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
MACMILLAN RETIREMENT SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 009

1c Effective date of plan 07/01/2000

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)
MACMILLAN HOLDINGS, LLC

175 FIFTH AVENUE
NEW YORK, NY 10010

2b Employer Identification Number (EIN) 13-4047598

2c Plan Sponsor's telephone number 646-307-5144

2d Business code (see instructions) 511130

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	CONNIE HARTMAN
	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
a	Sponsor's name	**4c**	PN

5	Total number of participants at the beginning of the plan year	**5**	3213
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)**	2426
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	2467
b	Retired or separated participants receiving benefits	**6b**	7
c	Other retired or separated participants entitled to future benefits	**6c**	866
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	**6d**	3340
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	1
f	Total. Add lines **6d** and **6e**.	**6f**	3341
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	3277
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	292
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

2E 2F 2G 2J 2K 2S 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)

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

9b Plan benefit arrangement (check all that apply)

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

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

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

Receipt Confirmation Code_____

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

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

A Name of plan	**B** Three-digit plan number (PN) ▶	
MACMILLAN RETIREMENT SAVINGS PLAN		009
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
MACMILLAN HOLDINGS, LLC	13-4047598	

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)

STRATEGIC ADVISORS, INC.

04-2654524

(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?
27	ADVISOR	56465	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(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	-93224	Yes [X] No [ ]	Yes [X] No [ ]		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 [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ABF INTL EQUITY INV - BOSTON FINAN 94-3167260	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.
ABF LG CAP VAL INV - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.40%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
CBA SM CAP GR I - BNY MELLON INV S P.O. BOX 9793 PROVIDENCE, RI 02940	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.
NB LG CAP VAL TR - STATE STREET BA 04-0025081	0.40%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
NORTHERN SM CAP VAL - NORTHERN TRU 36-2723087	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.
PARNASSUS CORE EQ IV - PARNASSUS I 1 MARKET STREET, SUITE 1600 SAN FRANCISCO, CA 94105	0.40%

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection.

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

A Name of plan
MACMILLAN RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 009

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MACMILLAN HOLDINGS, LLC

D Employer Identification Number (EIN)
13-4047598

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

a Name of MTIA, CCT, PSA, or 103-12 IE: MIP CL 1

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
04-3022712-024	C	22192854

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

a Plan name

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

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

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

a Plan name

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

a Plan name

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

SCHEDULE H (Form 5500)

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2016

This Form is Open to Public Inspection

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

A Name of plan
MACMILLAN RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 009

C Plan sponsor's name as shown on line 2a of Form 5500
MACMILLAN HOLDINGS, LLC

D Employer Identification Number (EIN)
13-4047598

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)	6195839	5172158
(2) Participant contributions	1b(2)	85754	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	2581697	2690213
(9) Value of interest in common/collective trusts	1c(9)	20499375	22192854
(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)	257227567	285454116
(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**	286590232	315509341
	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**	286590232	315509341

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)**	8904392	
	(B) Participants	**2a(1)(B)**	15566194	
	(C) Others (including rollovers)	**2a(1)(C)**	1925412	
	(2) Noncash contributions	**2a(2)**	0	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	**2a(3)**		26395998
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	**2b(1)(A)**	0	
	(B) U.S. Government securities	**2b(1)(B)**	0	
	(C) Corporate debt instruments	**2b(1)(C)**	0	
	(D) Loans (other than to participants)	**2b(1)(D)**	0	
	(E) Participant loans	**2b(1)(E)**	107685	
	(F) Other	**2b(1)(F)**	0	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	**2b(1)(G)**		107685
	(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)**	10885793	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	**2b(2)(D)**		10885793
	(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)		174279
(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)		10814304
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		48378059
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	19481736	
(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)		19481736
f Corrective distributions (see instructions)	2f		1946
g Certain deemed distributions of participant loans (see instructions)	2g		11937
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)	56465	
(4) Other	2i(4)	-93134	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		-36669
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		19458950
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		28919109
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: ROSENBERG RICH BAKER BERMAN & COMPA **(2)** EIN: 22-3271252

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
MACMILLAN RETIREMENT SAVINGS PLAN

B Three-digit plan number (PN) ▶ 009

C Plan sponsor's name as shown on line 2a of Form 5500
MACMILLAN HOLDINGS, LLC

D Employer Identification Number (EIN)
13-4047598

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 _____/_____/_____.

Macmillan Retirement Savings Plan

Financial Statements

December 31, 2016 and 2015

Macmillan Retirement Savings Plan
Index to the Financial Statements
December 31, 2016 and 2015

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ACCOUNTANTS + ADVISORS

www.rrbb.com

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Independent Auditor's Report

To the Benefit Plan Committee of the
Macmillan Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Macmillan Retirement Savings 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 ended December 31, 2016 and 2015, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

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

Disclaimer of Opinion

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

AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS • CENTER FOR AUDIT QUALITY • PRIVATE COMPANIES PRACTICE SECTION • PRIME GLOBAL • REGISTERED WITH THE PUBLIC COMPANY ACCOUNTING OVERSIGHT BOARD

