UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K

[x] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: April 30, 2017

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 (FEE REQUIRED)

For the transition period from to
Commission file number 001-11507

JOHN WILEY & SONS, INC.
(Exact name of Registrant as specified in its charter)

NEW YORK	13-5593032
State or other jurisdiction of incorporation or organization	I.R.S. Employer Identification No.
111 River Street, Hoboken, NJ	07030
Address of principal executive offices	Zip Code

(201) 748-6000
Registrant's telephone number including area code

Securities registered pursuant to Section 12(b) of the Act: Title of each class	Name of each exchange on which registered
Class A Common Stock, par value $1.00 per share	New York Stock Exchange
Class B Common Stock, par value $1.00 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes |X| No | |

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.

Yes | | No |X |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes |X| No | |

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes |X| No | |

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. | |

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer |X| Accelerated filer | | Non-accelerated filer | | Smaller reporting company | |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes | | No |X|

The aggregate market value of the voting stock held by non-affiliates of the registrant, computed by reference to the closing price as of the last business day of the registrant's most recently completed second fiscal quarter, October 31, 2016, was approximately $2,337.0 million. The registrant has no non-voting common stock.

The number of shares outstanding of the registrant's Class A and Class B Common Stock as of May 31, 2017 was 48,026,741 and 9,173,093 respectively.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement for use in connection with its annual meeting of stockholders scheduled to be held on September 28, 2017, are incorporated by reference into Part III of this Form 10-K.

JOHN WILEY AND SONS, INC. AND SUBSIDIARIES
FORM 10-K
FOR THE FISCAL YEAR ENDED APRIL 30, 2017
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PART I

Item 1. Business

The Company, founded in 1807, was incorporated in the state of New York on January 15, 1904. As used herein the term “Company” means John Wiley & Sons, Inc., and its subsidiaries and affiliated companies, unless the context indicates otherwise.

The Company is a global research and learning company. Through the *Research* segment, the Company provides scientific, technical, medical, and scholarly journals, as well as related content and services, to academic, corporate, and government libraries, learned societies, and individual researchers and other professionals. The *Publishing* segment provides scientific, professional, and education books and related content in print and digital formats, as well as test preparation services and course workflow tools, to libraries, corporations, students, professionals, and researchers. The *Solutions* segment provides online program management services for higher education institutions and learning, development, and assessment services for businesses and professionals. The Company’s operations are primarily located in the United States (“U.S.”), Canada, United Kingdom (“U.K.”), Germany, Singapore and Australia.

Further description of the Company’s business is incorporated herein by reference in the Management’s Discussion and Analysis section of this 10-K.

Employees

As of April 30, 2017, the Company employed approximately 5,100 persons on a full-time equivalent basis worldwide.

Financial Information About Business Segments

The note entitled “Segment Information” of the Notes to Consolidated Financial Statements and pages 18 through 55 of the Management’s Discussion and Analysis section of this Form 10-K are incorporated herein by reference.

Financial Information About Foreign and Domestic Operations and Export Sales

The note entitled “Segment Information” of the Notes to Consolidated Financial Statements and pages 18 and 55 of the Management’s Discussion and Analysis section of this Form 10-K are incorporated herein by reference.

Item 1A. Risk Factors

You should carefully consider all of the information set forth in this Form 10-K, including the following risk factors, before deciding to invest in any of the Company’s securities. The risks below are not the only ones the Company faces. Additional risks not currently known to the Company or that the Company presently deems immaterial may also impair its business operations. The Company’s business, financial condition, results of operations or prospects could be materially adversely affected by any of these risks.

Cautionary Statement Under the Private Securities Litigation Reform Act of 1995:

This Form 10-K for the year ended April 30, 2017 contains certain forward-looking statements concerning the Company's operations, performance and financial condition. In addition, the Company provides forward-looking statements in other materials released to the public as well as oral forward-looking information. Statements which contain the words anticipate, expect, believes, estimate, project, forecast, plan, outlook, intend and similar expressions constitute forward-looking statements that involve risk and uncertainties. Reliance should not be placed on forward-looking statements, as actual results may differ materially from those in any forward-looking statements.

Any such forward-looking statements are based upon a number of assumptions and estimates that are inherently subject to uncertainties and contingencies, many of which are beyond the control of the Company, and are subject to change based on many important factors. Such factors include, but are not limited to (i) the level of investment in new technologies and products; (ii) subscriber renewal rates for the Company's journals; (iii) the financial stability and liquidity of journal subscription agents; (iv) the consolidation of book wholesalers and retail accounts; (v) the market position and financial stability of key retailers; (vi) the seasonal nature of the Company's education business and the impact of the used-book market; (vii) worldwide economic and political conditions; (viii) the Company's ability to protect its copyrights and other intellectual property worldwide; (ix) the ability of the Company to successfully integrate acquired operations and realize expected opportunities and (x) other factors detailed from time to time in the Company's filings with the Securities and Exchange Commission. The Company undertakes no obligation to update or revise any such forward-looking statements to reflect subsequent events or circumstances.

Employment Costs and Expenses

The Company has a significant investment in its employee base around the world. The Company offers competitive salaries and benefits in order to attract and retain the highly skilled workforce needed to sustain and develop new products and services required for growth. Employment and benefit costs are affected by competitive market conditions for qualified individuals, and factors such as healthcare and retirement benefit costs.

Protection of Intellectual Property Rights

A substantial portion of the Company's publications are protected by copyright, held either in the Company's name, in the name of the author of the work, or in the name of a sponsoring professional society. Such copyrights protect the Company's exclusive right to publish the work in many countries abroad for specified periods, in most cases the author's life plus 70 years, but in any event a minimum of 50 years for works published after 1978. The ability of the Company to continue to achieve its expected results depends, in part, upon the Company's ability to protect its intellectual property rights. The Company's results may be adversely affected by lack of legal and/or technological protections for its intellectual property in some jurisdictions and markets.

