Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2016

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
TWO SIGMA 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2001

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)

TWO SIGMA INVESTMENTS, LP

100 AVENUE OF THE AMERICAS
16TH FLOOR
NEW YORK, NY 10013

2b Employer Identification Number (EIN) 13-4181471

2c Plan Sponsor's telephone number 212-625-5700

2d Business code (see instructions) 523900

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.	10/16/2017	JONATHAN HITCHON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address (include room or suite number)

Preparer's telephone number

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	13-4181471
a Sponsor's name: TWO SIGMA INVESTMENTS, LLC	**4c** PN	001
5 Total number of participants at the beginning of the plan year	**5**	1029
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)**	894
a(2) Total number of active participants at the end of the plan year	**6a(2)**	1099
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	157
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	1256
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	1256
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1188
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	40
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:
2F 2G 2J 2K 2T 3D 3H 2E

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

9a Plan funding arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]	**H** (Financial Information)
(2)	[ ]	**I** (Financial Information – Small Plan)
(3)	[ ]	**A** (Insurance Information)
(4)	[X]	**C** (Service Provider Information)
(5)	[ ]	**D** (DFE/Participating Plan Information)
(6)	[ ]	**G** (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2016** **This Form is Open to Public Inspection.**

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

A Name of plan	**B** Three-digit plan number (PN) ▶	
TWO SIGMA 401(K) PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
TWO SIGMA INVESTMENTS, LP	13-4181471	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	2675	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
COL SM CAP IDX R5 - COLUMBIA MGT I P.O. BOX 8081 BOSTON, MA 02266	0.10%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CONESTOGA SM CAP INV - ULTIMUS FUN 31-1663251	0.40%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP EQUITY INCOME - T. ROWE PRICE 52-2269240	0.15%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TRP SMALL-CAP VALUE - T. ROWE PRIC 52-2269240	0.15%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(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

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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)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

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

A Name of plan
TWO SIGMA 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TWO SIGMA INVESTMENTS, LP

D Employer Identification Number (EIN)
13-4181471

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	5525955	9044508
(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)	595024	961445
(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)	87540242	118471760
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	0	0

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)	0	0
	(2) Employer real property	1d(2)	0	0
e	Buildings and other property used in plan operation	1e	0	0
f	Total assets (add all amounts in lines 1a through 1e)	1f	93661221	128477713
	Liabilities			
g	Benefit claims payable	1g	0	0
h	Operating payables	1h	0	0
i	Acquisition indebtedness	1i	0	0
j	Other liabilities	1j	0	0
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	93661221	128477713

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)	4979487	
	(B) Participants	2a(1)(B)	18148674	
	(C) Others (including rollovers)	2a(1)(C)	5833830	
	(2) Noncash contributions	2a(2)	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		28961991
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	3950	
	(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)	40613	
	(F) Other	2b(1)(F)	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		44563
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
	(B) Common stock	2b(2)(B)	0	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	4100178	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		4100178
	(3) Rents	2b(3)		0
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)	0	
	(B) Other	2b(5)(B)	0	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		6606984
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		39713716
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4886551	
(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)		4886551
f Corrective distributions (see instructions)	2f		3928
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)	3957	
(4) Other	2i(4)	2788	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		6745
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		4897224
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		34816492
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) [X] 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 [X] No

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

(1) Name: ERNST & YONG U.S., LLP **(2)** EIN: 34-6565596

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

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

Part IV Compliance Questions

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

During the plan year:

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

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3	4n		X	
o	Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

Part V Trust Information

6a Name of trust	**6b** Trust's EIN

6c Name of trustee or custodian	**6d** Trustee's or custodian's telephone number

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

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

A Name of plan
TWO SIGMA 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
TWO SIGMA INVESTMENTS, LP

D Employer Identification Number (EIN)
13-4181471

Part I Distributions

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

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

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part VII IRS Compliance Questions

20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No

22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter _____/_____/_____ and the serial number _____.

22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter _____/_____/_____.

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

Two Sigma 401(k) Plan
December 31, 2016 and 2015
and Years Ended December 31, 2016 and 2015
With Report of Independent Auditors

Two Sigma 401(k) Plan

Financial Statements
and Supplemental Schedule

December 31, 2016 and 2015
and Years Ended December 31, 2016 and 2015

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Ernst & Young LLP
5 Times Square
New York, NY 10036-6530

Tel: +1 212 773 3000
Fax: +1 212 773 6350
ey.com

Building a better working world

Report of Independent Auditors

The Plan Administrator
Two Sigma 401(k) Plan

We have audited the accompanying financial statements of Two Sigma 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Building a better working world

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Two Sigma 401(k) Plan at December 31, 2016 and 2015, and the changes in its net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Supplemental Schedule

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2016 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements as a whole.

Ernst & Young LLP

October 12, 2017

Two Sigma 401(k) Plan

Statements of Net Assets Available for Plan Benefits

	December 31	
	2016	**2015**
Assets		
Investments, at fair value:		
Registered investment funds	**$118,471,760**	$ 87,540,242
Registered money market fund	**9,044,508**	5,525,955
Total investments	**127,516,268**	93,066,197
Notes receivable from participants	**961,445**	595,024
Net assets available for plan benefits	**$128,477,713**	$ 93,661,221

See accompanying notes to the financial statements.

