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

2018

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

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
WILLIAM BLAIR 401(K) AND PROFIT SHARING PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 12/14/1953

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)

WILLIAM BLAIR & COMPANY, LLC

THE WILLIAM BLAIR BUILDING
150 N. RIVERSIDE PLAZA
CHICAGO, IL 60606-1594

2b Employer Identification Number (EIN) 36-2214610

2c Plan Sponsor's telephone number 312-236-1600

2d Business code (see instructions) 523120

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/26/2019	JON ZINDEL
	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

3a Plan administrator's name and address ☐ Same as Plan Sponsor

BENEFITS COMMITTEE
WILLIAM BLAIR & COMPANY, LLC
222 WEST ADAMS STREET
CHICAGO, IL 60606

3b Administrator's EIN: 36-2214610

3c Administrator's telephone number: 312-236-1600

4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:
a Sponsor's name
c Plan Name

4b EIN

4d PN

5 Total number of participants at the beginning of the plan year	**5**	1849
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)**	1363
a(2) Total number of active participants at the end of the plan year	**6a(2)**	1363
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	602
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	1965
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	3
f Total. Add lines **6d** and **6e**.	**6f**	1968
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1938
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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:

2A 2E 2F 2G 2J 2R 2S 2T 3B

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

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

(1)	☒		**H** (Financial Information)
(2)	☐		**I** (Financial Information – Small Plan)
(3)	☐	0	**A** (Insurance Information)
(4)	☒		**C** (Service Provider Information)
(5)	☒		**D** (DFE/Participating Plan Information)
(6)	☐		**G** (Financial Transaction Schedules)

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2018 Form M-1 annual report. If the plan was not required to file the 2018 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.**	**2018** **This Form is Open to Public Inspection.**

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
WILLIAM BLAIR 401(K) AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WILLIAM BLAIR & COMPANY, LLC

D Employer Identification Number (EIN)
36-2214610

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

CHARLES SCHWAB & CO INC AND AFFIL

94-1737782

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

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

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

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

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

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

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

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

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

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

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

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

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

CHARLES SCHWAB & CO INC

94-1737782

(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?
33 50 59 62 71	NONE	37881	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

SCHWAB RETIREMENT PLAN SERVICES, IN

34-1479833

(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?
15 50 64	NONE	5750	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

CHARLES SCHWAB BANK

42-1558009

(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?
25 49 50 52 62	NONE	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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
CHARLES SCHWAB & CO AND AFFILIATES	59	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.
SEE ATTACHMENT 54-1968332	SEE ATTACHMENT

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2018

This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
WILLIAM BLAIR 401(K) AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
WILLIAM BLAIR & COMPANY, LLC

D Employer Identification Number (EIN)
36-2214610

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: BLACKROCK EQU INDEX FUND R

b Name of sponsor of entity listed in (a): WILMINGTON TRUST, N.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)
20-3802168-001	C	17674335

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK MSCI ACWI EXUS IND R

b Name of sponsor of entity listed in (a): WILMINGTON TRUST, N.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)
81-1950980-013	C	4369174

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK RUSS 2500TM IND CL R

b Name of sponsor of entity listed in (a): WILMINGTON TRUST, N.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)
81-2868571-261	C	14103972

a Name of MTIA, CCT, PSA, or 103-12 IE: BLACKROCK USDEBT INDEX R

b Name of sponsor of entity listed in (a): WILMINGTON TRUST, N.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)
20-3802445-010	C	1312460

a Name of MTIA, CCT, PSA, or 103-12 IE: CALL INTEQUITY FUND CL F

b Name of sponsor of entity listed in (a): WILMINGTON TRUST, N.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)
38-4065324-421	C	10044476

a Name of MTIA, CCT, PSA, or 103-12 IE: CALLAN CORE BOND FUND CL F

b Name of sponsor of entity listed in (a): WILMINGTON TRUST, N.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)
38-4065326-423	C	4081777

a Name of MTIA, CCT, PSA, or 103-12 IE: CALLAN DIVERS REAL FUND CL F

b Name of sponsor of entity listed in (a): WILMINGTON TRUST, N.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)
38-4065328-425	C	1481090

a Name of MTIA, CCT, PSA, or 103-12 IE: CALLAN EMERGING MKT FUND CL F

b Name of sponsor of entity listed in (a): WILMINGTON TRUST, N.A.