To the Administrative Committee of the
Macmillan Retirement Savings Plan

Other Matter

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

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

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

Rosenberg Rich Baker Berman & Company

Somerset, New Jersey
October 16, 2017

Macmillan Retirement Savings Plan
Statements of Net Assets Available for Benefits

	December 31, 2016	December 31, 2015
Assets		
Investments		
Investments at fair value-mutual funds	$ 285,454,116	$ 257,227,567
Investments at contract value	22,138,373	20,360,331
Total Investments	307,592,489	277,587,898
Employer contributions receivable	5,172,158	6,195,839
Employee contributions receivable	-	85,754
Notes receivable from participants	2,690,213	2,581,697
Total Assets	$ 315,454,860	$ 286,451,188
Liabilities		
None	$ -	$ -
Total Liabilities	-	-
Net Assets Available for Plan Benefits	$ 315,454,860	$ 286,451,188

See notes to the financial statements.

Macmillan Retirement Savings Plan
Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31,	
	2016	2015
Additions to Net Assets Attributed to:		
Investment Income:		
Net appreciation (depreciation) in fair value of investments	$ 10,814,303	$ (9,883,185)
Participant loan interest	107,685	98,721
Dividend and interest income	11,144,431	12,834,629
Other income	93,337	67,601
Total Investment Income	22,159,756	3,117,766
Contributions:		
Employers	8,904,392	10,152,587
Participants	15,566,195	15,451,054
Rollovers	1,925,412	1,816,072
Total Contributions	26,395,999	27,419,713
Total Additions	48,555,755	30,537,479
Deductions from Net Assets Attributed to:		
Benefits paid to participants	19,495,618	26,615,861
Administrative expenses	56,465	47,248
Total Deductions	19,552,083	26,663,109
Net Increase	29,003,672	3,874,370
Net Assets Available for Plan Benefits at Beginning of Years	286,451,188	282,576,818
Net Assets Available for Plan Benefits at End of Years	$ 315,454,860	$ 286,451,188

See notes to the financial statements.

1. DESCRIPTION OF PLAN

The following description of the Macmillan Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution retirement plan designed to provide retirement income and other benefits primarily for the employees of the following employers:

Holtzbrinck Publishing Holdings Limited Partnership ("HPHLP")
MAICS Holding Corp. ("MAICS")
Saplings Systems Inc. ("Sapling")
Holtzbrinck Publishers, LLC ("HPLLC")
Macmillan Publishing Group ("MPGLLC")
Hayden-McNeil ("HMLLC")
Bedford, Freeman & Worth Publishing Group, LLC ("BFWLLC')
Digital Science and Research Inc. ("DSRI")
EBI MAP-Works, LLC ("EBI")
Nature America, Inc. ("NAI")
Red Nova Learning Inc. ("RNLI")
Pronoun, Inc. ("PRO")

This group of employers is collectively referred to as the "Company" and the "Employers". The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

All employees, excluding any leased employees, special project/non-regular hourly employees or employees covered by a collective bargaining agreement, of the Employers are eligible to participate in the Plan provided the employee has attained the age of 18.

Contributions

Eligible employees may elect to defer, on a pre-tax basis or as a Roth 401(k) deferral, a whole percentage of their eligible compensation as defined by the Plan up to a maximum of 60%, which is further limited to annual dollar maximums as prescribed by the Internal Revenue Code (the "Code"), as amended. This amount was $24,000, including the catch up amount for individuals over fifty and one half years old, for the years ended December 31, 2016 and 2015, respectively. The Plan includes an automatic enrollment provision of 3% of eligible compensation unless the participant elects otherwise, to be increased by 1% each year until a maximum of 6% is reached.

The Employers may refund employee contributions, if necessary, to enable the Plan to meet special nondiscrimination tests of the Code. During 2016 and 2015, the Employers matched employee contributions up to 50% of the first 6% of eligible compensation deferred.

All Employers may also make qualified discretionary contributions to the Plan. The Employers made discretionary contributions of $4,807,985 and $5,798,837 for 2016 and 2015, respectively.

Participants may direct their contributions and Employers' contributions to the Plan, in whole percentages, to be invested in mutual funds selected by the trustees. Participants may change their investment options at any time.

1. DESCRIPTION OF PLAN (continued)

Participant Accounts

Each participant's account is credited with (i) the participant's contribution (ii) the Companies contributions, if any, and (iii) allocations of Plan earnings. Each participant's account is charged with (i) distributions (ii) allocations of Plan losses and (iii) an allocation of administrative expenses. Allocations of earnings (losses) and administrative expenses are based on relative account balances and investment selections. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. An employee must complete at least 1,000 hours of service during the plan year to receive credit for a year of service. Vesting in employer contributions and related earnings is determined as follows:

Years of Service	Vested %
1	0%
2	25%
3	50%
4	75%
5 or more	100%

Notes Receivable from Participants

In general, participants may borrow from their accounts up to a maximum amount of 50% of their vested account balance, not to exceed $50,000. Generally, loans to participants are to be repaid through payroll deductions in installments not to exceed five years, are secured by the balance in the participant's account, and apply interest based on the prime interest rate at the time of the loan plus 1%. A loan used for financing the purchase of the participant's principal residence may be repaid over a period of time determined by the Plan administrator at the time of the loan.