Two Sigma 401(k) Plan

Statements of Changes in Net Assets Available for Plan Benefits

	Years Ended December 31	
	2016	**2015**
Additions:		
Net realized and unrealized appreciation/(depreciation) in fair value of investments	**$ 6,606,984**	$ (5,403,466)
Interest and dividends	**4,144,741**	3,975,264
Employee contributions	**18,148,674**	13,210,076
Employee rollovers	**5,833,830**	5,949,513
Employer contributions	**4,979,486**	3,877,439
Total additions	**39,713,715**	21,608,826
Deductions:		
Benefits paid to participants and transfers	**(4,890,479)**	(2,268,919)
Administrative expenses	**(6,744)**	(1,723)
Total deductions	**(4,897,223)**	(2,270,642)
Net increase in net assets available for plan benefits	**34,816,492**	19,338,184
Net assets available for plan benefits:		
Beginning of year	**93,661,221**	74,323,037
End of year	**$128,477,713**	$ 93,661,221

See accompanying notes to the financial statements.

Two Sigma 401(k) Plan

Notes to Financial Statements

December 31, 2016

1. Description of the Plan

The following description of the Two Sigma 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Basic Plan Document for more complete information. Terms used in this description have the same meaning as in the Plan document. A Plan year commences on January 1 and ends on December 31 ("Plan Year").

General

The Plan is a defined contribution plan covering substantially all full-time employees (the "Participants" or individually the "Participant") who are employed by either Two Sigma Investments, LP ("TSI") or Two Sigma Solutions, LLC, a participating wholly-owned subsidiary of TSI. TSI is the Plan Sponsor and administrator ("Plan Sponsor"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plan Sponsor designated a 401(k) committee (the "Committee"). The purpose of the Committee is to provide oversight on: investment options and performance for the Plan, service provider performance, Plan expenses, and compliance with Plan documents and ERISA, including any interpretive decisions required relating to the Plan.

Eligibility and Participation

Full-time employees are eligible to participate as described in the Plan. A full-time employee becomes eligible to participate in the Plan on the first day of the month subsequent to the date of hire.

Plan Administration

The Plan Sponsor has assigned all operating and recordkeeping responsibilities of the Plan to Fidelity Management Trust Company, which acts as the Plan's trustee, third party administrator, and custodian (the "Trustee").

1. Description of the Plan (continued)

Contributions

Each year, Participants may make pre-tax elective contributions to the Plan in any amount up to 90% of their combined salary, bonuses, overtime and all other cash compensation, paid during a Plan Year, subject to the Internal Revenue Service ("IRS") limitations. Employee contributions were limited by the IRS to a maximum of $18,000 per year for both 2016 and 2015. For employees age 50 or older, the IRS allowed an additional contribution of up to $6,000 per year for both 2016 and 2015. For the years ended December 31, 2016 and 2015, Participants contributed $12,470,069 and $9,839,508 in pre-tax elective contributions, respectively.

TSI contributed as a qualified matching contribution an amount equal to 100% of each Participant's contribution that is not in excess of $5,000 for the 2016 and 2015 Plan Years. The Plan provides a "rollover" provision for new employees receiving distributions from a qualified plan of a former employer. These amounts are included in employer contributions and employee rollovers on the statements of changes in net assets available for plan benefits, respectively. For the years ended December 31, 2016 and 2015, Participants contributed $5,726,988 and $5,729,527 for rollovers and $1,180 and $6,751 for post-tax rollovers, respectively.

The Plan includes a Roth elective deferral option based on the requirements provided by Section 402A of the Internal Revenue Code (the "Code"). The Roth elective deferral option permits Participants to make post-tax salary deferral contributions by payroll deduction, subject to the Participants' Roth elective deferrals combined with their pretax deferrals not exceeding the lesser of 90% of their compensation or certain limitations. For the years ended December 31, 2016 and 2015, Participants deferred $1,411,501 and $1,170,742 in Roth contributions, respectively. For the years ended December 31, 2016 and 2015, Participants contributed $105,662 and $213,235 in Roth rollovers, respectively. These amounts are included in employee contributions and employee rollovers on the statements of changes in net assets available for plan benefits, respectively.

The Plan includes a non-deductible post-tax contribution option which permits Participants to make post-tax salary deferral contributions by payroll deduction, subject to the Participants' deferrals, employer match and employee post-tax deferrals not exceeding $53,000. For the years ended December 31, 2016 and 2015, Participants deferred $4,267,104 and $2,199,826 in post-tax deferrals, respectively.