Maintaining the Company's Reputation

The Company's professional customers worldwide rely upon many of the Company's publications to perform their jobs. It is imperative that the Company consistently demonstrates its ability to maintain the integrity of the information included in its publications. Adverse publicity, whether or not valid, may reduce demand for the Company's publications.

Trade Concentration and Credit Risk

In the journal publishing business, subscriptions are primarily sourced through journal subscription agents who, acting as agents for library customers, facilitate ordering by consolidating the subscription orders/billings of each subscriber with various publishers. Cash is generally collected in advance from subscribers by the subscription agents and is principally remitted to the Company between the months of December and April. Although at fiscal year-end the Company had minimal credit risk exposure to these agents, future calendar-year subscription receipts from these agents are highly dependent on their financial condition and liquidity. Subscription agents account for approximately 22% of total annual consolidated revenue and no one agent accounts for more than 10% of total annual consolidated revenue.

The Company's book business is not dependent upon a single customer; however, the industry is concentrated in national, regional, and online bookstore chains. Although no one book customer accounts for more than 8% of total consolidated revenue and 15% of accounts receivable at April 30, 2017, the top 10 book customers account for approximately 14% of total consolidated revenue and approximately 28% of accounts receivable at April 30, 2017. The Company maintains approximately $25 million of trade credit insurance, subject to certain limitations, covering balances due from certain named customers which expires in May 2018.

Changes in Laws and Regulations That Could Adversely Affect the Company's Business

The Company maintains operations in Asia, Australia, Canada, Europe and the United States. The conduct of our business, including the sourcing of content, distribution, sales, marketing and advertising is subject to various laws and regulations administered by governments around the world. Changes in laws, regulations or government policies, including tax regulations and accounting standards, may adversely affect the Company's future financial results.

The scientific research publishing industry generates much of its revenue from paid customer subscriptions to online and print journal content. There is debate within government, academic and library communities whether such journal content should be made available for free, immediately or following a period of embargo after publication, referred to as "open access". For instance, certain governments and privately held funding bodies have implemented mandates that require journal articles derived from government-funded research to be made available to the public at no cost after an embargo period. Open access can be achieved in two ways: Green, which enables authors to publish articles in subscription based journals and self–archive the author accepted version of the article for free public use after an embargo period, and Gold, which enables authors to publish their articles in journals that provide immediate free access to the final version of the article on the publisher's website, and elsewhere under permissive licensing terms, following payment of an Article Publication Charge ("APC"). These mandates have the potential to put pressure on subscription-based publications. If such regulations are widely implemented the Company's operating results could be adversely affected. To date, the majority of governments that have taken a position on open access have favored the green model and have generally specified embargo periods of twelve months. The publishing community generally takes the view that this period should be sufficient to protect subscription revenues provided that publishers' platforms offer sufficient added value to the article. Governments in Europe have been more supportive of the gold model, which thus far is generating incremental revenue for publishers with active open access programs. A number of European administrations are showing interest in a business model which combines the purchasing of subscription content with the purchase of open access publishing for authors in their country. This development removes an element of risk by fixing revenues from that market, provided that the terms, price, and rate of transition negotiated are acceptable.

Business Transformation and Restructuring

The Company continues to transform its business from a traditional publishing model to being a global provider of content-enabled solutions with a focus on digital products and services. The acquisitions of Deltak.edu, LLC ("Deltak"), Inscape Holdings, Inc. ("Inscape"), Profiles International ("Profiles") and CrossKnowledge Group Limited ("CrossKnowledge"), comprise the Company's Solutions reporting segment and, along with Atypon Systems, Inc. ("Atypon") in our Research segment, which was acquired in September 2016, represent examples of strategic initiatives that were implemented as part of the Company's business transformation. The Company will continue to explore opportunities to develop new business models and enhance the efficiency of its organizational structure. The rapid pace and scope of change increases the risk that not all of our strategic initiatives will deliver the expected benefits within the anticipated timeframes. In addition, these efforts may somewhat disrupt the Company's business activities which could adversely affect its operating results.

The Company continues to restructure and realign its cost base with current and anticipated future market conditions. Significant risks associated with these actions that may impair the Company's ability to achieve the anticipated cost reductions or that may disrupt its business include delays in the implementation of anticipated workforce reductions in highly regulated locations outside of the U.S.; decreases in employee morale; the failure to meet operational targets due to the loss of key employees; and disruptions of third parties to whom we have outsourced business functions. In addition, the Company's ability to achieve the anticipated cost savings and other benefits from these actions within the expected timeframe is subject to many estimates and assumptions. These estimates and assumptions are subject to significant economic, competitive and other uncertainties, some of which are beyond our control. If these estimates and assumptions are incorrect, if we experience delays, or if other unforeseen events occur, our business and results of operations could be adversely affected.

Outsourcing of Business Processes

The Company has outsourced certain business functions, principally in technology, content management; printing; manufacturing; warehousing; fulfillment; distribution; returns processing; and certain other transactional processing functions, to third-party service providers to achieve cost savings and efficiencies. If these third-party service providers do not perform effectively, the Company may not be able to achieve the expected cost savings and depending on the function involved, may experience business disruption or processing inefficiencies, all with potential adverse effects on the Company's operating results.

Introduction of New Technologies, Products and Services

The Company must continue to invest in technology and other innovations to adapt and add value to its products and services to remain competitive. This is particularly true in the current environment where investment in new technology is ongoing and there are rapid changes in the products competitors are offering, the products our customers are seeking and our sales and distribution channels. In some cases, investments will take the form of internal development; in others, they may take the form of an acquisition. There are uncertainties whenever developing or acquiring new products and services, and it is often possible that such new products and services may not be launched or if launched, may not be profitable or as profitable as existing products and services.

Demand for Digital and Lower Cost Books

A common trend facing each of the Company's businesses is the digitization of content and proliferation of distribution channels through the internet and other electronic means, which are replacing traditional print formats. The trend to digital content has also created contraction in the print book retail market which increases the risk of bankruptcy for certain retail customers, potentially leading to the disruption of short-term product supply to consumers as well as potential bad debt write-offs. New distribution channels, such as digital formats, the internet, online retailers and growing delivery platforms (e.g. tablets and e-readers), combined with the concentration of retailer power, present both threats and opportunities to the Company's traditional publishing models, potentially impacting both sales volumes and pricing.