c EIN-PN 38-4065325-422	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 839793

a Name of MTIA, CCT, PSA, or 103-12 IE: CALLAN GLIDEPATH 2005 R11

b Name of sponsor of entity listed in (a): WILMINGTON TRUST RETIREMENT AND INSTITUTIONAL SERVICES COMPANY

c EIN-PN 26-0257727-099	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19621128

a Name of MTIA, CCT, PSA, or 103-12 IE: CALLAN GLIDEPATH 2010 R11

b Name of sponsor of entity listed in (a): WILMINGTON TRUST RETIREMENT AND INSTITUTIONAL SERVICES COMPANY

c EIN-PN 26-0257765-100	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5796439

a Name of MTIA, CCT, PSA, or 103-12 IE: CALLAN GLIDEPATH 2015 R11

b Name of sponsor of entity listed in (a): WILMINGTON TRUST RETIREMENT AND INSTITUTIONAL SERVICES COMPANY

c EIN-PN 26-0257826-101	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7768702

a Name of MTIA, CCT, PSA, or 103-12 IE: CALLAN GLIDEPATH 2020 R11

b Name of sponsor of entity listed in (a): WILMINGTON TRUST RETIREMENT AND INSTITUTIONAL SERVICES COMPANY

c EIN-PN 26-0257888-102	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18943407

a Name of MTIA, CCT, PSA, or 103-12 IE: CALLAN GLIDEPATH 2025 R11

b Name of sponsor of entity listed in (a): WILMINGTON TRUST RETIREMENT AND INSTITUTIONAL SERVICES COMPANY

c EIN-PN 26-0257911-103	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 23651133

a Name of MTIA, CCT, PSA, or 103-12 IE: CALLAN GLIDEPATH 2030 R11

b Name of sponsor of entity listed in (a): WILMINGTON TRUST RETIREMENT AND INSTITUTIONAL SERVICES COMPANY

c EIN-PN 26-0257940-104	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 50436085

a Name of MTIA, CCT, PSA, or 103-12 IE: CALLAN GLIDEPATH 2035 R11

b Name of sponsor of entity listed in (a): WILMINGTON TRUST RETIREMENT AND INSTITUTIONAL SERVICES COMPANY

c EIN-PN 26-0257981-105	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 46048863

a Name of MTIA, CCT, PSA, or 103-12 IE: CALLAN GLIDEPATH 2040 R11

b Name of sponsor of entity listed in (a): WILMINGTON TRUST RETIREMENT AND INSTITUTIONAL SERVICES COMPANY

c EIN-PN 26-0258007-106	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 37354338

a Name of MTIA, CCT, PSA, or 103-12 IE: CALLAN GLIDEPATH 2045 R11

b Name of sponsor of entity listed in (a): WILMINGTON TRUST RETIREMENT AND INSTITUTIONAL SERVICES COMPANY

c EIN-PN 26-0258032-107	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25285195

a Name of MTIA, CCT, PSA, or 103-12 IE: CALLAN GLIDEPATH 2050 R11

b Name of sponsor of entity listed in (a): WILMINGTON TRUST RETIREMENT AND INSTITUTIONAL SERVICES 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)
26-4835263-159	C	16009801

a Name of MTIA, CCT, PSA, or 103-12 IE: CALLAN GLIDEPATH 2055 R11

b Name of sponsor of entity listed in (a): WILMINGTON TRUST RETIREMENT AND INSTITUTIONAL SERVICES 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)
26-4835327-160	C	7424338

a Name of MTIA, CCT, PSA, or 103-12 IE: CALLAN GLIDEPATH 2060 R11

b Name of sponsor of entity listed in (a): WILMINGTON TRUST RETIREMENT AND INSTITUTIONAL SERVICES 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)
46-2086473-172	C	1924066

a Name of MTIA, CCT, PSA, or 103-12 IE: CALLAN GROWTH EQU FUND CL F

b Name of sponsor of entity listed in (a): WILMINGTON TRUST, N.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)
38-4065321-418	C	11599621

a Name of MTIA, CCT, PSA, or 103-12 IE: CALLAN HIGHYLD BND FUND CL F

b Name of sponsor of entity listed in (a): WILMINGTON TRUST, N.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)
38-4065327-424	C	477621

a Name of MTIA, CCT, PSA, or 103-12 IE: CALLAN SMCAP EQU FUND CL F

b Name of sponsor of entity listed in (a): WILMINGTON TRUST, N.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)
38-4065323-420	C	2669415

a Name of MTIA, CCT, PSA, or 103-12 IE: CALLAN VALUE EQ FUND CL F

b Name of sponsor of entity listed in (a): WILMINGTON TRUST, N.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)
38-4065322-419	C	3165626

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
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

2018

This Form is Open to Public Inspection

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
WILLIAM BLAIR 401(K) AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WILLIAM BLAIR & COMPANY, LLC