1. Description of the Plan (continued)

Participant Accounts

Individual accounts are maintained for each Participant of the Plan. Each Participant's account is credited with the Participant's contributions and matching employer contributions as allowed for under the Plan. A Participant may direct contributions to each or any of the Plan's investment options and may exchange existing account balances among the Plan's investment options. Daily, each Participant account is increased or decreased with his or her proportionate share of the increase or decrease in the fair market value of his or her directed investment accounts, as defined in the Plan document. Each Participant is entitled to the benefit provided from the vested portion of his or her account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Plan Sponsor contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A Participant vests in equal 25% installments for each year of credited services, and is 100% vested on the entire balance and any future matches after four years of credited service.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms may not extend beyond five years from the date of the loan unless such loan is for the purchase of a primary residence, in which case the loan repayment period may not extend beyond 10 years from the date of the loan. A Participant may only have one loan outstanding at any point in time. Each Participant's loan is secured by the balance in the Participant's account, reduces the Participant's invested amounts, and bears interest at a rate determined by the Plan Sponsor. Principal and interest must be repaid in level payments through after-tax payroll deductions on at least a quarterly basis. In the event of default, death, disability or termination of employment, the entire outstanding principal and accrued interest shall be immediately due and payable.

The Plan Sponsor shall consider a loan in default if any scheduled repayment remains unpaid as of the last business day of the calendar quarter following the calendar quarter in which a loan is initially considered past due. Any default in repayment to the Plan will result in treating the balance due for the loan as a distributable event from the Plan. If a distributable event occurs as defined by the Code, the Participant will be deemed to have received a taxable distribution from the Plan.

1. Description of the Plan (continued)

Interest income on the loan balance is reinvested into the investments based on Participant elections. Participant loans are measured at their unpaid principal balance plus any accrued and unpaid interest and classified as notes receivable from participants on the statements of net assets available for plan benefits. Interest income earned on notes receivable from participants is recorded on the accrual basis. The total amounts of the interest earned on loan balances during 2016 and 2015 were $40,613 and $31,513, respectively, and are included in interest and dividends in the accompanying statements of changes in net assets available for plan benefits.

Payment of Benefits

On termination of service due to death, disability, retirement or termination of employment, a Participant or his or her beneficiaries may elect to receive a lump sum distribution equal to the vested value of the Participant's account.

Distributions under the Plan shall be made consistent with the provisions of Section 401(a)(9) of the Code and all treasury regulations promulgated under that Section. In the event of financial hardship, a Participant may apply to the Plan Sponsor to receive a distribution from his or her account up to an amount not to exceed the Participant's pre-tax or post-tax contributions to the Plan, subject to a $500 minimum amount. Hardship withdrawals are strictly regulated by the IRS and a Participant must exhaust all available loan options and available distributions prior to requesting a hardship withdrawal. A Participant who has attained the age of 59½ shall be entitled to receive a distribution of all or a portion of the vested value of his or her account.

Break in Service

A Participant who terminates employment with TSI after participating in the Plan and is subsequently re-employed by TSI after completing one hour of service shall be eligible to become a Participant of the Plan upon enrollment in accordance with the Plan guidelines. If the Participant returns within five years, the Participant's prior service will again count toward vesting, and the non-vested portion of the Participant's benefit which the Participant lost when the Participant terminated employment will be reinstated.

Forfeitures

Forfeitures represent non-vested amounts forfeited by Participants. Forfeitures are first used to reduce Plan-related administrative expenses with any remaining amounts used to reduce future Plan Sponsor contributions. Please see additional information in Note 4.

1. Description of the Plan (continued)

Plan Termination

Although it has not expressed any intention to do so, the Plan Sponsor has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA. In the event of Plan termination, Participants will become 100% vested in their total account balance under the Plan.

Administrative Expenses

To the extent permitted by law, Plan expenses associated with the administration of the Plan are paid by the Plan, unless the expenses are paid by the Plan Sponsor, pursuant to the terms of the Plan. Administrative expenses paid by the Plan may include recordkeeping and trustee fees. Expenses relating to purchases, sales or transfers of the Plan's investments are charged to the particular investment account to which the expenses relate.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("US GAAP").

The preparation of financial statements in conformity with US GAAP requires the Plan Sponsor to make estimates and assumptions that affect the reported amounts in the financial statements. The Plan Sponsor believes that the estimates utilized in preparing the financial statements are reasonable. Actual results could differ from these estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). Shares of registered investment funds and registered money market funds held by the Plan at year end are valued at quoted market prices, which represent the net asset value reported by such registered investment companies. Purchases and sales of securities are recorded on a trade-date basis. Interest income on investments is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. See Note 3 for further discussion and disclosures related to fair value measurements.

The Trustee revalues the Plan's investments at the close of each business day based on the changes in the net asset values reported by the registered investment companies and any other fluctuation of market prices of the investments. Accordingly, changes to investments for each Participant will be reflected in each Participant's account on a daily basis.

2. Summary of Significant Accounting Policies (continued)

Benefits Paid to Participants and Transfers

Benefit payments to participants are recorded upon distribution. Benefits paid to participants and transfers on the statements of changes in net assets available for plan benefits includes $1,771,090 and $0 for 2016 and 2015, respectively, of transfers requested by participants of their account balances to other qualified plans or accounts.

Risks and Uncertainties

The Plan invests in various investment securities, in particular through its investment funds. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect Participants' account balances and the amounts reported in the statements of net assets available for plan benefits.