As the market has shifted to digital products, customer expectations for lower priced products has increased due to customer awareness of reductions in production costs and the availability of free or low-cost digital content and products. As a result, there has been pressure to sell digital versions of products at prices below their print versions. Increased customer demand for lower prices could reduce the Company's revenue.

The Company publishes educational content for undergraduate, graduate and advanced placement students, lifelong learners and in Australia secondary school students. Due to growing student demand for less expensive textbooks, many college bookstores, online retailers and other entities offer used or rental textbooks to students at lower prices than new textbooks. The internet has made the used and rental textbook markets more efficient and has significantly increased student access to used and rental books. Further expansion of the used and rental book markets could further adversely affect the Company's sales of print textbooks, adversely affecting its results of operations and financial condition.

Factors that Reduce Enrollment at Colleges and Universities

Enrollment in U.S. colleges and universities can be adversely affected by many factors, including changes in government and private student loan and grant programs, uncertainty about current and future economic conditions, general decreases in family income and net worth and a perception of uncertain job prospects for recent graduates. In addition, enrollment levels at colleges and universities outside the United States are influenced by the global and local economic climate, local political conditions and other factors that make predicting foreign enrollment levels difficult. Reductions in expected levels of enrollment at colleges and universities both within and outside the United States could adversely affect demand for our higher education products.

Information Technology Risks

Information technology is a key part of the Company's business strategy and operations. As a business strategy, Wiley's technology enables the Company to provide customers with new and enhanced products and services and is critical to the Company's success in migrating from print to digital business models. Information technology is also a fundamental component of all our business processes; collecting and reporting business data; and communicating internally and externally with customers, suppliers, employees and others.

We are continually improving and upgrading our computer systems and software. We are in the process of implementing a new Enterprise Resource Planning ("ERP") system as part of a multi-year plan to integrate and upgrade our operational and financial systems and processes. As of April 30, 2017, we have completed the implementation of record-to-report, purchase-to-pay and several other business processes within all locations and will continue to roll out additional processes and functionality of the ERP in phases over the next three years. Implementation of a new ERP system involves risks and uncertainties. Any disruptions, delays, or deficiencies in the design or implementation of a new system, could result in increased costs, disruptions in operations or delays in the collection of cash from our customers, as well as have an adverse effect on our ability to timely report our financial results, all of which could materially adversely affect our business, financial condition, and results of operations.

Information technology system failures, network disruptions and breaches of data security could significantly disrupt the operations of the Company. Management has designed and implemented policies, processes and controls to mitigate risks of information technology failure and to provide security from unauthorized access to our systems. In addition, the Company has in place disaster recovery plans to maintain business continuity. The size and complexity of our information technology and information security systems, and those of our third-party vendors with whom we contract, make such systems potentially vulnerable to cyber-attacks common to most industries from inadvertent or intentional actions by employees, vendors, or malicious third-parties. Such attacks are of ever-increasing levels of sophistication and are made by groups and individuals with a wide range of motives. While the Company has taken steps to address these risks, there can be no assurance that a system failure, disruption or data security breach would not adversely affect the Company's business and operating results.

Competition for Market Share and Author and Society Relationships

The Company operates in highly competitive markets. Success and continued growth depends greatly on developing new products and the means to deliver them in an environment of rapid technological change. Attracting new authors and professional societies, while retaining our existing business relationships, are critical to our success.

Interest Rate and Foreign Exchange Risk

Non-U.S. revenues, as well as our substantial non-U.S. net assets, expose the Company's results to foreign currency exchange rate volatility. The percentage of Consolidated Revenue for fiscal year 2017 recognized in the following currencies (on an equivalent U.S. dollar basis) were: approximately 54% U.S. dollar; 29% British pound sterling; 8% euro and 9% other currencies. In addition, our interest-bearing loans and borrowings are subject to risk from changes in interest rates. These risks and the measures we have taken to help contain them are discussed in the *Market Risk* section of this 10-K. The Company from time-to-time uses derivative instruments to hedge such risks. Notwithstanding our efforts to foresee and mitigate the effects of changes in fiscal circumstances, we cannot predict with certainty changes in currency and interest rates, inflation or other related factors affecting our business.

Changes in Tax Laws

The Company is subject to tax laws within the jurisdictions in which it does business. Changes in tax laws could have a material impact on the Company's financial results. There have been proposals to reform U.S. tax laws that would significantly impact the taxation of non-US earnings and cash of U.S. multinational corporations. This could have a material impact on the Company's financial results as most of the Company's income is earned outside the U.S. There has also been legislation and further proposals in other countries where the Company does business which could impact the Company's financial results. In addition, the Company is subject to audit by tax authorities and is regularly audited by various tax authorities. Although we believe our tax estimates are reasonable, the final determination of tax audits could be materially different from our historical income tax provisions and accruals and could have a material impact on the Company's net income, cash flow and financial position.

Business Risk in Developing, Emerging and Other Foreign Markets

The Company sells its products to customers in certain sanctioned and previously sanctioned developing markets where it does not have operating subsidiaries. The Company does not own any assets or liabilities in these markets except for trade receivables. Challenges and uncertainties associated with operating in developing markets has a higher relative risk due to political instability, economic volatility, crime, terrorism, corruption, social and ethnic unrest, and other factors. In fiscal year 2017, the Company recorded revenue and net profits of $3.8 million and $0.6 million, respectively, related to sales to Cuba, Sudan, Syria and Iran. While sales in these markets are not material to the Company's business results, adverse developments related to the risks associated with these markets may cause actual results to differ from historical and forecasted future operating results.

The Company has certain technology development operations in Russia related to software development and architecture, digital content production and system testing services. Due to the political instability within the region, there is the potential for future government embargos and sanctions which could disrupt the Company's operations in the area. While the Company has developed business continuity plans to address these issues, further adverse developments in the region could have a material impact on the Company's business and operating results.