D Employer Identification Number (EIN)
36-2214610

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	9443131	10451783
(2) Participant contributions	1b(2)	6156000	6506363
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	31373491	18591219
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)	206	9
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	3353383	3103601
(9) Value of interest in common/collective trusts	1c(9)	0	332082855
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	344669200	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	213475444	220098508

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	608470855	590834338
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
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	608470855	590834338

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)	14995085	
	(B) Participants	2a(1)(B)	24476423	
	(C) Others (including rollovers)	2a(1)(C)	7015105	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		46486613
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	562772	
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	112233	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		675005
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	9816684	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		9816684
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(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)		
	(B) Other	2b(5)(B)		
	(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)		-21554195
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-2037982
c Other income	2c		-8386308
d Total income. Add all **income** amounts in column (b) and enter total	2d		24999817
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	42603611	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		42603611
f Corrective distributions (see instructions)	2f		8330
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	18593	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	5800	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		24393
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		42636334
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-17636517
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) [X] Unqualified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: GRANT THORNTON LLP **(2)** EIN: 36-6055558

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		40000000
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			

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

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.)

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

2018

This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
WILLIAM BLAIR 401(K) AND PROFIT SHARING PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WILLIAM BLAIR & COMPANY, LLC

D Employer Identification Number (EIN)
36-2214610

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** 0

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): 42-1558009

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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):

Financial Statements and Report of Independent Certified Public Accountants

William Blair 401(k) and Profit Sharing Plan

December 31, 2018 and 2017

Contents

	Page
Report of Independent Certified Public Accountants	3
Financial Statements	
Statements of net assets available for benefits	5
Statement of changes in net assets available for benefits	6
Notes to financial statements	7
Supplemental Schedule	
Schedule H, line 4i - schedule of assets (held at end of year)	14

GRANT THORNTON LLP
Grant Thornton Tower
171 N. Clark St. Suite 200
Chicago, IL 60601-3370

D +1 312 856 0200
F +1 312 565 4719

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Benefits Committee
William Blair 401(k) and Profit Sharing Plan

We have audited the accompanying financial statements of the William Blair 401(k) and Profit Sharing Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statement of changes in net assets available for benefits for the year ended December 31, 2018, 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the William Blair 401(k) and Profit Sharing Plan as of December 31, 2018 and 2017, and the changes in net assets available for benefits for the year ended December 31, 2018, in accordance with accounting principles generally accepted in the United States of America.

Grant Thornton LLP is the U.S. member firm of Grant Thornton International Ltd (GTIL). GTIL and each of its member firms are separate legal entities and are not a worldwide partnership.

Grant Thornton

Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2018, is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such supplementary information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures. These additional procedures included comparing and reconciling the information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplemental schedule is fairly stated, in all material respects in relation to the financial statements as a whole.

Grant Thornton LLP

Chicago, Illinois
July 26, 2019

William Blair 401(k) and Profit Sharing Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2018 and 2017

	2018	2017
Assets		
Investments, at fair value	$570,772,591	$589,518,341
Other assets		
Company contribution receivable	10,451,783	9,443,131
Employee and principal contributions receivable	6,506,363	6,156,000
Notes receivable from participants	3,103,601	3,353,383
NET ASSETS AVAILABLE FOR BENEFITS	$590,834,338	$608,470,855

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

William Blair 401(k) and Profit Sharing Plan
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Year ended December 31, 2018

	2018
Additions	
Investment income (loss)	
Net depreciation in fair value of investments	$ (31,978,485)
Interest and dividend income	10,379,456
Net investment income (loss)	(21,599,029)
Interest income on notes receivable from participants	112,233
Contributions	
Company	14,995,085
Employee and principal	24,476,423
Rollovers	7,015,105
Total contributions	46,486,613
Total additions	24,999,817
Deductions	
Benefit payments	42,611,941
Administrative expenses	24,393
Total deductions	42,636,334
NET DECREASE	(17,636,517)
Net assets available for benefits	
Beginning of year	$608,470,855
End of year	$590,834,338

The accompanying notes are an integral part of this financial statement.

NOTE A - DESCRIPTION OF THE PLAN

The following description of the William Blair 401(k) and Profit Sharing Plan (the Plan) provides general information. Participants should refer to the summary Plan description and the Plan document for a more complete description of the Plan's provisions.

General

The Plan's name was changed to the William Blair 401(k) and Profit Sharing Plan during 2017. The Plan is a defined contribution plan established by William Blair & Company, L.L.C. (the Company) to provide retirement benefits for the employees and principals of the Company. The Plan is subject to the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Trust Arrangement and Trustees

Charles Schwab Trust Company (Schwab) is the trustee responsible for the Core Investments as well as the Self-Directed Accounts that are held on Schwab's Personal Choice Retirement Account brokerage platform.

