per Form 5500	<u>\$ 810,407</u>

SUPPLEMENTAL SCHEDULE

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

**FORM 5500 - SCHEDULE H, PART IV, LINE 4(i) -
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2016**

EIN: 46-3321955

Plan No. 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of Investment	(d) Cost	(e) Current Value
* Fidelity Contrafund		Mutual fund	**	\$ 1,903,262
* Fidelity 500 Index Fund - Premium Class		Mutual fund	**	\$ 1,664,471
* Fidelity Diversified International Fund		Mutual fund	**	\$ 681,999
* Fidelity Money Market Trust Retirement Government II Portfolio		Mutual fund	**	\$ 659,796
* Fidelity Growth Strategies Fund		Mutual fund	**	\$ 587,860
* Fidelity Freedom 2030 Fund		Mutual fund	**	\$ 393,313
* Fidelity Blue Chip Growth Fund		Mutual fund	**	\$ 368,190
* Fidelity Freedom 2020 Fund		Mutual fund	**	\$ 289,351
* Fidelity Freedom 2035 Fund		Mutual fund	**	\$ 213,146
* Fidelity Freedom 2050 Fund		Mutual fund	**	\$ 192,274
* Fidelity Freedom 2040 Fund		Mutual fund	**	\$ 168,395
* Fidelity Freedom 2045 Fund		Mutual fund	**	\$ 152,188
* Fidelity Freedom 2055 Fund		Mutual fund	**	\$ 128,157
* Fidelity Stock Selector All Cap Fund		Mutual fund	**	\$ 92,468
* Fidelity US Bond Index Fund - Premium Class		Mutual fund	**	\$ 83,199
* Fidelity Fund		Mutual fund	**	\$ 63,918
* Fidelity Freedom 2025 Fund		Mutual fund	**	\$ 29,869
* Fidelity Freedom 2015 Fund		Mutual fund	**	\$ 20,216
* Fidelity Freedom Income Fund		Mutual fund	**	\$ 11,413
* Fidelity Freedom 2060 Fund		Mutual fund	**	\$ 972
* Fidelity Freedom 2010 Fund		Mutual fund	**	\$ 808
* Fidelity Freedom 2005 Fund		Mutual fund	**	\$ 155
				<hr/> 7,705,420
* Notes receivable from participants		Interest rate (8.00%)	-0-	<hr/> 26,344
				<hr/> \$ 7,731,764

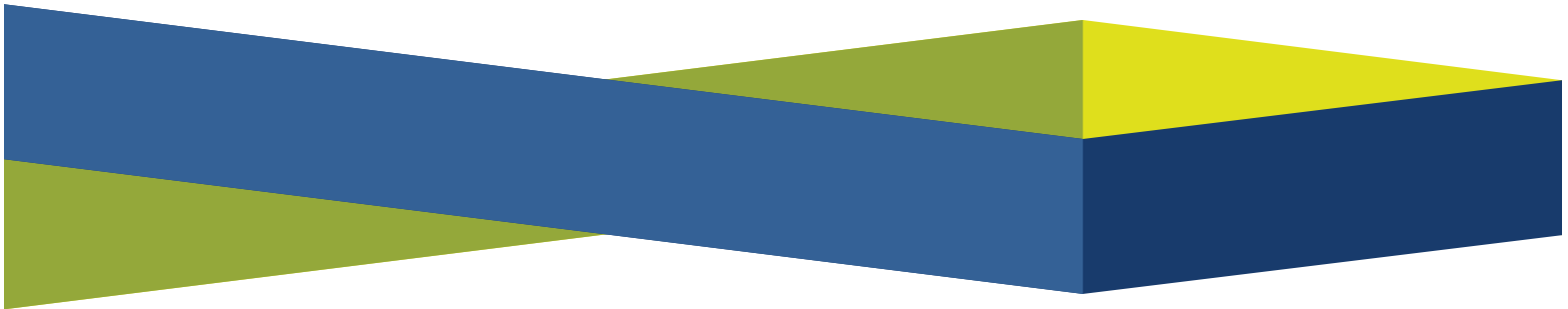
* Party-in-interest

** Cost information is not required for participant-directed investments and has therefore not been included.

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

FINANCIAL STATEMENTS TO ACCOMPANY FORM 5500
ANNUAL REPORT OF EMPLOYEE BENEFIT PLAN UNDER
THE EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974