Approximately 15% of Research journal articles are sourced from authors in China. Any restrictions on exporting intellectual property could adversely affect the company's business and operating results.

Liquidity and Global Economic Conditions

Changes in global financial markets have not had, nor do we anticipate they will have, a significant impact on our liquidity. Due to our significant operating cash flow, financial assets, access to capital markets and available lines of credit and revolving credit agreements, we continue to believe that we have the ability to meet our financing needs for the foreseeable future. As market conditions change, we will continue to monitor our liquidity position. However, there can be no assurance that our liquidity or our results of operations will not be affected by possible future changes in global financial markets and global economic conditions. Unprecedented market conditions including illiquid credit markets, volatile equity markets, dramatic fluctuations in foreign currency rates and economic recession could affect future results.

Effects of Increases in Pension Costs and Funding Requirements

The Company provides defined benefit pension plans for certain employees worldwide. The Company's Board of Directors approved amendments to the U.S., Canada and U.K. defined benefit plans that froze the future accumulation of benefits effective June 30, 2013, December 31, 2015 and April 30, 2015, respectively. The funding requirements and costs of these plans are dependent upon various factors, including the actual return on plan assets, discount rates, plan participant population demographics and changes in pension regulations. Changes in these factors affect the Company's plan funding, cash flow and results of operations.

The Company announced a voluntary, limited-time opportunity for terminated vested employees who are participants in the U.S. Employees' Retirement Plan of John Wiley & Sons, Inc. (the "Pension Plan") to request early payment of their entire Pension Plan benefit in the form of a single lump sum payment. Eligible participants who wished to receive the lump sum payment were required to make an election by August 29, 2016. Approximately 780 eligible participants made the election to receive the lump sum totaling $28.3 million which was paid from pension plan assets in October 2016. Settlement accounting rules were applied, which resulted in a plan remeasurement and recognition of a pro-rata portion of unamortized net actuarial loss of $8.8 million which was recorded in Operating and Administrative Expenses in the Consolidated Statements of Income.

Effects of Inflation and Cost Increases

The Company, from time to time, experiences cost increases reflecting, in part, general inflationary factors. There is no guarantee that the Company can increase selling prices or reduce costs to fully mitigate the effect of inflation on company costs.

Ability to Successfully Integrate Key Acquisitions

The Company's growth strategy includes title, imprint and other business acquisitions, including knowledge-enabled services which complement the Company's existing businesses. Acquisitions may have a substantial impact on the Company's revenues, costs, cash flows, and financial position. Acquisitions involve risks and uncertainties, including difficulties in integrating acquired operations and in realizing expected opportunities; diversions of management resources and loss of key employees; challenges with respect to operating new businesses; debt incurred in financing such acquisitions; and other unanticipated problems and liabilities.

Valuation of Goodwill and Intangible Assets

At April 30, 2017, the Company had $982.1 million of goodwill and $828.1 million of intangible assets on its balance sheet. The intangible assets are principally comprised of content and publishing rights, customer relationships, and brands and trademarks. Failure to achieve business objectives and financial projections could result in an asset impairment charge, which would result in a non-cash charge to operating expenses. Goodwill and intangible assets with indefinite lives are tested for impairment on an annual basis and also when events or changes in circumstances indicate that impairment may have occurred. Intangible assets with determinable lives are tested for impairment only when events or changes in circumstances indicate that an impairment may have occurred. Determining whether an impairment exists can be difficult as a result of increased uncertainty and current market dynamics, and requires significant management estimates and judgment. In addition, the potential for goodwill impairment is increased during periods of economic uncertainty. An asset impairment charge could have a material adverse effect on the Company's business, operating results and financial condition.

Attracting and Retaining Key Employees

The Company is highly dependent on the continued services of its Chief Executive Officer, Chief Financial Officer and other senior officers and key employees. The loss of the services of skilled personnel for any reason and the Company's inability to replace them with suitable candidates quickly or at all, as well as any negative market perception resulting from such loss, could have a material adverse effect on the Company's business, operating results and financial condition. In addition, we are dependent upon our ability to continue to attract new employees with key skills to support business growth.

Item 1B. <u>Unresolved Staff Comments</u>

None

Item 2. Properties

The Company occupies office, warehouse, and distribution facilities in various parts of the world, as listed below (excluding those locations with less than 10,000 square feet of floor area, none of which is considered material property). All of the buildings and the equipment owned or leased are believed to be in good operating condition and are suitable for the conduct of its business.

Location	Purpose	Owned or Leased	Approx. Sq. Ft.
United States:			
New Jersey	Corporate Headquarters	Leased	401,000
	Office & Warehouse	Leased	185,000
Indiana	Office	Leased	123,000
California	Office	Leased	29,000
Massachusetts	Office	Leased	26,000
Illinois	Office	Leased	52,000
Florida	Office	Leased	58,000
Minnesota	Offices	Leased	22,000
Texas	Offices	Leased	13,000
Colorado	Office	Leased	15,000
International:			
Australia	Offices	Leased	48,000
Canada	Office	Leased	12,000
England	Warehouses	Leased	297,000
	Offices	Leased	80,000
	Offices	Owned	70,000
France	Office	Leased	32,000
Germany	Office	Owned	104,000
	Office	Leased	24,000
Jordan	Office	Leased	24,000
Singapore	Offices	Leased	44,000
Russia	Office	Leased	18,000
China	Office	Leased	14,000

Item 3. Legal Proceedings

The Company is involved in routine litigation in the ordinary course of its business. In the opinion of management, the ultimate resolution of all pending litigation will not have a material effect upon the financial condition or results of operations of the Company.

Over the past few years, the Company has from time to time faced claims from photographers or agencies that the Company has used photographs without licenses or beyond licensed permissions. The Company has insurance coverage for a significant portion of such claims. The Company does not believe that its exposure to such claims either individually or in the aggregate is material.