Recent Accounting Pronouncements

In July 2015, the FASB issued ASU No. 2015-12 ("ASU No. 2015-12"), Plan Accounting: Defined Benefit Pensions Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Plans (Topic 965): (Part 1) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient. Parts I and III of ASU No. 2015-12 are not applicable to the Plan. Part II of ASU No. 2015-12 eliminates the requirement to disclose individual investments that represent five percent or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. It also simplifies the level of disaggregation of investments that are measured using fair value. The Plan will continue to disaggregate investments that are measured using fair value by general type; however, the Plan is no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. ASU No. 2015-12 is effective for annual reporting periods beginning after December 15, 2015, and is required to be applied retrospectively to all periods presented beginning in the year of adoption. The Plan Sponsor has presented the financial statements in accordance with ASU No. 2015-12 Part II.

3. Fair Value Measurement

The Plan measures and reports its investments at fair value. At December 31, 2016 and 2015, Plan investments are classified and disclosed in one of the following categories based on market price observability. Market price observability is impacted by a number of factors, including the type of investment and the characteristics specific to the investment. Investments with readily available quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value:

Level I – Quoted prices are available in active markets as of the reporting date. The type of investments which would generally be included in Level I include registered investment funds, listed equities, certain bonds and other exchange-traded investments.

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Level III – Pricing inputs are unobservable for the investment and include situations where there is little, if any, market activity for the investment. The inputs into the determination of fair value require significant management judgment or estimation.

The Plan recognizes transfers between levels in the fair value hierarchy at the date of the event that caused the transfer. For the years ended December 31, 2016 and 2015, there were no transfers into or out of Level III.

The following table summarizes the Plan's portfolio investments that were accounted for at fair value by level within the fair value hierarchy:

3. Fair Value Measurement (continued)

Total investments at fair value at December 31, 2016:

	Level I	Level II	Level III	Total
Registered investment funds	**$118,471,760**	**$ –**	**$ –**	**$118,471,760**
Registered money market fund	**9,044,508**	**–**	**–**	**9,044,508**
Total registered investments	**$127,516,268**	**$ –**	**$ –**	**$127,516,268**

Total investments at fair value at December 31, 2015:

	Level I	Level II	Level III	Total
Registered investment funds	$ 87,540,242	$ –	$ –	$ 87,540,242
Registered money market fund	5,525,955	–	–	5,525,955
Total registered investments	$ 93,066,197	$ –	$ –	$ 93,066,197

4. Forfeitures

During 2016 and 2015, forfeited non-vested amounts totaled $263,111 and $185,355, respectively. Total forfeitures used to offset employer contributions were $150,000 and $213,461 in 2016 and 2015, respectively, all of which offset employer contributions as the Plan had no administrative expenses to offset. Forfeitures of $120,606 and $7,495 still remained to offset future employer contributions at December 31, 2016 and 2015, respectively.

5. Related-Party Transactions

Certain Plan investments are shares of mutual funds or money market funds managed by the Trustee. Therefore, these transactions qualify as permitted party-in-interest transactions.

In the normal course of business certain officers and employees of the Plan Sponsor (who may also be Participants in the Plan) perform administrative services related to the Plan's operation, recordkeeping and financial reporting. The Plan Sponsor pays these individuals' salaries and also pays for a portion of other administrative expenses on the Plan's behalf.

The foregoing transactions are not deemed prohibited party-in-interest transactions, because they are covered by statutory and administrative exemptions from the Code and ERISA's rules on prohibited transactions.

6. Tax Status

By Adoption Agreement dated February 29, 2016, the Plan adopted a volume submitter defined contribution plan, effective February 1, 2016. The underlying volume submitter plan has received an advisory letter from the IRS dated March 31, 2014, stating that the form of the plan is qualified under Section 401 of the Code and, therefore, the related trust is tax-exempt. In accordance with Revenue Procedures 2016-6 and 2015-36, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS volume submitter advisory letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The Plan Sponsor believes the Plan is being operated in compliance with the applicable requirements of the Code and therefore believes the Plan is qualified and the related trust is tax-exempt.

US GAAP requires plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Sponsor has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016 and 2015, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions. The IRS has examined the Plan's tax return for the year ended December 31, 2011 and issued a letter to the Plan Sponsor stating that the IRS concluded that they found no changes were required. No income tax examinations have commenced for any periods subsequent to 2011. Based on current law, management does not expect that the tax positions would materially vary within the next 12 months.

7. Subsequent Events

The Plan Sponsor has evaluated subsequent events through October 12, 2017, the date the financial statements were available to be issued. There are no subsequent events which require disclosure.

Supplemental Schedule

Two Sigma 401(k) Plan

EIN #13-4181471 Plan #001

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)