DECEMBER 31, 2016 AND 2015
TOGETHER WITH INDEPENDENT AUDITORS' REPORT



PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN
FINANCIAL STATEMENTS TO ACCOMPANY FORM 5500
ANNUAL REPORT OF EMPLOYEE BENEFIT PLAN UNDER
THE EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974

DECEMBER 31, 2016 AND 2015

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Certain schedules provided for in the regulations of the Employee Retirement Income Security Act of 1974 have been omitted as not required or applicable.

Independent Auditors' Report

To the Plan Administrator and Participants
Putnam Associates 401(k) Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Putnam Associates 401(k) Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statement of changes in net assets available for benefits for the year ended December 31, 2016, 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.

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company, the trustee 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 year ended December 31, 2016, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule, Form 5500 - Schedule H, Part IV, Line 4(i) - Schedule of Assets (Held at End of Year), is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

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

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

Di Ciccio, Hulman & Company LLP

August 29, 2017

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,	2016	2015
Assets		
Investments, at fair value:		
Mutual funds	<u>\$ 7,705,420</u>	<u>\$ 6,919,945</u>
Receivables:		
Notes receivable from participants	26,344	1,412
Employer matching contributions	231,849	194,840
Other employer contributions	<u>270,608</u>	<u>-</u>
Total receivables	<u>528,801</u>	<u>196,252</u>
Net assets available for benefits	<u><u>\$ 8,234,221</u></u>	<u><u>\$ 7,116,197</u></u>

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

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the year ended December 31,	2016
Additions to net assets:	
Investment income:	
Dividend and interest income	\$ 212,405
Net appreciation of investments	139,967
Total investment income	352,372
Interest income on notes receivable from participants	3,268
Contributions:	
Participant deferrals	612,938
Participant rollovers	31,829
Employer matching	231,849
Other employer contributions	270,608
Total contributions	1,147,224
Total additions to net assets	1,502,864
Deductions from net assets:	
Benefits paid to participants	378,495
Administrative expenses	6,345
Total deductions from net assets	384,840
Net increase in net assets available for benefits	1,118,024
Net assets available for benefits, beginning of the year	7,116,197
Net assets available for benefits, end of the year	\$ 8,234,221

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

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of the Plan

The following description of the Putnam Associates 401(k) Retirement Savings Plan (the “Plan”) is provided for general information purposes only. More complete information regarding the Plan’s provisions may be found in the plan document.

General

The Plan is a defined contribution plan covering all employees of Putnam Associates, LLC (the “Employer”) who are at least 21 years of age (“Participants”). Eligible employees may enter the plan on the first day of the month following their start date.

Fidelity Management Trust Company (“FMTC” or the “Trustee”) provides asset custodian services and also serves as trustee for the Plan. Fidelity Workplace Services, LLC (“FWS” or the “Recordkeeper”), an affiliate of the Trustee, provides recordkeeping services. Fidelity Investments, an affiliate of the Trustee, manages the investments in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). All investments are participant-directed.

Plan Administration

The Employer is the plan administrator and has the authority to appoint person(s) or entities to carry out the operation of the Plan. Individual Participant accounts may be charged with an allocation of administrative expenses, if not paid by the Employer. Individual Participant accounts are charged directly for loan recordkeeping, if applicable.

Participant Contributions

Participants may defer up to a maximum of 60% of their eligible compensation, as defined by the Plan, not to exceed a dollar limit established by the Internal Revenue Code (“IRC”). Participants may make pre-tax contributions to their accounts. Participants who have reached the age of 50 before the end of the plan year are eligible to make catch-up contributions. In addition, Participants may also contribute amounts representing distributions from other qualified plans (“Participant Rollovers”).