Item 4. Mine Safety Disclosures

Not applicable

Executive Officers of the Company

Set forth below are the executive officers of the Company as of April 30, 2017. Each of the officers listed will serve until the next organizational meetings of the Board of Directors of the Company and until each of the respective successors are duly elected and qualified.

MATTHEW S. KISSNER – 63 (succeeded Mark J. Allin as Interim - CEO effective May 8th, 2017)

October 2015 - Chairman of the Board, John Wiley and Sons, Inc. (Director since 2003)

MARK J. ALLIN – 56 (succeeded by Matthew S. Kissner effective May 8th, 2017)

June 2015 - President and Chief Executive Officer and Director, John Wiley and Sons, Inc.

February 2015- Executive Vice President and Chief Operating Officer- responsible for strategy and operations for all of Wiley's businesses. (succeeded Steve Smith as President and Chief Executive Officer, effective June 1, 2015.)

September 2014 – Executive Vice President, Professional Development

August 2010 - Senior Vice President, Professional Development – responsible for leading the Company's global Professional Development business.

JOHN A. KRITZMACHER – 56

July 2013 – Chief Financial Officer and Executive Vice President, Technology and Operations, John Wiley & Sons Inc.

October 2012 - Senior Vice President of Business Operations, Organizational Planning & Structure at WebMD Health Corp

October 2008 - Chief Financial Officer and Executive Vice President of Global Crossing Ltd

ARCHANA SINGH - 47

2016 – Executive Vice President and Chief Human Resources Officer

2014 – Chief Human Resources Officer, Hay Group - responsible for aligning HR strategies and initiatives to support the organization into its' next stage of growth. Leading all aspects of Human Resources with a strong focus on talent management, culture alignment and integration.

2012 – Vice President, Human Resources, Computer Science Corporation - Human Resources Leader for CSC's enterprise business (technology consulting, application software, services and regions)

GARY M. RINCK – 63

September 2014 – Executive Vice President, General Counsel

2004 – Senior Vice President, General Counsel – responsible for all of the Company's legal and corporate governance functions at Wiley.

JUDY VERSES – 60

October 2016 – Executive Vice President, Research

October 2011 – President – Global Enterprise and Education, Rosetta Stone Inc.

CHRISTOPHER CARIDI – 50 (succeeded Edward J. Melando effective March 20, 2017)

March 2017 – Senior Vice President, Corporate Controller and Chief Accounting Officer

March 2014 – VP Finance, Thomson Reuters

September 2009 – VP, Controller/Global Head of Accounting Operations, Thomson Reuters

EDWARD J. MELANDO – 61 (succeeded by Christopher Caridi effective March 20, 2017)

Mach 2017 – Senior Vice President, Corporate Controller

January 2013 – Senior Vice President, Corporate Controller– and Chief Accounting Officer – responsible for Financial Reporting, Taxes, and Financial Shared Services.

2002 - Vice President, Corporate Controller– responsible for Financial Reporting, Taxes and the Financial Shared Services.

VINCENT MARZANO – 54

September 2014 – Senior Vice President, Treasurer

September 2006 - Vice President, Treasurer – responsible for global treasury operations, insurable risk management, accounts receivable, and credit and collections.

REED ELFENBEIN – 63

May 2015 – Executive Vice President, International Development and Global Research Sales

May 2014 - Senior Vice President, International Development and Global Research Sales

October 2012 – Senior Vice President, International Development and STMS – leads team responsible for increasing market share in growing and emerging markets and leads the worldwide Research sales team.

February 2007 – Vice President and Managing Director, Sales and Marketing – responsible for leading the domestic and international sales and marketing teams.

CLAY E. STOBAUGH – 59

September 2014 – Executive Vice President & Chief Marketing Officer

October 2013 - Senior Vice President & Chief Marketing Officer

August 2011 – Senior Vice President, Corporate Marketing – responsible for strategic marketing and customer relationship management.

JOHN W. SEMEL – 46

May 2015- Executive Vice President and Chief Strategy Officer- responsible for developing, prioritizing, and implementing strategies that drive business growth.

February 2009 – Senior Vice President, Planning and Development – responsible for global acquisitions and divestitures, strategic investments, strategic planning, corporate alliances and business development.

JOAN O'NEIL - 54

November 2015 – Executive Vice President, Publishing – responsible for leading the Company's global Publishing business

September 2014 – Senior Vice President and Managing Director, Knowledge Services, Professional Development – responsible for leading the Knowledge Services business within the Professional Development business

May 2013 – Vice President and Managing Director, Business, Finance & Accounting, Professional Development – responsible for leading the global business, finance and accounting programs within Professional Development

January 2011 – Vice President & Group Executive Publisher, Professional/Trade – responsible for the finance and accounting programs within the Professional/Trade business

JEFFREY L. SUGERMAN - 61

May 2015 – Executive Vice President, Talent Solutions and Education Services Group – responsible for leading Wiley's combined Talent Solutions and Education Services (i.e. CrossKnowledge, Deltak, Profiles International and Inscape Publishing) in the corporate learning and higher education marketplaces.

February 2012 – Senior Vice President, Venture Development – responsible for leading execution and integration of Wiley's talent solutions business acquisition including Inscape Publishing, CrossKnowledge and Profiles International.

PART II

Item 5. Market for the Company's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The Company's Class A and Class B shares are listed on the New York Stock Exchange under the symbols JWa and JWb, respectively. Dividends per share and the market price range (based on daily closing prices) by fiscal quarter for the past two fiscal years were as follows:

	Class A Common Stock			Class B Common Stock		
		Market Price			Market Price	
	Dividends	High	Low	Dividends	High	Low
2017						
First Quarter	**$0.31**	**$57.78**	**$47.68**	**$0.31**	**$57.41**	**$47.92**
Second Quarter	**0.31**	**58.86**	**48.40**	**0.31**	**58.99**	**49.66**
Third Quarter	**0.31**	**57.75**	**49.45**	**0.31**	**57.69**	**52.68**
Fourth Quarter	**0.31**	**57.35**	**49.00**	**0.31**	**57.14**	**46.53**
2016						
First Quarter	$0.30	$58.66	$51.68	$0.30	$58.74	$52.54
Second Quarter	0.30	53.18	48.16	0.30	52.93	48.25
Third Quarter	0.30	54.29	40.29	0.30	53.80	41.25
Fourth Quarter	0.30	50.74	40.21	0.30	50.85	40.18

On a quarterly basis, the Board of Directors considers the payment of cash dividends based upon its review of earnings, the financial position of the Company, and other relevant factors. As of May 31, 2017, the approximate number of holders of the Company's Class A and Class B Common Stock were 808 and 64 respectively, based on the holders of record.