December 31, 2016

Identity of Issue, Borrower, Lessor or Similar Party	Shares	Fair Value
Registered Investment Funds		
Fidelity 500 Index Fund Institutional Class*	305,511	$ 23,936,815
Fidelity Freedom Index 2050 Fund *	811,600	13,147,914
Fidelity Freedom Index 2040 Fund *	580,196	9,259,931
Fidelity Extended Market Index Fund Premium Class*	123,994	6,886,629
Fidelity U.S. Bond Index Fund Investor Class*	502,325	5,771,719
Fidelity Balanced Fund - Class K*	234,548	5,164,749
Neuberger Berman Genesis R6	90,188	5,115,475
Fidelity Capital Appreciation Fund - Class K*	157,345	4,992,562
Fidelity Real Estate Investment Portfolio*	103,203	4,302,541
Fidelity Leveraged Company Stock Fund - Class K*	117,168	3,907,563
T. Rowe Price Equity Income Fund	115,142	3,624,658
Fidelity Pacific Basin Fund*	134,694	3,564,002
Invesco Developing Markets R6	122,824	3,560,655
Fidelity Select Natural Resources Portfolio*	104,262	3,188,343
Conestoga Small Cap Fund Investors Class	76,984	3,117,860
Fidelity Global ex US Index Investor*	270,843	2,946,776
PIMCO High Yield Fund Institutional Class	314,660	2,772,158
Fidelity Freedom Index 2030 Fund*	158,775	2,424,498
Fidelity Select Technology Portfolio*	16,990	2,210,965
Fidelity Europe*	63,595	2,138,051
BlackRock Inflation Protected Bond Fund	185,644	1,939,976
T. Rowe Price Small-Cap Value Fund	42,308	1,908,922
Templeton Global Bond Fund R6	91,975	1,100,023
Fidelity Freedom Index 2060 Fund*	45,557	475,155
Columbia Small Cap Index Fund Class R5 Shares	16,279	393,126
Fidelity Freedom Index 2020 Fund*	24,804	350,485
Fidelity Emerging Markets Index Fund Investor Class*	31,940	270,209
Total registered investment funds		118,471,760
Registered Money Market Funds		
Fidelity Money Market Trust Retirement Government Money Market II Portfolio*		9,044,508
Notes Receivable From Participants		
Notes receivable from participants (varying maturity dates between 2017 and 2026 and interest rate of 5.00%-5.75%) *		961,445
Total		$ 128,477,713

*Permitted party-in-interest.

Note: Cost information is not required for participant directed investments. All investments are participant directed, and therefore cost information is not included.

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

Two Sigma 401(k) Plan
December 31, 2016 and 2015
and Years Ended December 31, 2016 and 2015
With Report of Independent Auditors

Two Sigma 401(k) Plan

Financial Statements
and Supplemental Schedule

December 31, 2016 and 2015
and Years Ended December 31, 2016 and 2015

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Ernst & Young LLP
5 Times Square
New York, NY 10036-6530

Tel: +1 212 773 3000
Fax: +1 212 773 6350
ey.com

Building a better working world

Report of Independent Auditors

The Plan Administrator
Two Sigma 401(k) Plan

We have audited the accompanying financial statements of Two Sigma 401(k) Plan, which comprise the statements of net assets available for benefits as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Building a better working world

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Two Sigma 401(k) Plan at December 31, 2016 and 2015, and the changes in its net assets available for benefits for the years then ended, in conformity with U.S. generally accepted accounting principles.

Supplemental Schedule

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2016 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements as a whole.

Ernst & Young LLP

October 12, 2017

Two Sigma 401(k) Plan

Statements of Net Assets Available for Plan Benefits

	December 31	
	2016	**2015**
Assets		
Investments, at fair value:		
Registered investment funds	**$118,471,760**	$ 87,540,242
Registered money market fund	**9,044,508**	5,525,955
Total investments	**127,516,268**	93,066,197
Notes receivable from participants	**961,445**	595,024
Net assets available for plan benefits	**$128,477,713**	$ 93,661,221

See accompanying notes to the financial statements.

Two Sigma 401(k) Plan

Statements of Changes in Net Assets Available for Plan Benefits

	Years Ended December 31	
	2016	**2015**
Additions:		
Net realized and unrealized appreciation/(depreciation) in fair value of investments	**$ 6,606,984**	$ (5,403,466)
Interest and dividends	**4,144,741**	3,975,264
Employee contributions	**18,148,674**	13,210,076
Employee rollovers	**5,833,830**	5,949,513
Employer contributions	**4,979,486**	3,877,439
Total additions	**39,713,715**	21,608,826
Deductions:		
Benefits paid to participants and transfers	**(4,890,479)**	(2,268,919)
Administrative expenses	**(6,744)**	(1,723)
Total deductions	**(4,897,223)**	(2,270,642)
Net increase in net assets available for plan benefits	**34,816,492**	19,338,184
Net assets available for plan benefits:		
Beginning of year	**93,661,221**	74,323,037
End of year	**$128,477,713**	$ 93,661,221

See accompanying notes to the financial statements.

Two Sigma 401(k) Plan

Notes to Financial Statements

December 31, 2016

1. Description of the Plan

The following description of the Two Sigma 401(k) Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Basic Plan Document for more complete information. Terms used in this description have the same meaning as in the Plan document. A Plan year commences on January 1 and ends on December 31 ("Plan Year").

General

The Plan is a defined contribution plan covering substantially all full-time employees (the "Participants" or individually the "Participant") who are employed by either Two Sigma Investments, LP ("TSI") or Two Sigma Solutions, LLC, a participating wholly-owned subsidiary of TSI. TSI is the Plan Sponsor and administrator ("Plan Sponsor"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

The Plan Sponsor designated a 401(k) committee (the "Committee"). The purpose of the Committee is to provide oversight on: investment options and performance for the Plan, service provider performance, Plan expenses, and compliance with Plan documents and ERISA, including any interpretive decisions required relating to the Plan.