Payment of Benefits

Upon termination of service due to death, disability, or normal retirement, a participant may receive a lump sum payment equal to the value of the participant's vested interest in his or her account, can roll the amount over into another plan, or delay the distribution until the participant is required by law to receive minimum required distributions. For termination of service due for other reasons, a participant may elect to receive the value of the vested interest in a single cash distribution, as soon as administratively feasible after the last day of the Plan year coinciding with or next following the date on which the participant terminate employment.

A participant may withdraw up to 100% of their account balance in the event of a participant's financial hardship, as defined in the Plan agreement. Hardship distributions are limited to a participant's vested amount.

Distributions from the Plan will normally be subject to income taxes and in certain circumstances may also be subject to Internal Revenue Service ("IRS") penalties, unless the distribution is transferred to another qualified plan or individual retirement account.

1. DESCRIPTION OF PLAN (continued)

Forfeitures

Forfeitures of terminated employee's non-vested accounts may be used to offset future contributions of the employers and administrative expenses. For the years ended December 31, 2016 and 2015 forfeitures applied to employer contributions were $1,052,361 and $868,737, respectively. As of December 31, 2016 and 2015, unapplied forfeitures were $17,113 and $49,136, respectively.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in accordance with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan administrator determines valuation policies utilizing information provided by the investment advisors, custodians, and other professionals. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year. See Note 3 for discussion of fair value measurements.

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balances plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. Delinquent participant loans are reclassified as distributions based upon terms of the Plan document.

Contributions Receivable

Participant and employer matching contributions are accrued based upon subsequent employer remittance reports and cash receipts.

Payment of Benefits

Benefits are recorded when paid by the Plan.

Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Recent Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-07, Fair Value Measurements (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent), which removes the requirement to present investments for which the practical expedient is used to measure fair value at net asset value (NAV) within the fair value hierarchy table. Instead an entity would be required to include those investments as a reconciling item so that the total fair value amount of investments in the disclosure is consistent with the fair value investment balance on the statement of net assets available for plan benefits.

In July 2015, the FASB issued ASU 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965) – (I) Fully Benefit-Responsive Investment Contracts, (II) Plan Investment Disclosures, and (III) Measurement Date Practical Expedient (a consensus of the FASB Emerging Issues Task Force). Part I of ASU 2015-12, designates contract value as the only required measure for fully benefit-responsive investment contracts, and as a result, excludes such investments from the fair value disclosure requirements. Part II of ASU 2015-12 eliminates the current requirements to disclose (a) individual investments that represent five percent or more of net assets available for benefits and (b) the net appreciation or depreciation for investments by general type. The net appreciation or depreciation in investments still is required to be presented in the aggregate. Part II also requires that investments be grouped only by general type, eliminating the need to disaggregate the investments in multiple ways.

In addition, Part II states that if an investment is measured using the net asset value (or its equivalent) practical expedient and that investment is in a fund that files a U.S. Department of Labor Form 5500, Annual Return/Report of Employee Benefit Plan, as a direct filing entity, disclosure of that investment's strategy is no longer required. Part III of ASU 2015-12 provides a practical expedient to permit Plans to measure investments and investment related accounts as of a month end date that is closest to the Plan's fiscal year end, when the fiscal period does not coincide with month end. ASU 2015-12 is effective for fiscal years beginning after December 15, 2016, with early adoption permitted.

The Plan has elected to adopt the provisions of ASU 2015-07 and ASU 2015-12 for the year ended December 31, 2016 as permitted by the guidance.

Reclassification

Amounts reported in the December 31, 2015 financial statements have been reclassified to conform to the current year presentation.

Subsequent Events Evaluation Date

In accordance with FASB ASC 855-10-50, "Subsequent Events,", the Plan has evaluated subsequent events and transactions through October 16, 2017, the date the financial statements were available to be issued. Refer to Footnote 11 for Subsequent Events Disclosure.

3. FAIR VALUE MEASUREMENTS

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

Level 1
Level 1 assets and liabilities are those that input to the valuation methodology unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access. All investments recorded at fair value are within Level 1 of the fair value hierarchy.

Level 2
Level 2 asset and liability fair values are based on observable inputs that include: quoted market prices for similar assets or liabilities: quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

Level 3
Level 3 assets and liabilities are inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

The following is a description of the valuation methodologies used for assets measured at fair value.

Investment cash: The carrying amount approximates fair value because of the short term maturity of these instruments.

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

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

3. FAIR VALUE MEASUREMENTS (continued)

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

	Assets at Fair Value as of December 31, 2016			
	Level 1	Level 2	Level 3	Total
Mutual funds	$285,454,116	$ -	$ -	$285,454,116
Total assets in the fair value hierarchy	285,454,116	-	-	285,454,116
Investments measured at contract value *	-	-	-	22,138,373
Total	$285,454,116	$ -	$ -	$307,592,489

	Assets at Fair Value as of December 31, 2015			
	Level 1	Level 2	Level 3	Total
Mutual funds	$257,227,567	$ -	$ -	$257,227,567
Total assets in the fair value hierarchy	257,227,567	-	-	257,227,567
Investments measured at contract value *	-	-	-	20,360,331
Total assets in the fair value hierarchy	$257,227,567	$ -	$ -	$277,587,898

**In accordance with Subtopic 820-15, certain investments that were measured at contract value have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits.*

4. MANAGED INCOME PORTFOLIO

The Plan is party to benefit-responsive investment contracts with Fidelity Management Trust Company ("Fidelity"). Fidelity maintains the contributions in guaranteed interest accounts. The accounts are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contracts are included in the statements of net assets available for benefits at fair market value as determined using the market approach based on market prices of similar contracts. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The average yield was approximately 1% for 2016 and 2015. The crediting interest rate is based on a formula agreed upon with the issuer and was approximately 1% for 2016 and 2015. Such interest rates are reviewed periodically for resetting.