During the fourth quarter of fiscal year 2017, the Company made the following purchases of Class A Common Stock under its stock repurchase program.

	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as part of a Publicly Announced Program	Maximum Number of Shares that May be Purchased Under the Program
February 2017	-	-	-	4,076,376
March 2017	156,097	$53.15	156,097	3,920,276
April 2017	126,631	$52.60	126,631	3,793,648
Total	**282,728**	**$52.88**	282,728	

Item 6. Selected Financial Data

	For the Years Ended April 30,				
Dollars in millions (except per share data)	**2017**	**2016**	**2015**	**2014**	**2013**
Revenue	**$1,718.5**	$1,727.0	$1,822.4	$1,775.2	$1,760.8
Operating Income (a-c)	**206.2**	188.1	237.7	206.7	199.4
Net Income (a-d)	**113.6**	145.8	176.9	160.5	144.2
Working Capital (e)	**(428.1)**	(111.1)	(62.8)	60.1	(32.2)
Deferred Revenue in Working Capital (e)	**(436.2)**	(426.5)	(372.1)	(385.7)	(363.0)
Total Assets	**2,606.2**	2,921.1	3,004.2	3,077.4	2,806.4
Long-Term Debt	**365.0**	605.0	650.1	700.1	673.0
Shareholders' Equity	**1,003.1**	1,037.1	1,055.0	1,182.2	988.4
Per Share Data					
Earnings Per Share (a-c)					
Diluted	**$1.95**	$2.48	$2.97	$2.70	$2.39
Basic	**$1.98**	$2.51	$3.01	$2.73	$2.43
Cash Dividends					
Class A Common	**$1.24**	$1.20	$1.16	$1.00	$0.96
Class B Common	**$1.24**	$1.20	$1.16	$1.00	$0.96

a) In fiscal years 2017, 2016, 2015, 2014 and 2013, the Company recorded restructuring charges of $13.4 million ($0.15 per share), $28.6 million ($0.32 per share), $28.8 million ($0.34 per share), $42.7 million ($0.48 per share) and $29.3 million ($0.33 per share), respectively, and related impairment charges in fiscal years 2014 and 2013 of $4.8 million ($0.06 per share) and $30.7 million ($0.35 per share), respectively.

b) In fiscal year 2017, the Company recorded a one-time pension settlement of $8.8 million ($0.09 per share) for terminated vested employees who elected to receive lump sum payments of accumulated benefits.

c) In fiscal year 2013, the Company recorded a gain, net of losses, on the sale of certain consumer publishing programs of $6.0 million ($0.04 per share).

d) Certain tax benefits and charges included in fiscal year results are as follows:

- Fiscal year 2017 includes an unfavorable tax settlement of $49.1 million ($0.85 per share) related to an unfavorable tax ruling in Germany.
- Fiscal years 2017, 2016, 2014 and 2013, include tax benefits of $2.6 million ($0.04 per share), $5.9 million ($0.10 per share), $10.6 million ($0.18 per share) and $8.4 million ($0.14 per share), respectively, principally associated with consecutive tax legislation enacted in the United Kingdom that reduced the U.K. corporate income tax rates.
- Fiscal year 2015 includes a non-recurring tax benefit of $3.1 million ($0.05 per share) related to tax deductions claimed on the write-up of certain foreign tax assets to fair market value.

e) The primary driver of the negative working capital is unearned deferred revenue related to subscriptions for which cash has been collected in advance. Cash received in advance for subscriptions is used by the Company for a number of purposes including acquisitions; debt repayments; funding operations; dividend payments; and purchasing treasury shares. The deferred revenue will be recognized in income over the term of the subscription; when the related issue is shipped or made available online, or the service is rendered.

Item 7. Management's Discussion and Analysis of Business, Financial Condition and Results of Operations

The Company is a global research and learning company. Through the *Research* segment, the Company provides scientific, technical, medical, and scholarly journals, as well as related content and services, to academic, corporate, and government libraries, learned societies, and individual researchers and other professionals. The *Publishing* segment provides scientific, professional, and education books and related content in print and digital formats, as well as test preparation services and course workflow tools, to libraries, corporations, students, professionals, and researchers. The *Solutions* segment provides online program management services for higher education institutions and learning, development, and assessment services for businesses and professionals. The Company's operations are primarily located in the United States, Canada, United Kingdom, Germany, Singapore and Australia.

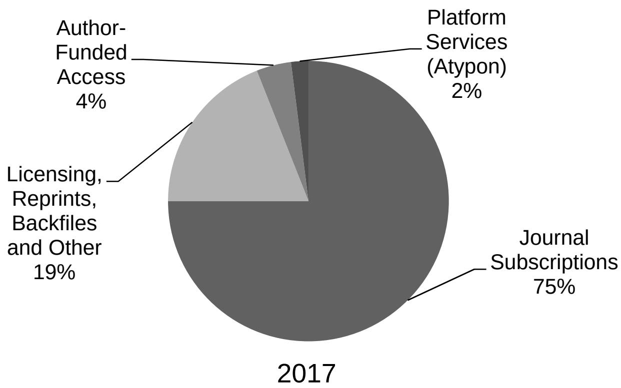
Business growth strategies include driving pricing and volume growth from existing journal and book brands and titles, as well as learning services related to education and professional development; the development of new journal titles or through publishing partnerships; technology and content acquisitions which complement the Company's existing businesses; designing and implementing new methods of delivering products to our customers; and the development of new products and services.