Eligibility and Participation

Full-time employees are eligible to participate as described in the Plan. A full-time employee becomes eligible to participate in the Plan on the first day of the month subsequent to the date of hire.

Plan Administration

The Plan Sponsor has assigned all operating and recordkeeping responsibilities of the Plan to Fidelity Management Trust Company, which acts as the Plan's trustee, third party administrator, and custodian (the "Trustee").

1. Description of the Plan (continued)

Contributions

Each year, Participants may make pre-tax elective contributions to the Plan in any amount up to 90% of their combined salary, bonuses, overtime and all other cash compensation, paid during a Plan Year, subject to the Internal Revenue Service ("IRS") limitations. Employee contributions were limited by the IRS to a maximum of $18,000 per year for both 2016 and 2015. For employees age 50 or older, the IRS allowed an additional contribution of up to $6,000 per year for both 2016 and 2015. For the years ended December 31, 2016 and 2015, Participants contributed $12,470,069 and $9,839,508 in pre-tax elective contributions, respectively.

TSI contributed as a qualified matching contribution an amount equal to 100% of each Participant's contribution that is not in excess of $5,000 for the 2016 and 2015 Plan Years. The Plan provides a "rollover" provision for new employees receiving distributions from a qualified plan of a former employer. These amounts are included in employer contributions and employee rollovers on the statements of changes in net assets available for plan benefits, respectively. For the years ended December 31, 2016 and 2015, Participants contributed $5,726,988 and $5,729,527 for rollovers and $1,180 and $6,751 for post-tax rollovers, respectively.

The Plan includes a Roth elective deferral option based on the requirements provided by Section 402A of the Internal Revenue Code (the "Code"). The Roth elective deferral option permits Participants to make post-tax salary deferral contributions by payroll deduction, subject to the Participants' Roth elective deferrals combined with their pretax deferrals not exceeding the lesser of 90% of their compensation or certain limitations. For the years ended December 31, 2016 and 2015, Participants deferred $1,411,501 and $1,170,742 in Roth contributions, respectively. For the years ended December 31, 2016 and 2015, Participants contributed $105,662 and $213,235 in Roth rollovers, respectively. These amounts are included in employee contributions and employee rollovers on the statements of changes in net assets available for plan benefits, respectively.

The Plan includes a non-deductible post-tax contribution option which permits Participants to make post-tax salary deferral contributions by payroll deduction, subject to the Participants' deferrals, employer match and employee post-tax deferrals not exceeding $53,000. For the years ended December 31, 2016 and 2015, Participants deferred $4,267,104 and $2,199,826 in post-tax deferrals, respectively.

1. Description of the Plan (continued)

Participant Accounts

Individual accounts are maintained for each Participant of the Plan. Each Participant's account is credited with the Participant's contributions and matching employer contributions as allowed for under the Plan. A Participant may direct contributions to each or any of the Plan's investment options and may exchange existing account balances among the Plan's investment options. Daily, each Participant account is increased or decreased with his or her proportionate share of the increase or decrease in the fair market value of his or her directed investment accounts, as defined in the Plan document. Each Participant is entitled to the benefit provided from the vested portion of his or her account.

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Plan Sponsor contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. A Participant vests in equal 25% installments for each year of credited services, and is 100% vested on the entire balance and any future matches after four years of credited service.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan terms may not extend beyond five years from the date of the loan unless such loan is for the purchase of a primary residence, in which case the loan repayment period may not extend beyond 10 years from the date of the loan. A Participant may only have one loan outstanding at any point in time. Each Participant's loan is secured by the balance in the Participant's account, reduces the Participant's invested amounts, and bears interest at a rate determined by the Plan Sponsor. Principal and interest must be repaid in level payments through after-tax payroll deductions on at least a quarterly basis. In the event of default, death, disability or termination of employment, the entire outstanding principal and accrued interest shall be immediately due and payable.

The Plan Sponsor shall consider a loan in default if any scheduled repayment remains unpaid as of the last business day of the calendar quarter following the calendar quarter in which a loan is initially considered past due. Any default in repayment to the Plan will result in treating the balance due for the loan as a distributable event from the Plan. If a distributable event occurs as defined by the Code, the Participant will be deemed to have received a taxable distribution from the Plan.

1. Description of the Plan (continued)

Interest income on the loan balance is reinvested into the investments based on Participant elections. Participant loans are measured at their unpaid principal balance plus any accrued and unpaid interest and classified as notes receivable from participants on the statements of net assets available for plan benefits. Interest income earned on notes receivable from participants is recorded on the accrual basis. The total amounts of the interest earned on loan balances during 2016 and 2015 were $40,613 and $31,513, respectively, and are included in interest and dividends in the accompanying statements of changes in net assets available for plan benefits.

Payment of Benefits

On termination of service due to death, disability, retirement or termination of employment, a Participant or his or her beneficiaries may elect to receive a lump sum distribution equal to the vested value of the Participant's account.