Employer Contributions

Employer Matching Contributions

The Employer, at its discretion, may elect to contribute a matching contribution as determined by its Board of Directors. To be eligible for Employer matching contributions, Participants must be making deferral contributions, be employed by the Employer on the last day of the Plan year unless termination is due to death, disability or retirement, and have performed at least 1,000 hours of service during the Plan year. For the year ended December 31, 2016, the Employer elected to make matching contributions in the amount of 100% of Participant’s elective deferrals, up to a maximum of 3% of compensation.

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of the Plan (Continued)

Employer Contributions (Continued)

Employer Non-Elective Contributions

The Employer, at its discretion, may make a non-elective contribution to the Plan on behalf of Plan Participants. The amount contributed on behalf of the Participants will be allocated in the ratio that each eligible Participant's compensation bears to total compensation paid to all eligible participants for the Plan year. To be eligible for a non-elective contribution, a Participant must be employed by the Employer on the last day of the Plan year unless termination is due to death, disability or retirement, and have performed at least 1,000 hours during the Plan year. For the year ended December 31, 2016, there were no Employer non-elective contributions made to the Plan.

Participant Accounts

Each Participant's account is credited with the Participant's deferral contributions, the respective employer contributions, an allocation of the Plan's investment earnings or losses, and is charged with certain expenses, if applicable. Allocations are based on Participant compensation or account balance, as defined. The benefit to which a Participant is entitled is the benefit that can be provided from the Participant's vested account.

Vesting

Participants are immediately vested in their participant and rollover contributions plus allocated earnings thereon. Participants begin vesting in Employer non-elective and matching contributions, if any, plus earnings thereon, in 33% increments after one year of service and are 100% vested after three years of service.

Payment of Benefits

Upon termination of service due to death, disability, termination, or retirement, a Participant or beneficiary may elect to receive a lump-sum distribution or installment payments in an amount equal to the value of the Participant's vested interest in his or her account. The payment can either be a cash distribution to the Participant, subject to income tax withholdings, or a tax free rollover to an individual retirement account or another qualified plan as defined. If a Participant's vested account is less than \$1,000, the Plan administrator, after notification, may distribute the account balance to the Participant in a lump sum amount.

In-service withdrawals from a Participant's account are permitted only due to financial hardship, as defined. Hardship withdrawals may be taken from a Participant's deferral contribution account only and are subject to a \$500 minimum amount. Participants must qualify and have obtained all distributions, other than the hardship withdrawal, and all nontaxable loans currently available, before financial hardship withdrawals are allowed. Deferrals must be suspended for six months following receipt of the hardship withdrawal.

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Note 1 - Description of the Plan (Continued)

Notes Receivable from Participants

Subject to approval by the plan administrator, Participants may borrow from their vested accounts up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Loans are secured by the vested balance in the Participant's account and bear interest at a fixed rate commensurate with local prevailing rates. Loan terms range from one to five years (or up to ten years for the purchase of a primary residence). Principal and interest are paid ratably through payroll deductions. If a Participant ceases to make loan repayments and the plan administrator deems the loan to be in default, the Participant's loan balance is reduced and a benefit payment is made in accordance with the Plan document. The interest rate for the outstanding loans at December 31, 2016 and 2015 was 8.00%. Loans to Participants are reported as notes receivable from participants at the unpaid principal balance plus any accrued but unpaid interest.

Forfeited Accounts

A Participant who is no longer employed by the Employer and does not elect to receive a distribution of their vested account forfeits any non-vested balance after the earliest of five consecutive one year breaks in-service. A Participant who elects to receive a distribution of their account shall forfeit any non-vested amounts upon the completion of their distribution. Non-vested forfeited account balances are retained in the Plan and are used to reduce future Employer contributions or pay administrative expenses. Forfeited non-vested accounts at December 31, 2016 and 2015 amounted to \$45,723 and \$26,477, respectively. During the Plan year ended December 31, 2016, no forfeitures were used to reduce the employer matching contribution receivable.