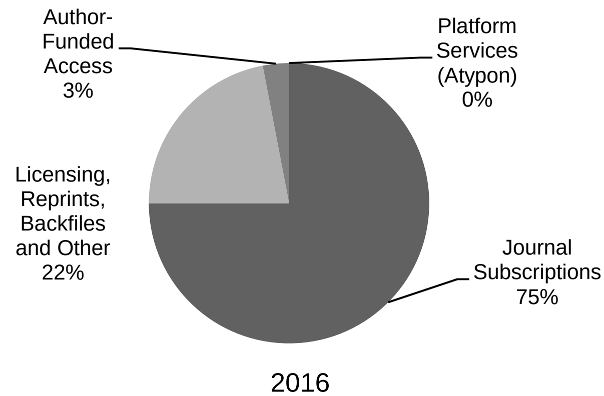
Business Segments

Research:

Research's mission is to support researchers, professionals and learners in the discovery and use of research knowledge to help them achieve their goals in research, learning and practice. Research provides scientific, technical, medical, and scholarly journals, as well as related content and services, to academic, corporate, and government libraries, learned societies, and individual researchers and other professionals. Journal publishing areas include the physical sciences and engineering, health sciences, social science and humanities and life sciences. Research also includes the Company's recent acquisition of Atypon Systems, Inc. ("Atypon"), a publishing software and service provider that enables scholarly and professional societies and publishers to deliver, host, enhance, market and manage their content on the web. Research customers include academic, corporate, government, and public libraries; funders of research; researchers; scientists; clinicians; engineers and technologists; scholarly and professional societies; and students and professors. The Company's Research products are sold and distributed globally in digital and print formats through multiple channels, including research libraries and library consortia, independent subscription agents, direct sales to professional society members and other customers. Publishing centers include Australia, China, Germany, India, the United Kingdom and the United States. Research accounted for approximately 50% of total Company revenue in fiscal year 2017.

Research revenue by product type includes: Journal Subscriptions; Author-Funded Access; Licensing, Reprints, Backfiles, and Other; and Platform Services (Atypon). The graphs below present Research revenue by product type for fiscal years 2017 and 2016:





Key growth strategies for the Research business include evolving and developing new licensing models for the Company's institutional customers; developing new open access products and revenue streams; focusing resources on high-growth and emerging markets; and developing new digital products, services and workflow solutions to meet the needs of researchers, authors, societies and corporate customers.

Journals Subscriptions

The Company publishes approximately 1,700 academic research journals. The Company sells journal subscriptions directly through Company sales representatives; indirectly through independent subscription agents; through promotional campaigns; and through memberships in professional societies for those journals that are sponsored by societies. Journal subscriptions, making up approximately 37% of the Company's consolidated fiscal year 2017 revenue, are primarily licensed through contracts for digital content delivered through the Company's online platform, *Wiley Online Library.* Contracts are negotiated by the Company directly with customers or their subscription agents. Licenses range from one to three years in duration and typically cover calendar years. Print journals are generally mailed to subscribers directly from independent printers. The Company does not own or manage printing facilities. Subscription revenue is generally collected in advance, and deferred until the Company has fulfilled its obligation to the customer at which time the revenue is earned.

Approximately 50% of Journal Subscription revenue is derived from publishing rights owned by the Company. Publishing alliances also play a major role in Research's success. Approximately 50% of Journal Subscription revenue is derived from publication rights which are owned by professional societies and published by the Company pursuant to a long-term contract (generally 5-10 years) or owned jointly with a professional society. These society alliances bring mutual benefit, with the societies gaining Wiley's publishing, marketing, sales and distribution expertise, while Wiley benefits from being affiliated with prestigious societies and their members. Societies that sponsor or own such journals generally receive a royalty and/or other financial consideration. The Company may procure editorial services from such societies on a pre-negotiated fee basis. The Company also enters into agreements with outside independent editors of journals that define the duties of the editors, and the fees and expenses for their services. Contributors of articles to the Company's journal portfolio transfer publication rights to the Company or a professional society, as applicable. The Company publishes the journals of many prestigious societies, including the American Cancer Society, the American Heart Association, the British Journal of Surgery Society, the European Molecular Biology Organization, the American Anthropological Association, the American Geophysical Union and the German Chemical Society.

Wiley Online Library, the online publishing platform for the Company's Research segment, delivers integrated access to over 7 million articles from 1,700 journals, as well as 19,000 online books and hundreds of multi-volume reference works, laboratory protocols and databases. *Wiley Online Library* provides the user with intuitive navigation, enhanced discoverability, expanded functionality and a range of personalization options. Access to abstracts is free; full content is accessible through licensing agreements or as individual article purchases. Large portions of the content are provided free or at nominal cost to nations in the developing world through partnerships with certain non-profit organizations. The Company has announced that it will be migrating from the *Wiley Online Library* platform to Atypon's *Literatum* platform, which it acquired in fiscal year 2017. *Literatum* will replace *Wiley Online Library* starting in calendar year 2018. The Company's online publishing platforms provide revenue growth opportunities through new applications and business models, online advertising, deeper market penetration and individual sales and pay-per-view options.

The Company transitioned from issue-based to time-based digital journal subscription agreements for calendar year 2016. Under this new model, the Company provides access to all journal content published within a calendar year and recognizes revenue on a straight-line basis over the calendar year. Under the Company's previous licensing model, a customer subscribed to a discrete number of online journal issues and revenue was recognized as each issue was made available online. The Company made these changes to simplify the contracting and administration of digital journal subscriptions. The change shifted approximately $34 million of revenue from fiscal year 2016 to the remainder of calendar year 2016 (fiscal year 2017). The change had no impact on free cash flow.

Author-Funded Access

Under the Author-Funded Access business model, accepted research articles are published subject to payment of an APC. All Author-Funded Access articles are immediately free to access online. Contributors of Author-Funded Access articles retain many rights and typically license their work under terms that permit re-use.