Distributions under the Plan shall be made consistent with the provisions of Section 401(a)(9) of the Code and all treasury regulations promulgated under that Section. In the event of financial hardship, a Participant may apply to the Plan Sponsor to receive a distribution from his or her account up to an amount not to exceed the Participant's pre-tax or post-tax contributions to the Plan, subject to a $500 minimum amount. Hardship withdrawals are strictly regulated by the IRS and a Participant must exhaust all available loan options and available distributions prior to requesting a hardship withdrawal. A Participant who has attained the age of 59½ shall be entitled to receive a distribution of all or a portion of the vested value of his or her account.

Break in Service

A Participant who terminates employment with TSI after participating in the Plan and is subsequently re-employed by TSI after completing one hour of service shall be eligible to become a Participant of the Plan upon enrollment in accordance with the Plan guidelines. If the Participant returns within five years, the Participant's prior service will again count toward vesting, and the non-vested portion of the Participant's benefit which the Participant lost when the Participant terminated employment will be reinstated.

Forfeitures

Forfeitures represent non-vested amounts forfeited by Participants. Forfeitures are first used to reduce Plan-related administrative expenses with any remaining amounts used to reduce future Plan Sponsor contributions. Please see additional information in Note 4.

1. Description of the Plan (continued)

Plan Termination

Although it has not expressed any intention to do so, the Plan Sponsor has the right under the Plan to terminate the Plan subject to the provisions set forth in ERISA. In the event of Plan termination, Participants will become 100% vested in their total account balance under the Plan.

Administrative Expenses

To the extent permitted by law, Plan expenses associated with the administration of the Plan are paid by the Plan, unless the expenses are paid by the Plan Sponsor, pursuant to the terms of the Plan. Administrative expenses paid by the Plan may include recordkeeping and trustee fees. Expenses relating to purchases, sales or transfers of the Plan's investments are charged to the particular investment account to which the expenses relate.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("US GAAP").

The preparation of financial statements in conformity with US GAAP requires the Plan Sponsor to make estimates and assumptions that affect the reported amounts in the financial statements. The Plan Sponsor believes that the estimates utilized in preparing the financial statements are reasonable. Actual results could differ from these estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). Shares of registered investment funds and registered money market funds held by the Plan at year end are valued at quoted market prices, which represent the net asset value reported by such registered investment companies. Purchases and sales of securities are recorded on a trade-date basis. Interest income on investments is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. See Note 3 for further discussion and disclosures related to fair value measurements.

The Trustee revalues the Plan's investments at the close of each business day based on the changes in the net asset values reported by the registered investment companies and any other fluctuation of market prices of the investments. Accordingly, changes to investments for each Participant will be reflected in each Participant's account on a daily basis.

2. Summary of Significant Accounting Policies (continued)

Benefits Paid to Participants and Transfers

Benefit payments to participants are recorded upon distribution. Benefits paid to participants and transfers on the statements of changes in net assets available for plan benefits includes $1,771,090 and $0 for 2016 and 2015, respectively, of transfers requested by participants of their account balances to other qualified plans or accounts.

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Recent Accounting Pronouncements

In July 2015, the FASB issued ASU No. 2015-12 ("ASU No. 2015-12"), Plan Accounting: Defined Benefit Pensions Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Plans (Topic 965): (Part 1) Fully Benefit-Responsive Investment Contracts, (Part II) Plan Investment Disclosures, (Part III) Measurement Date Practical Expedient. Parts I and III of ASU No. 2015-12 are not applicable to the Plan. Part II of ASU No. 2015-12 eliminates the requirement to disclose individual investments that represent five percent or more of net assets available for benefits and the net appreciation or depreciation in fair value of investments by general type. It also simplifies the level of disaggregation of investments that are measured using fair value. The Plan will continue to disaggregate investments that are measured using fair value by general type; however, the Plan is no longer required to also disaggregate investments by nature, characteristics and risks. Further, the disclosure of information about fair value measurements shall be provided by general type of plan asset. ASU No. 2015-12 is effective for annual reporting periods beginning after December 15, 2015, and is required to be applied retrospectively to all periods presented beginning in the year of adoption. The Plan Sponsor has presented the financial statements in accordance with ASU No. 2015-12 Part II.

3. Fair Value Measurement

The Plan measures and reports its investments at fair value. At December 31, 2016 and 2015, Plan investments are classified and disclosed in one of the following categories based on market price observability. Market price observability is impacted by a number of factors, including the type of investment and the characteristics specific to the investment. Investments with readily available quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value:

Level I – Quoted prices are available in active markets as of the reporting date. The type of investments which would generally be included in Level I include registered investment funds, listed equities, certain bonds and other exchange-traded investments.

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The Plan recognizes transfers between levels in the fair value hierarchy at the date of the event that caused the transfer. For the years ended December 31, 2016 and 2015, there were no transfers into or out of Level III.