Participation

Substantially all employees and principals of the Company are eligible to participate in the Plan. An employee or principal enters the Plan for Company profit sharing contribution purposes on the first day of the month following the completion of two years of service and attainment of age 18. An employee or principal may enter the Plan for elective deferral purposes immediately following his or her date of hire and attainment of age 18. Interns first hired by the Company on or after January 1, 2017, are no longer eligible to participate in any aspect of the Plan. Interns first hired by the Company prior to January 1, 2017, and who satisfy the Plan's eligibility criteria will continue to be eligible, and will not be affected. Participants will have their elective deferrals automatically increase 1% annually up to 12%. Prior to 2017, automatic increases ceased once the participant's deferrals reached 10%. Effective March 1, 2017, and on a one-time basis, all eligible employees who were not contributing elective deferrals at a rate of 6% of compensation or more were enrolled automatically at a rate of 6% of compensation unless they actively elected not to contribute or elected to contribute at a different rate during a window of time prior to March 1, 2017.

Company Contribution

Effective January 1, 2018, the Company retained the base profit sharing contribution and eliminated the service-weighted contribution. The base profit sharing contribution is computed using variables and the formula specified in the Plan. The values assigned to those variables each year are determined by the Company at its sole discretion. The Company profit sharing contribution is allocated among participants according to the provisions of the Plan. The Company profit sharing contribution is deposited with the trustee shortly after the end of each year.

Beginning January 1, 2017, matching contributions will be made by the Company to the Plan for eligible participants who make 401(k) deferrals. If eligible, the amount of the matching contributions for the 2017 Plan year was equal to 25% of 401(k) deferrals, up to 6% of eligible earnings. Matching contributions will be made each pay period. If the participant remains employed by the Company as of the last day of the Plan year they will also receive a year-end "true-up" matching contribution, if necessary, so that the total matching contribution received for the Plan year is equal to 25% of 401(k) deferrals, up to 6% of eligible earnings contributed. Matching contributions are immediately vested. Effective January 1, 2018, the matching contribution and "true-up" matching contribution rate increased from 25% to 50% of 401(k) deferrals, up to 6% of eligible earnings.

Employee and Principal Contributions

Employees may make contributions in addition to the Company contribution under the Deferred Salary Option, which meets the requirements of Section 401(k) of the Internal Revenue Code (IRC). Employees are not required to make additional contributions. Participants may also contribute amounts representing distributions from other qualified plans. The Company does not match employee contributions, outside of 401(k) contributions made to the Plan. Principals are required to make contributions according to a formula in the Plan and may make additional contributions in excess of the required contribution. Employee and principal contributions are deposited with the trustee as received or collected from participants. Contributions are subject to certain limitations. Effective August 1, 2018, the Plan was amended to allow after-tax contributions for employees and in-plan Roth rollovers for employees and partners.

Investment Options

Participants have two investment options. One option is the Core Investments. The second option is the Self-Directed Accounts. Participants are able to transfer their balances between Core Investments and the Self-Directed Accounts daily. Participants may reallocate their investments within the two options on a daily basis.

Core Investments - Under the terms of the Schwab trust agreement, Core Investments include various mutual funds. Schwab invests contributions in the various investment options offered by the Plan in proportions specified by participants. Effective November 30, 2018, all mutual funds, with the exception of the Money Market Mutual Fund, were removed from the Core Investment Line-up and replaced with Collective Investment Trust vehicles.

Self-Directed Accounts - This option allows participants to control the investment of their account balances. When a participant elects this option, the balance in his or her account is transferred to a brokerage account maintained at Schwab, in the name of the Plan. The participant may then choose the individual investments for that account, subject to policies established by the administrator. Because each participant controls the investments directly, there are only general investment guidelines for this option.

Administration

The Plan is administrated by the investment committee and benefits committee which are made up of principals and employees of the Company. Investment decisions on allocation of account balances among the various funds are made by the participants themselves. Investment decisions for the Self-Directed Accounts are made by the participants themselves. Participant record keeping and Plan accounting for the Core Investments and the Self-Directed Accounts are provided by Schwab.

Participant Accounts

The record keeper of the Plan maintains one or more accounts for each participant. These accounts are credited with the participant's employee or principal contributions and an allocation of (1) the Company contributions and (2) Plan earnings. Plan earnings and investment management fees are computed daily for each Core Investment or account and allocated among the participant balances in the Core Investment or account. Plan earnings for the Self-Directed Accounts are computed based on the individual activity of the participant's investments.

Vesting

Participants in the Plan are immediately vested in Company contributions and their own contributions and earnings, whether from 401(k) contributions, after-tax voluntary contributions or rollover contributions.