Certain events, such as premature termination of the contract by the Plan or the termination of the Plan, would limit the Plan's ability to transact at contract value with Fidelity. The Plan administrator believes the occurrence of such events that would also limit the Plan's ability to transact at contract value with Plan participants is not probable.

5. CERTIFIED INVESTMENTS

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

6. PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are shares of mutual funds and investment contracts managed by Fidelity Management Trust Company. Fidelity Management Trust Company is also the trustee of the Plan. Fidelity Investments Institutional Operations Company, Inc. provides recordkeeping services for the Plan. Fees are paid by the Plan for trustee, investment management and recordkeeping services to these entities. These transactions qualify as party-in-interest transactions. Loans made to Plan participants also qualify as party-in-interest transactions.

Certain officers and employees of the Plan's sponsor, who are also participants of the Plan, perform administrative functions at no cost to the Plan

These transactions are not deemed prohibited party-in-interest transactions because they are covered by statutory or administrative exemptions from the IRC and ERISA's rules on prohibited transactions.

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

8. TAX STATUS

The Plan has adopted a Volume Submitter Plan with 401(k) features, most recently restated as of January 1, 2016. This prototype plan, sponsored by Fidelity Management and Research Co., has obtained an opinion letter dated March 31, 2014, in which the Internal Revenue Service stated that the prototype plan was in compliance with applicable requirements of the Internal Revenue Code. In April, 2016 the Plan has filed an application with the Internal Revenue Service to obtain a determination letter specifically for the Macmillan Retirement Savings Plan.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2016 and 2015, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations by tax authorities for years prior to December 31, 2013.

9. RISKS AND UNCERTAINTIES

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

10. DIFFERENCES BETWEEN FINANCIAL STATEMENT AND FORM 5500

The following is a reconciliation of net assets available per the financial statement to the Form 5500 as of December 31:

	2016	2015
Net assets available for benefits per the financial statements	$ 315,454,860	$ 286,451,188
Adjustment from contract value to fair value	54,481	139,044
Net assets available for benefits per the Form 5500	$ 315,509,341	$ 286,590,232

The following is a reconciliation of the changes in net assets available for benefits per the financial statement to the Form 5500 as of December 31:

	2016	2015
Net increase in net assets available for benefits per the financial statements	$ 29,003,672	$ 3,874,370
Net change in adjustment from contract value to fair value	(84,563)	(175,685)
Net income per Form 5500	$ 28,919,109	$ 3,698,685

11. SUBSEQUENT EVENT

Effective January 3, 2017 it was resolved by the respective board of directors of the participating employers that certain participating employers will participate in a plan that will be maintained within their separate controlled group. Assets totaling $41,463,185 for 477 employees of NAI and RNLI employed on or after May 5, 2015 that have participated in the Macmillan Retirement Savings Plan through December 31, 2016 and have become eligible for the Springer Nature 401k Plan on January 1, 2017 have been transferred into the Springer Nature 401(K) Plan. Certain employer contributions, totaling $968,010, related to the 2016 plan year were deposited into the Springer Nature 401(k) Plan. Certain employee deferrals, totaling $81,799, related to the 2016 plan year were deposited into the Springer Nature 401(k) Plan in 2017. It should be noted that the Springer Nature 401(k) Plan failed to remit the employee contributions within the period prescribed by Department of Labor Regulations. The plan administrators of the Springer Nature 401(k) Plan will make appropriate corrections to compensate the affected participants.

In March of 2017 employees of a participating employer, DSRI, received a "Blackout" notification that their employer had adopted the Trinet 401(k) Plan and their account balances with Fidelity would be transferred into the Trinet Plan. Plan assets transferred to the Trinet 401(k) Plan approximated $745,653 and represented the balances of approximately 133 participants.