Subsequent Events

The Plan has evaluated subsequent events through August 29, 2017, the date the financial statements were approved and authorized for issuance by the plan administrator, and determined that there have been no subsequent events that would require recognition in, or disclosure in the notes to, the financial statements.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in accordance with GAAP requires plan management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could vary from the estimates that were used.

Investments, Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurement.

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Note 2 - Summary of Significant Accounting Policies (Continued)

Investments, Investment Valuation and Income Recognition (Continued)

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Interest income on notes receivable from Participants is recognized on the accrual basis of accounting. Related fees are recorded as administrative fees and expenses when incurred. No allowance for credit losses has been recorded as of December 31, 2016 and 2015.

Payments of Benefits

Benefits are recorded during the period in which the Participant is paid.

Note 3 - Information Prepared and Certified by the Plan's Trustee

The following is a summary of the Plan's information as of December 31, 2016 and 2015 and for the year ended December 31, 2016, included throughout the Plan's financial statements and supplemental schedule that was prepared by or derived from the information provided by the Trustee and furnished by the plan administrator. The plan administrator has elected the method of compliance as permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the following information certified as complete and accurate by the Trustee as of December 31, 2016 and 2015 and for the year ended December 31, 2016, except for comparing such information certified by the Trustee to information included in the Plan's financial statements and supplemental schedule, Form 5500 - Schedule H, Part IV, Line 4(i) Schedule of Assets (Held at End of Year).

	<u>2016</u>	<u>2015</u>
Investments, at fair value:		
Mutual funds	\$ 7,705,420	\$ 6,919,945
Notes receivable from participants	\$ 26,344	\$ 1,412

The Trustee also certified to the completeness and accuracy of (1) dividend and interest income of \$212,405, (2) the net appreciation in the fair value of investments of \$139,967, (3) interest income on notes receivable from participants of \$3,268, and (4) the information in the supplemental schedule, Form 5500 - Schedule H, Part IV, Line 4(i) - Schedule of Assets (Held at End of Year).

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4 - Fair Value Measurements

Under GAAP, a framework for measuring fair values has been established to clarify the definition of those fair values and expand disclosures about assets and liabilities measured at 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 described under GAAP are 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; and 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 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.

There have been no changes in the methodologies used at December 31, 2016 and 2015. The following is a description of the valuation methodologies used for assets measured at fair value.

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

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Note 4 - Fair Value Measurements (Continued)

The following tables sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2016 and 2015:

Investments at Fair Value as of December 31, 2016

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	<u>\$ 7,705,420</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 7,705,420</u>

Investments at Fair Value as of December 31, 2015

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Mutual funds	<u>\$ 6,919,945</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 6,919,945</u>

Note 5 - Risks and Uncertainties

The Plan invests in various investment securities which 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 Statements of Net Assets Available for Benefits.

Note 6 - Party-in-Interest Transactions

Plan investments include shares of mutual funds managed by Fidelity Investments, an affiliate of the Trustee. Accordingly, these transactions qualify as exempt party-in-interest transactions. The Plan paid administrative expenses of \$6,345 to the Recordkeeper during the year ended December 31, 2016. Notes receivable from Participants also qualify as exempt party-in-interest transactions, as defined by ERISA.

Note 7 - Plan Termination

Although it has not expressed any intent to do so, the Employer 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, any unallocated assets of the Plan will be allocated to Participant accounts and distributed in such a manner as the Employer may determine.

Note 8 - Other Employer Contributions

Other employer contributions represent amounts to be funded to the Plan by the plan administrator to correct the failures of the Plan's top heavy non-discrimination testing. At December 31, 2016, the plan administrator has accrued employer contributions in the amount of \$270,608 to satisfy this top heavy funding requirement.