Payments of Benefits

Hardship withdrawals are permitted for employees who meet certain requirements and demonstrate a heavy financial need: no greater than two hardship withdrawals will be granted to an individual participant. Upon normal retirement, early retirement, death, disability, termination of employment or termination of the Plan, a participant or his or her beneficiary may elect to receive a lump-sum distribution. In the event of death of a participant, his or her beneficiary(ies) may elect to receive a distribution in a lump sum over a five-year period, or in annual installments based on the beneficiary's life expectancy. Additionally, participants with money purchase pension balances may elect an annuity form of distribution. Alternatively, a participant may elect to defer receipt of benefits until normal retirement age. Effective August 1, 2018, the Plan was amended to allow partial distributions for terminated participants.

Notes Receivable from Participants

Participants may borrow from their Core Investments the lesser of 50% of their aggregate balance or $50,000. The loans are secured by the balance in the participant's accounts, and bear interest at the prime rate of interest as determined by Schwab. Loan repayments are made through payroll deductions not to exceed 60 months or 120 months if the loan is issued by participant to purchase principal residence. Loans are deemed distributions once they are in default.

Administrative Expenses

Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Company.

Revenue Credits from Trustee

Schwab has a revenue sharing agreement with investment managers. Such credits are used to pay fees and expenses associated with services provided to the Plan, or pay such vendors, including Schwab or third parties, directly. Any unused revenue credits may be allocated to Plan participants at the discretion of the Company. During 2018, approximately $43,258 was generated in revenue sharing and used to pay fees. As of December 31, 2018, there were no unused revenue credits. Effective November 30, 2018, the Plan no longer has investments that generate revenue sharing.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires the Plan's management to use 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 investments are valued at fair value. Many factors are considered in arriving at the fair value. See note C for a discussion of fair value measurements.

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 depreciation is included in the Plan's gains and losses on investments bought and sold, as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2018 or 2017.

Benefit Payments

Benefit payments are recorded when paid.

NOTE C - FAIR VALUE MEASUREMENTS

The Financial Accounting Standards Board (FASB) has issued guidance that establishes a framework for measuring fair value under current accounting pronouncements that require or permit fair value measurement and enhances disclosures about fair value measurements. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value 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 the FASB guidance are described below:

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

Level 2 - Inputs to the valuation methodology include the following:

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

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

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

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

The following is a description of the valuation methodologies used to measure assets at fair value. There have been no changes in the methodologies used at December 31, 2018 and 2017.

Mutual funds - Valued at the net asset value (NAV) of shares held by the Plan at year-end based on quoted market prices.

Collective Trust funds - Valued at the NAV of units of a bank collective trust. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported

NAV. The fund allows for daily liquidity required for redemption for participant-directed transactions. Were the Plan to initiate a full redemption of the collective trust, the investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

Self-Directed Accounts - The majority of the investments primarily consist of mutual funds, common stock and exchange traded funds that are valued using quoted market price. The remaining investments include asset backed securities, mortgage securities, U.S. Government securities, and corporate bonds and debentures that are valued using available observable market information through processes such as benchmark curves, market quotations of similar securities, sector grouping, yield to maturity and matrix pricing.

Money market fund - Valued at the NAV of shares held by the Plan at year-end based on quoted market prices.

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.

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

	2018			
	Level 1	Level 2	Level 3	Total
Money Market Fund	$ 18,591,219	$ -	$ -	$ 18,591,219
Self-Directed Accounts	210,923,059	9,175,458	-	220,098,517
Total Assets at Fair Value	$229,514,278	$9,175,458	$ -	238,689,736
Collective Trust Funds at NAV				332,082,855
Total Investments				$570,772,591

	2017			
	Level 1	Level 2	Level 3	Total
Money Market Fund	$ 31,373,491	$ -	$ -	$ 31,373,491
Mutual Funds	344,669,200	-	-	344,669,200
Self-Directed Accounts	211,853,603	1,622,047	-	213,475,650
Total Assets at Fair Value	$587,896,294	$1,622,047	$ -	589,518,341
Collective Trust Funds at NAV				-
Total Investments				$589,518,341

NOTE D - TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated July 6, 2017, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The

Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS or other applicable taxing authorities. The Plan administrator has analyzed the tax positions taken or expected to be taken by the Plan and has concluded that, as of December 31, 2018 and 2017, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any periods in progress.

NOTE E - PLAN TERMINATION

While the Company has not expressed any intention to terminate the Plan, it is free to do so at any time subject to the provisions of ERISA. In the event of Plan termination, participants will remain fully vested in all their Plan accounts and will be entitled to distributions of their entire accounts according to the Plan and ERISA.