Macmillan Retirement Savings Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2016

Three-digit Plan Number 009
EIN: 13-4047598

(a)	(b) Identity of issue, borrower, lessor, or similar part	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	** (d) Cost	(e) Current Value
*	Fidelity Managed Income Portfolio	Collective Investment Trust	**	$ 22,138,373
*	Fidelity Freedom K 2005	Mutual Fund	**	635,504
*	Fidelity Freedom K 2010	Mutual Fund	**	2,518,188
*	Fidelity Freedom K 2015	Mutual Fund	**	1,445,436
*	Fidelity Freedom K 2020	Mutual Fund	**	10,534,037
*	Fidelity Freedom K 2025	Mutual Fund	**	12,753,879
*	Fidelity Freedom K 2030	Mutual Fund	**	14,236,011
*	Fidelity Freedom K 2035	Mutual Fund	**	11,284,020
*	Fidelity Freedom K 2040	Mutual Fund	**	12,100,087
*	Fidelity Freedom K 2045	Mutual Fund	**	11,988,245
*	Fidelity Freedom K 2050	Mutual Fund	**	9,608,711
*	Fidelity Freedom K 2055	Mutual Fund	**	2,959,627
*	Fidelity Freedom K 2060	Mutual Fund	**	146,969
*	Spartan U.S. Equity Index 500 Fund	Mutual Fund	**	54,530,464
*	Fidelity Growth Company Fund	Mutual Fund	**	41,360,019
*	Fidelity Puritan Fund	Mutual Fund	**	17,848,640
*	Fidelity Diversified International Fund	Mutual Fund	**	12,553,850
*	Fidelity Intermediate Bond Fund	Mutual Fund	**	14,112,017
*	Fidelity Mid-Cap Stock Fund	Mutual Fund	**	14,776,924
*	Fidelity U.S. Bond Index Fund	Mutual Fund	**	4,926,521
*	Spartan Extended Market Index Fund	Mutual Fund	**	10,291,424
*	ABF Large Cap Value Fund	Mutual Fund	**	6,400,688
*	Spartan International Index Fund	Mutual Fund	**	5,607,170
*	Northern Small Cap Value Fund	Mutual Fund	**	2,201,121
*	Parnassus Core Equity Fund	Mutual Fund	**	2,710,519
*	Nueberger Large Cap Value Fund	Mutual Fund	**	2,739,947
*	ABF International Equity Invest Fund	Mutual Fund	**	708,663
*	Fidelity Freedom K Income Fund	Mutual Fund	**	800,688
*	Clearbridge Small Cal Growth Fund	Mutual Fund	**	3,674,747
	Notes Receivable from Participants	Loans (Interest rates of 4.25% - 5.60%)		2,690,213
	TOTAL			$ 310,282,702

* Indicates a party-in-interest as defined in the Employee Security Act of 1974.
** Cost information is not required for participant-directed investments and therefore not included.

Macmillan Retirement Savings Plan

Financial Statements

December 31, 2016 and 2015

Macmillan Retirement Savings Plan
Index to the Financial Statements
December 31, 2016 and 2015

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ACCOUNTANTS + ADVISORS

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Independent Auditor's Report

To the Benefit Plan Committee of the
Macmillan Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Macmillan Retirement Savings 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 ended December 31, 2016 and 2015, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

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

Disclaimer of Opinion

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

AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS • CENTER FOR AUDIT QUALITY • PRIVATE COMPANIES PRACTICE SECTION • PRIME GLOBAL • REGISTERED WITH THE PUBLIC COMPANY ACCOUNTING OVERSIGHT BOARD

To the Administrative Committee of the
Macmillan Retirement Savings Plan

Other Matter

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

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

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

Rosenberg Rich Baker Berman & Company

Somerset, New Jersey
October 16, 2017

Macmillan Retirement Savings Plan
Statements of Net Assets Available for Benefits

	December 31, 2016	December 31, 2015
Assets		
Investments		
Investments at fair value-mutual funds	$ 285,454,116	$ 257,227,567
Investments at contract value	22,138,373	20,360,331
Total Investments	307,592,489	277,587,898
Employer contributions receivable	5,172,158	6,195,839
Employee contributions receivable	-	85,754
Notes receivable from participants	2,690,213	2,581,697
Total Assets	$ 315,454,860	$ 286,451,188
Liabilities		
None	$ -	$ -
Total Liabilities	-	-
Net Assets Available for Plan Benefits	$ 315,454,860	$ 286,451,188

See notes to the financial statements.

Macmillan Retirement Savings Plan
Statements of Changes in Net Assets Available for Benefits

	Year Ended December 31,	
	2016	2015
Additions to Net Assets Attributed to:		
Investment Income:		
Net appreciation (depreciation) in fair value of investments	$ 10,814,303	$ (9,883,185)
Participant loan interest	107,685	98,721
Dividend and interest income	11,144,431	12,834,629
Other income	93,337	67,601
Total Investment Income	22,159,756	3,117,766
Contributions:		
Employers	8,904,392	10,152,587
Participants	15,566,195	15,451,054
Rollovers	1,925,412	1,816,072
Total Contributions	26,395,999	27,419,713
Total Additions	48,555,755	30,537,479
Deductions from Net Assets Attributed to:		
Benefits paid to participants	19,495,618	26,615,861
Administrative expenses	56,465	47,248
Total Deductions	19,552,083	26,663,109
Net Increase	29,003,672	3,874,370
Net Assets Available for Plan Benefits at Beginning of Years	286,451,188	282,576,818
Net Assets Available for Plan Benefits at End of Years	$ 315,454,860	$ 286,451,188

See notes to the financial statements.