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Note 9 - Tax Status

The underlying volume submitter defined contribution plan has received an opinion letter from the Internal Revenue Service, dated March 31, 2014, stating that the form of the plan is qualified under Section 401(a) of the Code, is exempt from federal income taxes under Section 501(a) of the Code and that the plan, as then designed, was in compliance with the applicable requirements of the Code. Any employer adopting this form of the plan will be considered to have a plan qualified under Section 401(a) of the Code. The Plan has been amended since receiving the opinion letter; however, the plan administrator believes that the Plan is currently designed in compliance with the applicable requirements of the Code and that the Plan is qualified and the related trust is tax-exempt as of the financial statement dates.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. It is the Plan's policy to account for any uncertainties as described under the income tax laws. Under the income tax laws, the tax-exempt status of an entity is considered a tax position. No such uncertain tax positions have been recognized by the Plan.

The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for periods prior to 2013.

Note 10 - Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to net assets per the Form 5500:

	December 31,	
	<u>2016</u>	<u>2015</u>
Net assets available for benefits per the financial statements	\$ 8,234,221	\$ 7,116,197
Receivables not recorded on Form 5500	<u>(502,457)</u>	<u>(194,840)</u>
Net assets per Form 5500	<u>\$ 7,731,764</u>	<u>\$ 6,921,357</u>

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

Note 10 - Reconciliation of Financial Statements to Form 5500 (Continued)

The following is a reconciliation of changes in net assets available for benefits per the financial statements to net income per the Form 5500 for the year ended December 31, 2016:

Increase in net assets available for benefits per the financial statements	\$ 1,118,024
Receivable at December 31, 2016 not recorded on Form 5500	(502,457)
Receivable at December 31, 2015 recorded on Form 5500	<u>194,840</u>
Net income per Form 5500	<u>\$ 810,407</u>

SUPPLEMENTAL SCHEDULE

PUTNAM ASSOCIATES 401(k) RETIREMENT SAVINGS PLAN

**FORM 5500 - SCHEDULE H, PART IV, LINE 4(i) -
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2016**

EIN: 46-3321955

Plan No. 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of Investment	(d) Cost	(e) Current Value
* Fidelity Contrafund		Mutual fund	**	\$ 1,903,262
* Fidelity 500 Index Fund - Premium Class		Mutual fund	**	\$ 1,664,471
* Fidelity Diversified International Fund		Mutual fund	**	\$ 681,999
* Fidelity Money Market Trust Retirement Government II Portfolio		Mutual fund	**	\$ 659,796
* Fidelity Growth Strategies Fund		Mutual fund	**	\$ 587,860
* Fidelity Freedom 2030 Fund		Mutual fund	**	\$ 393,313
* Fidelity Blue Chip Growth Fund		Mutual fund	**	\$ 368,190
* Fidelity Freedom 2020 Fund		Mutual fund	**	\$ 289,351
* Fidelity Freedom 2035 Fund		Mutual fund	**	\$ 213,146
* Fidelity Freedom 2050 Fund		Mutual fund	**	\$ 192,274
* Fidelity Freedom 2040 Fund		Mutual fund	**	\$ 168,395
* Fidelity Freedom 2045 Fund		Mutual fund	**	\$ 152,188
* Fidelity Freedom 2055 Fund		Mutual fund	**	\$ 128,157
* Fidelity Stock Selector All Cap Fund		Mutual fund	**	\$ 92,468
* Fidelity US Bond Index Fund - Premium Class		Mutual fund	**	\$ 83,199
* Fidelity Fund		Mutual fund	**	\$ 63,918
* Fidelity Freedom 2025 Fund		Mutual fund	**	\$ 29,869
* Fidelity Freedom 2015 Fund		Mutual fund	**	\$ 20,216
* Fidelity Freedom Income Fund		Mutual fund	**	\$ 11,413
* Fidelity Freedom 2060 Fund		Mutual fund	**	\$ 972
* Fidelity Freedom 2010 Fund		Mutual fund	**	\$ 808
* Fidelity Freedom 2005 Fund		Mutual fund	**	\$ 155
				<hr/> 7,705,420
* Notes receivable from participants		Interest rate (8.00%)	-0-	<hr/> 26,344
				<hr/> \$ 7,731,764

* Party-in-interest

** Cost information is not required for participant-directed investments and has therefore not been included.