NOTE F - RELATED-PARTY TRANSACTIONS

The Plan pays Schwab in relation to transaction fees for all investments, including the Self-Directed Accounts. These fees represent the cost of services provided in the purchase/sale and clearance of securities transactions and are included in net depreciation in fair value of investments in the accompanying statement of changes in net assets available for benefits.

Certain Plan investments are shares of mutual funds managed by Charles Schwab Institutional, an affiliate of Schwab. Schwab is a trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. In addition, certain Plan investments are managed by the Company and, therefore, these transactions qualify as party-in-interest transactions.

Revenue credits from Schwab qualify as party-in-interest transactions. Credits received by participants are not considered prohibited transactions by statutory exemptions under ERISA regulations.

NOTE G - RISKS AND UNCERTAINTIES

The Plan provides participants with the option to direct their contributions to numerous investment securities. These 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 these investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE H - SUBSEQUENT EVENTS

Management has considered subsequent events through July 26, 2019 the date through which the financial statements were available to be issued. No other events or disclosures were noted that would have an impact on the December 31, 2018, financial statements or disclosures.

SUPPLEMENTAL SCHEDULE

William Blair 401(k) and Profit Sharing Plan
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2018

(a)	(b) Identity of issuer	(c) Description of investment	(d) Cost**	(e) Current value
	Various	Self-Directed Accounts		
		Personal Choice Retirement		$209,361,212
		Personal Choice Retirement 2		6,247,833
		Personal Choice Retirement 3		19,467
		Personal Choice Retirement 7		4,470,005
		Core Investments		
		Money Market Fund		
*	Charles Schwab Institutional	Schwab Retirement Government Money Fund		18,591,219
		Collective Trust Funds		
		Callan Glidepath 2030 Fund Cl R11		50,436,082
		Callan Glidepath 2035 Fund Cl R11		46,048,865
		Callan Glidepath 2040 Fund Cl R11		37,354,338
		Callan Glidepath 2045 Fund Cl R11		25,285,195
		Callan Glidepath 2025 Fund Cl R11		23,651,133
		Callan Glidepath 2005 Fund Cl R11		19,621,128
		Callan Glidepath 2020 Fund Cl R11		18,943,407
		BlackRock Equity Index Fund R		17,674,335
		Callan Glidepath 2050 Fund Cl R11		16,009,801
		BlackRock Russell 2500TM Index Fund Cl R		14,103,972
		Callan Growth Equity Fund Cl F		11,599,621
		Callan International Equity Fund Cl F		10,044,476
		Callan Glidepath 2015 Fund Cl R11		7,768,702
		Callan Glidepath 2055 Fund Cl R11		7,424,338
		Callan Glidepath 2010 Fund Cl R11		5,796,439
		BlackRock MSCI ACWI ex-US Index Fund R		4,369,174
		Callan Core Bond Fund Cl F		4,081,777
		Callan Value Equity Fund Cl F		3,165,626
		Callan Small Cap Equity Fund Cl F		2,669,415
		Callan Glidepath 2060 Fund Cl R11		1,924,066
		Callan Diversified Real Assets Fund Cl F		1,481,090
		BlackRock U.S. Debt Index Fund R		1,312,460
		Callan Emerging Markets Equity Fund Cl F		839,794
		Callan High Yield Bond Fund Cl F		477,621
*	Various participants	Participant loans (interest rates range from 3.25% to 5.5%)		3,103,601
		Total Investments		$573,876,192

* Party-in-interest as defined in ERISA Section 3(14).

** Cost information is not applicable as Plan is participant directed.

William Blair 401(k) and Profit Sharing Plan
Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information
December 31, 2018

EIN: 36-2214610
Plan Number: 001

Received By Charles Schwab & Co., Inc. (EIN: 94-1737782)