1. DESCRIPTION OF PLAN

The following description of the Macmillan Retirement Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution retirement plan designed to provide retirement income and other benefits primarily for the employees of the following employers:

Holtzbrinck Publishing Holdings Limited Partnership ("HPHLP")
MAICS Holding Corp. ("MAICS")
Saplings Systems Inc. ("Sapling")
Holtzbrinck Publishers, LLC ("HPLLC")
Macmillan Publishing Group ("MPGLLC")
Hayden-McNeil ("HMLLC")
Bedford, Freeman & Worth Publishing Group, LLC ("BFWLLC')
Digital Science and Research Inc. ("DSRI")
EBI MAP-Works, LLC ("EBI")
Nature America, Inc. ("NAI")
Red Nova Learning Inc. ("RNLI")
Pronoun, Inc. ("PRO")

This group of employers is collectively referred to as the "Company" and the "Employers". The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

All employees, excluding any leased employees, special project/non-regular hourly employees or employees covered by a collective bargaining agreement, of the Employers are eligible to participate in the Plan provided the employee has attained the age of 18.

Contributions

Eligible employees may elect to defer, on a pre-tax basis or as a Roth 401(k) deferral, a whole percentage of their eligible compensation as defined by the Plan up to a maximum of 60%, which is further limited to annual dollar maximums as prescribed by the Internal Revenue Code (the "Code"), as amended. This amount was $24,000, including the catch up amount for individuals over fifty and one half years old, for the years ended December 31, 2016 and 2015, respectively. The Plan includes an automatic enrollment provision of 3% of eligible compensation unless the participant elects otherwise, to be increased by 1% each year until a maximum of 6% is reached.

The Employers may refund employee contributions, if necessary, to enable the Plan to meet special nondiscrimination tests of the Code. During 2016 and 2015, the Employers matched employee contributions up to 50% of the first 6% of eligible compensation deferred.

All Employers may also make qualified discretionary contributions to the Plan. The Employers made discretionary contributions of $4,807,985 and $5,798,837 for 2016 and 2015, respectively.

Participants may direct their contributions and Employers' contributions to the Plan, in whole percentages, to be invested in mutual funds selected by the trustees. Participants may change their investment options at any time.

1. DESCRIPTION OF PLAN (continued)

Participant Accounts

Each participant's account is credited with (i) the participant's contribution (ii) the Companies contributions, if any, and (iii) allocations of Plan earnings. Each participant's account is charged with (i) distributions (ii) allocations of Plan losses and (iii) an allocation of administrative expenses. Allocations of earnings (losses) and administrative expenses are based on relative account balances and investment selections. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. An employee must complete at least 1,000 hours of service during the plan year to receive credit for a year of service. Vesting in employer contributions and related earnings is determined as follows:

Years of Service	Vested %
1	0%
2	25%
3	50%
4	75%
5 or more	100%

Notes Receivable from Participants

In general, participants may borrow from their accounts up to a maximum amount of 50% of their vested account balance, not to exceed $50,000. Generally, loans to participants are to be repaid through payroll deductions in installments not to exceed five years, are secured by the balance in the participant's account, and apply interest based on the prime interest rate at the time of the loan plus 1%. A loan used for financing the purchase of the participant's principal residence may be repaid over a period of time determined by the Plan administrator at the time of the loan.

Payment of Benefits

Upon termination of service due to death, disability, or normal retirement, a participant may receive a lump sum payment equal to the value of the participant's vested interest in his or her account, can roll the amount over into another plan, or delay the distribution until the participant is required by law to receive minimum required distributions. For termination of service due for other reasons, a participant may elect to receive the value of the vested interest in a single cash distribution, as soon as administratively feasible after the last day of the Plan year coinciding with or next following the date on which the participant terminate employment.

A participant may withdraw up to 100% of their account balance in the event of a participant's financial hardship, as defined in the Plan agreement. Hardship distributions are limited to a participant's vested amount.

Distributions from the Plan will normally be subject to income taxes and in certain circumstances may also be subject to Internal Revenue Service ("IRS") penalties, unless the distribution is transferred to another qualified plan or individual retirement account.

1. DESCRIPTION OF PLAN (continued)

Forfeitures

Forfeitures of terminated employee's non-vested accounts may be used to offset future contributions of the employers and administrative expenses. For the years ended December 31, 2016 and 2015 forfeitures applied to employer contributions were $1,052,361 and $868,737, respectively. As of December 31, 2016 and 2015, unapplied forfeitures were $17,113 and $49,136, respectively.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in accordance with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan administrator determines valuation policies utilizing information provided by the investment advisors, custodians, and other professionals. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year. See Note 3 for discussion of fair value measurements.

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balances plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. Delinquent participant loans are reclassified as distributions based upon terms of the Plan document.

Contributions Receivable

Participant and employer matching contributions are accrued based upon subsequent employer remittance reports and cash receipts.

Payment of Benefits

Benefits are recorded when paid by the Plan.

Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company. Expenses that are paid by the Company are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Recent Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2015-07, Fair Value Measurements (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent), which removes the requirement to present investments for which the practical expedient is used to measure fair value at net asset value (NAV) within the fair value hierarchy table. Instead an entity would be required to include those investments as a reconciling item so that the total fair value amount of investments in the disclosure is consistent with the fair value investment balance on the statement of net assets available for plan benefits.