The following table summarizes the Plan's portfolio investments that were accounted for at fair value by level within the fair value hierarchy:

3. Fair Value Measurement (continued)

Total investments at fair value at December 31, 2016:

	Level I	Level II	Level III	Total
Registered investment funds	**$118,471,760**	**$ –**	**$ –**	**$118,471,760**
Registered money market fund	**9,044,508**	**–**	**–**	**9,044,508**
Total registered investments	**$127,516,268**	**$ –**	**$ –**	**$127,516,268**

Total investments at fair value at December 31, 2015:

	Level I	Level II	Level III	Total
Registered investment funds	$ 87,540,242	$ –	$ –	$ 87,540,242
Registered money market fund	5,525,955	–	–	5,525,955
Total registered investments	$ 93,066,197	$ –	$ –	$ 93,066,197

4. Forfeitures

During 2016 and 2015, forfeited non-vested amounts totaled $263,111 and $185,355, respectively. Total forfeitures used to offset employer contributions were $150,000 and $213,461 in 2016 and 2015, respectively, all of which offset employer contributions as the Plan had no administrative expenses to offset. Forfeitures of $120,606 and $7,495 still remained to offset future employer contributions at December 31, 2016 and 2015, respectively.

5. Related-Party Transactions

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In the normal course of business certain officers and employees of the Plan Sponsor (who may also be Participants in the Plan) perform administrative services related to the Plan's operation, recordkeeping and financial reporting. The Plan Sponsor pays these individuals' salaries and also pays for a portion of other administrative expenses on the Plan's behalf.

The foregoing transactions are not deemed prohibited party-in-interest transactions, because they are covered by statutory and administrative exemptions from the Code and ERISA's rules on prohibited transactions.

6. Tax Status

By Adoption Agreement dated February 29, 2016, the Plan adopted a volume submitter defined contribution plan, effective February 1, 2016. The underlying volume submitter plan has received an advisory letter from the IRS dated March 31, 2014, stating that the form of the plan is qualified under Section 401 of the Code and, therefore, the related trust is tax-exempt. In accordance with Revenue Procedures 2016-6 and 2015-36, the Plan Sponsor has determined that it is eligible to and has chosen to rely on the current IRS volume submitter advisory letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualified status. The Plan Sponsor believes the Plan is being operated in compliance with the applicable requirements of the Code and therefore believes the Plan is qualified and the related trust is tax-exempt.

US GAAP requires plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Sponsor has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016 and 2015, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions. The IRS has examined the Plan's tax return for the year ended December 31, 2011 and issued a letter to the Plan Sponsor stating that the IRS concluded that they found no changes were required. No income tax examinations have commenced for any periods subsequent to 2011. Based on current law, management does not expect that the tax positions would materially vary within the next 12 months.

7. Subsequent Events

The Plan Sponsor has evaluated subsequent events through October 12, 2017, the date the financial statements were available to be issued. There are no subsequent events which require disclosure.

Supplemental Schedule

Two Sigma 401(k) Plan

EIN #13-4181471 Plan #001

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)

December 31, 2016

Identity of Issue, Borrower, Lessor or Similar Party	Shares	Fair Value
Registered Investment Funds		
Fidelity 500 Index Fund Institutional Class*	305,511	$ 23,936,815
Fidelity Freedom Index 2050 Fund *	811,600	13,147,914
Fidelity Freedom Index 2040 Fund *	580,196	9,259,931
Fidelity Extended Market Index Fund Premium Class*	123,994	6,886,629
Fidelity U.S. Bond Index Fund Investor Class*	502,325	5,771,719
Fidelity Balanced Fund - Class K*	234,548	5,164,749
Neuberger Berman Genesis R6	90,188	5,115,475
Fidelity Capital Appreciation Fund - Class K*	157,345	4,992,562
Fidelity Real Estate Investment Portfolio*	103,203	4,302,541
Fidelity Leveraged Company Stock Fund - Class K*	117,168	3,907,563
T. Rowe Price Equity Income Fund	115,142	3,624,658
Fidelity Pacific Basin Fund*	134,694	3,564,002
Invesco Developing Markets R6	122,824	3,560,655
Fidelity Select Natural Resources Portfolio*	104,262	3,188,343
Conestoga Small Cap Fund Investors Class	76,984	3,117,860
Fidelity Global ex US Index Investor*	270,843	2,946,776
PIMCO High Yield Fund Institutional Class	314,660	2,772,158
Fidelity Freedom Index 2030 Fund*	158,775	2,424,498
Fidelity Select Technology Portfolio*	16,990	2,210,965
Fidelity Europe*	63,595	2,138,051
BlackRock Inflation Protected Bond Fund	185,644	1,939,976
T. Rowe Price Small-Cap Value Fund	42,308	1,908,922
Templeton Global Bond Fund R6	91,975	1,100,023
Fidelity Freedom Index 2060 Fund*	45,557	475,155
Columbia Small Cap Index Fund Class R5 Shares	16,279	393,126
Fidelity Freedom Index 2020 Fund*	24,804	350,485
Fidelity Emerging Markets Index Fund Investor Class*	31,940	270,209
Total registered investment funds		118,471,760
Registered Money Market Funds		
Fidelity Money Market Trust Retirement Government Money Market II Portfolio*		9,044,508
Notes Receivable From Participants		
Notes receivable from participants (varying maturity dates between 2017 and 2026 and interest rate of 5.00%-5.75%) *		961,445
Total		$ 128,477,713

*Permitted party-in-interest.

Note: Cost information is not required for participant directed investments. All investments are participant directed, and therefore cost information is not included.