Fund Family/Provider	EIN	Formula
Akre	54-1968332	Rate of 0.40% of average daily balance of asset(s)
Alger	13-2665689	Rate of 0.40% of average daily balance of asset(s)
AllianceBernstein	13-3191825	Rate of 0.07% of average daily balance of asset(s)
Allianz Funds	06-1349805	Range of 0.10 - 0.40% of average daily balance of assets
American Beacon	75-2401150	Rate of 0.05% of average daily balance of asset(s)
American Funds	95-1411037	Range of 0.05 - 0.37% of average daily balance of assets
AMG Funds	06-1555943	Range of 0.09 - 0.40% of average daily balance of assets
AQR Funds	Not Available	Range of 0.10 - 0.40% of average daily balance of assets
Artisan	39-1811840	Rate of 0.40% of average daily balance of asset(s)
Baron Capital Group	13-3107580	Rate of 0.40% of average daily balance of asset(s)
BlackRock	04-6171663	Rate of 0.40% of average daily balance of asset(s)
Calamos	36-3316238	Rate of 0.40% of average daily balance of asset(s)
Cambiar Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
Carillon Family of Funds	59-2385219	Rate of 0.40% of average daily balance of asset(s)
Causeway	95-4861680	Rate of 0.40% of average daily balance of asset(s)
Champlain Funds	Not Available	Range of 0.10 - 0.40% of average daily balance of assets
Chartwell Investment Partners	Not Available	Rate of 0.10% of average daily balance of asset(s)
Chiron Investment Management	Not Available	Rate of 0.10% of average daily balance of asset(s)
Cohen & Steers	14-1904657	Rate of 0.40% of average daily balance of asset(s)
Columbia	93-0577450	Rate of 0.50% of average daily balance of asset(s)
Cullen Funds Trust	06-1614949	Rate of 0.10% of average daily balance of asset(s)
Davis Funds	52-1346931	Rate of 0.40% of average daily balance of asset(s)
Delaware Funds by Macquarie	Not Available	Rate of 0.10% of average daily balance of asset(s)
Dimensional Fund Advisors	22-2370029	Rate of 0.25% of average daily balance of asset(s)
DoubleLine	Not Available	Range of 0.15 - 0.40% of average daily balance of assets
Driehaus	20-3634295	Range of 0.10 - 0.40% of average daily balance of assets
Eaton Vance	04-2718215	Rate of 0.07% of average daily balance of asset(s)
Federated	25-1111467	Rate of 0.40% of average daily balance of asset(s)
Fidelity Investments	06-1194217	Rate of 0.10% of average daily balance of asset(s)
First Eagle	13-3392291	Rate of 0.40% of average daily balance of asset(s)
FMI Funds	39-1861095	Range of 0.10 - 0.40% of average daily balance of assets
Franklin Templeton Investments	94-3167260	Range of 0.15 - 0.40% of average daily balance of assets
Glenmede	Not Available	Rate of 0.40% of average daily balance of asset(s)
Goldman Sachs	Not Available	Rate of 0.50% of average daily balance of asset(s)
GQG Partners	Not Available	Range of 0.10 - 0.40% of average daily balance of assets
Grandeur Peak Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
Harbor	04-2679462	Rate of 0.08% of average daily balance of asset(s)
Harding Loevner	Not Available	Rate of 0.40% of average daily balance of asset(s)
Hartford Mutual Funds	13-3317783	Range of 0.10 - 0.40% of average daily balance of assets
Hennessy	68-0377264	Rate of 0.40% of average daily balance of asset(s)
Hussman Funds	Not Available	Rate of 0.06% of average daily balance of asset(s)
Janus Henderson	43-1804048	Range of 0.10 - 0.35% of average daily balance of assets
Jensen	93-0978027	Range of 0.10 - 0.40% of average daily balance of assets
Lazard	Not Available	Range of 0.10 - 0.40% of average daily balance of assets
Leuthold	41-1971243	Rate of 0.40% of average daily balance of asset(s)
Lord Abbett	13-3731507	Rate of 0.30% of average daily balance of asset(s)
LSV Fund	Not Available	Rate of 0.40% of average daily balance of asset(s)
Marsico Investment Fund	Not Available	Rate of 0.50% of average daily balance of asset(s)
Matthews Asia Funds	94-3250972	Range of 0.35 - 0.40% of average daily balance of assets

William Blair 401(k) and Profit Sharing Plan
Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information
December 31, 2018

EIN: 36-2214610
Plan Number: 001

Received By Charles Schwab & Co., Inc. (EIN: 94-1737782)