In July 2015, the FASB issued ASU 2015-12, Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965) – (I) Fully Benefit-Responsive Investment Contracts, (II) Plan Investment Disclosures, and (III) Measurement Date Practical Expedient (a consensus of the FASB Emerging Issues Task Force). Part I of ASU 2015-12, designates contract value as the only required measure for fully benefit-responsive investment contracts, and as a result, excludes such investments from the fair value disclosure requirements. Part II of ASU 2015-12 eliminates the current requirements to disclose (a) individual investments that represent five percent or more of net assets available for benefits and (b) the net appreciation or depreciation for investments by general type. The net appreciation or depreciation in investments still is required to be presented in the aggregate. Part II also requires that investments be grouped only by general type, eliminating the need to disaggregate the investments in multiple ways.

In addition, Part II states that if an investment is measured using the net asset value (or its equivalent) practical expedient and that investment is in a fund that files a U.S. Department of Labor Form 5500, Annual Return/Report of Employee Benefit Plan, as a direct filing entity, disclosure of that investment's strategy is no longer required. Part III of ASU 2015-12 provides a practical expedient to permit Plans to measure investments and investment related accounts as of a month end date that is closest to the Plan's fiscal year end, when the fiscal period does not coincide with month end. ASU 2015-12 is effective for fiscal years beginning after December 15, 2016, with early adoption permitted.

The Plan has elected to adopt the provisions of ASU 2015-07 and ASU 2015-12 for the year ended December 31, 2016 as permitted by the guidance.

Reclassification

Amounts reported in the December 31, 2015 financial statements have been reclassified to conform to the current year presentation.

Subsequent Events Evaluation Date

In accordance with FASB ASC 855-10-50, "Subsequent Events,", the Plan has evaluated subsequent events and transactions through October 16, 2017, the date the financial statements were available to be issued. Refer to Footnote 11 for Subsequent Events Disclosure.

3. FAIR VALUE MEASUREMENTS

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

Level 1
Level 1 assets and liabilities are those that input to the valuation methodology unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access. All investments recorded at fair value are within Level 1 of the fair value hierarchy.

Level 2
Level 2 asset and liability fair values are based on observable inputs that include: quoted market prices for similar assets or liabilities: quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

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

Level 3
Level 3 assets and liabilities are inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

The following is a description of the valuation methodologies used for assets measured at fair value.

Investment cash: The carrying amount approximates fair value because of the short term maturity of these instruments.

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

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

3. FAIR VALUE MEASUREMENTS (continued)

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

	Assets at Fair Value as of December 31, 2016			
	Level 1	Level 2	Level 3	Total
Mutual funds	$285,454,116	$ -	$ -	$285,454,116
Total assets in the fair value hierarchy	285,454,116	-	-	285,454,116
Investments measured at contract value *	-	-	-	22,138,373
Total	$285,454,116	$ -	$ -	$307,592,489

	Assets at Fair Value as of December 31, 2015			
	Level 1	Level 2	Level 3	Total
Mutual funds	$257,227,567	$ -	$ -	$257,227,567
Total assets in the fair value hierarchy	257,227,567	-	-	257,227,567
Investments measured at contract value *	-	-	-	20,360,331
Total assets in the fair value hierarchy	$257,227,567	$ -	$ -	$277,587,898

**In accordance with Subtopic 820-15, certain investments that were measured at contract value have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits.*

4. MANAGED INCOME PORTFOLIO

The Plan is party to benefit-responsive investment contracts with Fidelity Management Trust Company ("Fidelity"). Fidelity maintains the contributions in guaranteed interest accounts. The accounts are credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contracts are included in the statements of net assets available for benefits at fair market value as determined using the market approach based on market prices of similar contracts. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The average yield was approximately 1% for 2016 and 2015. The crediting interest rate is based on a formula agreed upon with the issuer and was approximately 1% for 2016 and 2015. Such interest rates are reviewed periodically for resetting.

Certain events, such as premature termination of the contract by the Plan or the termination of the Plan, would limit the Plan's ability to transact at contract value with Fidelity. The Plan administrator believes the occurrence of such events that would also limit the Plan's ability to transact at contract value with Plan participants is not probable.

5. CERTIFIED INVESTMENTS

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

6. PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are shares of mutual funds and investment contracts managed by Fidelity Management Trust Company. Fidelity Management Trust Company is also the trustee of the Plan. Fidelity Investments Institutional Operations Company, Inc. provides recordkeeping services for the Plan. Fees are paid by the Plan for trustee, investment management and recordkeeping services to these entities. These transactions qualify as party-in-interest transactions. Loans made to Plan participants also qualify as party-in-interest transactions.

Certain officers and employees of the Plan's sponsor, who are also participants of the Plan, perform administrative functions at no cost to the Plan

These transactions are not deemed prohibited party-in-interest transactions because they are covered by statutory or administrative exemptions from the IRC and ERISA's rules on prohibited transactions.

7. PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

8. TAX STATUS

The Plan has adopted a Volume Submitter Plan with 401(k) features, most recently restated as of January 1, 2016. This prototype plan, sponsored by Fidelity Management and Research Co., has obtained an opinion letter dated March 31, 2014, in which the Internal Revenue Service stated that the prototype plan was in compliance with applicable requirements of the Internal Revenue Code. In April, 2016 the Plan has filed an application with the Internal Revenue Service to obtain a determination letter specifically for the Macmillan Retirement Savings Plan.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2016 and 2015, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations by tax authorities for years prior to December 31, 2013.