Fund Family/Provider	EIN	Formula
Meridian	94-2408246	Rate of 0.40% of average daily balance of asset(s)
MFS	04-3253929	Rate of 0.45% of average daily balance of asset(s)
Natixis Funds	52-2257782	Rate of 0.35% of average daily balance of asset(s)
Neuberger Berman	13-3216325	Range of 0.10 - 0.50% of average daily balance of assets
Oakmark	52-2257782	Rate of 0.35% of average daily balance of asset(s)
Oberweis	Not Available	Rate of 0.40% of average daily balance of asset(s)
OppenheimerFunds	13-2527171	Range of 0.08 - 0.50% of average daily balance of assets
Osterweis	94-2871718	Rate of 0.09% of average daily balance of asset(s)
Parnassus	94-6579180	Rate of 0.40% of average daily balance of asset(s)
Perritt	04-3788672	Rate of 0.40% of average daily balance of asset(s)
PGIM Funds (Prudential)	Not Available	Rate of 0.10% of average daily balance of asset(s)
Pioneer Investments	13-5657669	Rate of 0.35% of average daily balance of asset(s)
PRIMECAP Odyssey Funds	95-3868081	Rate of 0.08% of average daily balance of asset(s)
Principal Funds	42-1520346	Rate of 0.40% of average daily balance of asset(s)
Robeco Investment Funds	Not Available	Range of 0.10 - 0.40% of average daily balance of assets
Schwab Funds	94-3106735	Range of 0.02 - 0.25% of average daily balance of assets
Seafarer Funds	Not Available	Rate of 0.40% of average daily balance of asset(s)
SilverPepper	Not Available	Rate of 0.40% of average daily balance of asset(s)
Sound Shore	06-1332926	Rate of 0.40% of average daily balance of asset(s)
Swan	Not Available	Rate of 0.10% of average daily balance of asset(s)
T. Rowe Price	52-2264646	Rate of 0.15% of average daily balance of asset(s)
TCW	95-2749628	Range of 0.10 - 0.40% of average daily balance of assets
Teton Westwood Funds	13-3625130	Rate of 0.35% of average daily balance of asset(s)
Touchstone	31-0487145	Range of 0.10 - 0.40% of average daily balance of assets
U.S. Global Investors	74-1619375	Rate of 0.40% of average daily balance of asset(s)
USAA	74-0959140	Rate of 0.40% of average daily balance of asset(s)
Victory	Not Available	Rate of 0.40% of average daily balance of asset(s)
Wasatch	87-0319391	Range of 0.10 - 0.40% of average daily balance of assets
WCM Investment Management	Not Available	Rate of 0.40% of average daily balance of asset(s)
Wells Fargo Funds	41-0449260	Range of 0.35 - 0.55% of average daily balance of assets
William Blair	Not Available	Range of 0.08 - 0.50% of average daily balance of assets
Zevenbergen Capital Investments	Not Available	Rate of 0.40% of average daily balance of asset(s)

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

NAME OF PLAN SPONSOR: William Blair & Company, L.L.C.
NAME OF PLAN: William Blair 401(k) and Profit Sharing Plan
EIN: 36-2214610
PLAN NUMBER: 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	PARTICIPANT LOANS	Loans (3.25% - 5.5%)		3,103,601
*	SCHWAB RET GVMNT MONEY FUND	Money Market / Cash Equivalent		18,591,219
	BLACKROCK EQU INDEX FUND R	Common Collective Trust Fund		17,674,335
	BLACKROCK MSCI ACWI EXUS IND R	Common Collective Trust Fund		4,369,174
	BLACKROCK RUSS 2500TM IND CL R	Common Collective Trust Fund		14,103,972
	BLACKROCK USDEBT INDEX R	Common Collective Trust Fund		1,312,460
	CALL INTEQUITY FUND CL F	Common Collective Trust Fund		10,044,476
	CALLAN CORE BOND FUND CL F	Common Collective Trust Fund		4,081,777
	CALLAN DIVERS REAL FUND CL F	Common Collective Trust Fund		1,481,090
	CALLAN EMERGING MKT FUND CL F	Common Collective Trust Fund		839,793
	CALLAN GLIDEPATH 2005 R11	Common Collective Trust Fund		19,621,128
	CALLAN GLIDEPATH 2010 R11	Common Collective Trust Fund		5,796,439
	CALLAN GLIDEPATH 2015 R11	Common Collective Trust Fund		7,768,702
	CALLAN GLIDEPATH 2020 R11	Common Collective Trust Fund		18,943,407
	CALLAN GLIDEPATH 2025 R11	Common Collective Trust Fund		23,651,133
	CALLAN GLIDEPATH 2030 R11	Common Collective Trust Fund		50,436,085
	CALLAN GLIDEPATH 2035 R11	Common Collective Trust Fund		46,048,863
	CALLAN GLIDEPATH 2040 R11	Common Collective Trust Fund		37,354,338
	CALLAN GLIDEPATH 2045 R11	Common Collective Trust Fund		25,285,195
	CALLAN GLIDEPATH 2050 R11	Common Collective Trust Fund		16,009,801
	CALLAN GLIDEPATH 2055 R11	Common Collective Trust Fund		7,424,338
	CALLAN GLIDEPATH 2060 R11	Common Collective Trust Fund		1,924,066
	CALLAN GROWTH EQU FUND CL F	Common Collective Trust Fund		11,599,621
	CALLAN HIGHYLD BND FUND CL F	Common Collective Trust Fund		477,621
	CALLAN SMCAP EQU FUND CL F	Common Collective Trust Fund		2,669,415
	CALLAN VALUE EQ FUND CL F	Common Collective Trust Fund		3,165,626
	PCRA	Self-Directed Brokerage Account		220,098,508
	LIMITED PARTNERSHIP	Limited Partnership		9

* Party-in-interest