9. RISKS AND UNCERTAINTIES

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

10. DIFFERENCES BETWEEN FINANCIAL STATEMENT AND FORM 5500

The following is a reconciliation of net assets available per the financial statement to the Form 5500 as of December 31:

	2016	2015
Net assets available for benefits per the financial statements	$ 315,454,860	$ 286,451,188
Adjustment from contract value to fair value	54,481	139,044
Net assets available for benefits per the Form 5500	$ 315,509,341	$ 286,590,232

The following is a reconciliation of the changes in net assets available for benefits per the financial statement to the Form 5500 as of December 31:

	2016	2015
Net increase in net assets available for benefits per the financial statements	$ 29,003,672	$ 3,874,370
Net change in adjustment from contract value to fair value	(84,563)	(175,685)
Net income per Form 5500	$ 28,919,109	$ 3,698,685

11. SUBSEQUENT EVENT

Effective January 3, 2017 it was resolved by the respective board of directors of the participating employers that certain participating employers will participate in a plan that will be maintained within their separate controlled group. Assets totaling $41,463,185 for 477 employees of NAI and RNLI employed on or after May 5, 2015 that have participated in the Macmillan Retirement Savings Plan through December 31, 2016 and have become eligible for the Springer Nature 401k Plan on January 1, 2017 have been transferred into the Springer Nature 401(K) Plan. Certain employer contributions, totaling $968,010, related to the 2016 plan year were deposited into the Springer Nature 401(k) Plan. Certain employee deferrals, totaling $81,799, related to the 2016 plan year were deposited into the Springer Nature 401(k) Plan in 2017. It should be noted that the Springer Nature 401(k) Plan failed to remit the employee contributions within the period prescribed by Department of Labor Regulations. The plan administrators of the Springer Nature 401(k) Plan will make appropriate corrections to compensate the affected participants.

In March of 2017 employees of a participating employer, DSRI, received a "Blackout" notification that their employer had adopted the Trinet 401(k) Plan and their account balances with Fidelity would be transferred into the Trinet Plan. Plan assets transferred to the Trinet 401(k) Plan approximated $745,653 and represented the balances of approximately 133 participants.

Macmillan Retirement Savings Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2016

Three-digit Plan Number 009
EIN: 13-4047598

(a)	(b) Identity of issue, borrower, lessor, or similar part	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	** (d) Cost	(e) Current Value
*	Fidelity Managed Income Portfolio	Collective Investment Trust	**	$ 22,138,373
*	Fidelity Freedom K 2005	Mutual Fund	**	635,504
*	Fidelity Freedom K 2010	Mutual Fund	**	2,518,188
*	Fidelity Freedom K 2015	Mutual Fund	**	1,445,436
*	Fidelity Freedom K 2020	Mutual Fund	**	10,534,037
*	Fidelity Freedom K 2025	Mutual Fund	**	12,753,879
*	Fidelity Freedom K 2030	Mutual Fund	**	14,236,011
*	Fidelity Freedom K 2035	Mutual Fund	**	11,284,020
*	Fidelity Freedom K 2040	Mutual Fund	**	12,100,087
*	Fidelity Freedom K 2045	Mutual Fund	**	11,988,245
*	Fidelity Freedom K 2050	Mutual Fund	**	9,608,711
*	Fidelity Freedom K 2055	Mutual Fund	**	2,959,627
*	Fidelity Freedom K 2060	Mutual Fund	**	146,969
*	Spartan U.S. Equity Index 500 Fund	Mutual Fund	**	54,530,464
*	Fidelity Growth Company Fund	Mutual Fund	**	41,360,019
*	Fidelity Puritan Fund	Mutual Fund	**	17,848,640
*	Fidelity Diversified International Fund	Mutual Fund	**	12,553,850
*	Fidelity Intermediate Bond Fund	Mutual Fund	**	14,112,017
*	Fidelity Mid-Cap Stock Fund	Mutual Fund	**	14,776,924
*	Fidelity U.S. Bond Index Fund	Mutual Fund	**	4,926,521
*	Spartan Extended Market Index Fund	Mutual Fund	**	10,291,424
*	ABF Large Cap Value Fund	Mutual Fund	**	6,400,688
*	Spartan International Index Fund	Mutual Fund	**	5,607,170
*	Northern Small Cap Value Fund	Mutual Fund	**	2,201,121
*	Parnassus Core Equity Fund	Mutual Fund	**	2,710,519
*	Nueberger Large Cap Value Fund	Mutual Fund	**	2,739,947
*	ABF International Equity Invest Fund	Mutual Fund	**	708,663
*	Fidelity Freedom K Income Fund	Mutual Fund	**	800,688
*	Clearbridge Small Cal Growth Fund	Mutual Fund	**	3,674,747
	Notes Receivable from Participants	Loans (Interest rates of 4.25% - 5.60%)		2,690,213
	TOTAL			$ 310,282,702

* Indicates a party-in-interest as defined in the Employee Security Act of 1974.
** Cost information is not required for participant-directed investments and therefore not included.