Author-Funded Access offers authors choices in how to share and disseminate their work, and it serves the needs of researchers who may be required by their research funder to make articles freely accessible without embargo. APCs are typically paid by the individual author or by the author's funder, and payments are often mediated by the author's institution. The Company provides specific workflows and infrastructure to authors, funders and institutions to support the requirements of the Author-Funded Access model.

The Company offers two Author-Funded Access publishing models. The first of these is *Hybrid Open Access* where authors publishing in the majority of the Company's paid subscription journals are offered, after article acceptance, the opportunity to make their individual research article openly available through the *OnlineOpen* service upon payment of an APC.

The second Author-Funded Access model offered by the Company is a growing portfolio of fully open access journals, also known as *Gold Open Access Journals*, in which all accepted articles are published subject to receipt of an APC. All Author-Funded Access articles are subject to the same rigorous peer-review process applied to the Company's subscription based journals. As with the Company's subscription portfolio, a number of the Gold Open Access Journals are published under contract for or in partnership with prestigious societies, including the American Geophysical Union, American Heart Association, the European Molecular Biology Organization and the British Ecological Society. The Author-Funded Access portfolio spans life, physical, medical and social sciences and includes a choice of high impact journals and broad scope titles that offer a responsive, author-centred service.

Licensing, Reprints, Backfiles, and Other

Licensing, Reprints, Backfiles, and Other includes advertising, backfile sales, the licensing of publishing rights, journal and article reprints, and individual article sales. The Company generates advertising revenue from print and online journal subscription products; its online publishing platform, *Wiley Online Library*; online events such as webinars and virtual conferences; community interest websites such as s*pectroscopyNOW.com* and websites. A backfile license provides access to a historical collection of Wiley journals, generally for a one-time fee. The Company also engages with international publishers and receives licensing revenue from photocopies, reproductions, translations, and digital uses of its content. Journal and article reprints are primarily used by pharmaceutical companies and other industries for marketing and promotional purposes. Through the *Article Select* and *PayPerView* programs, the Company provides fee-based access to non-subscribed journal articles, content, book chapters and major reference work articles. The Company's Research business is also a provider of content and services in evidence-based medicine ("EBM"). Through the Company's alliance with The Cochrane Collaboration, the Company publishes *The Cochrane Library*, a premier source of high-quality independent evidence to inform healthcare decision-making. EBM facilitates the effective management of patients through clinical expertise informed by best practice evidence that is derived from medical literature.

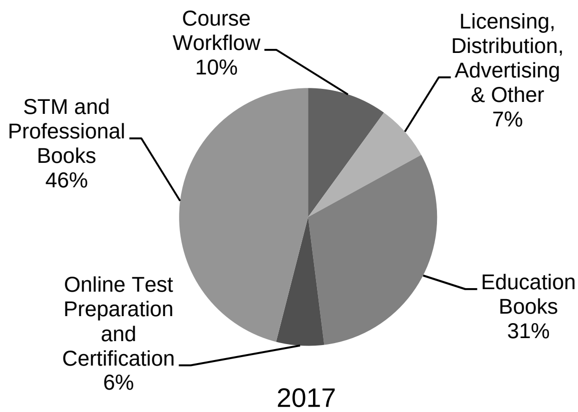
Platform Services (Atypon)

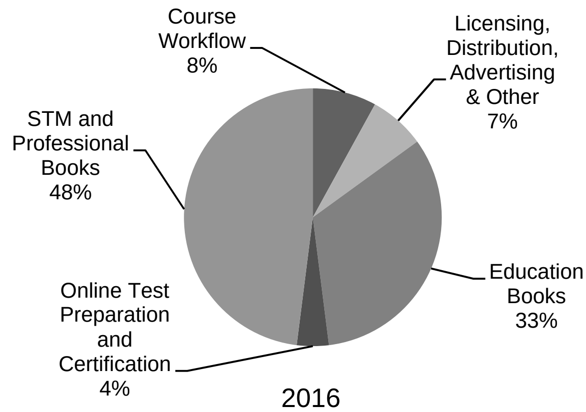
On September 30, 2016, the Company acquired the net assets of Atypon Systems Inc. ("Atypon"), a Silicon Valley-based publishing-software company, for approximately $121 million in cash, net of cash acquired. Atypon's *Literatum* publishing platform serves the scientific, technical, medical and scholarly industry, giving publishers and societies direct control over how their content is displayed, promoted and monetized on the web. *Literatum* hosts nearly 9,000 journals, 13 million journal articles (accounting for a third of the world's English-language scholarly articles), and more than 1,800 publication web sites for over 1,500 societies and publishers. The *Literatum* platform will accelerate Wiley's technology roadmap and replace *Wiley Online Library* starting in calendar year 2018. Atypon generated over $31 million in calendar year 2015 revenue.

Publishing:

The Company's Publishing segment acquires, develops and publishes scientific, professional and education books and related content, as well as test preparation services and course workflow tools, to libraries, corporations, students, professionals and researchers. Communities served include business, finance, accounting, workplace learning, management, leadership, technology, behavioral health, engineering/ architecture, science and medicine, and education. Products are developed in print and digitally for worldwide distribution through multiple channels, including chain and online booksellers, libraries, colleges and universities, corporations, direct to consumer, websites, distributor networks and other online applications. Publishing centers include Australia, Germany, India, the United Kingdom and the United States. Publishing accounted for approximately 37% of total Company revenue in fiscal year 2017.

Publishing revenue by product type includes: STM and Professional Books; Education Books; Online Test Preparation and Certification; Course Workflow; and Licensing, Distribution, Advertising and Other. The graphs below present Publishing revenue by product type for fiscal years 2017 and 2016:





Key growth strategies for the Publishing business include developing and acquiring products and services to drive corporate development and professional career development; developing leading brands and franchises; executing strategic acquisitions and partnerships; and innovating digital book formats while expanding their global discoverability and distribution. The Company continues to implement strategies to manage declines in print revenue through cost improvement initiatives and focusing its efforts on growing its digital lines of business. The Company is performing portfolio reviews and workforce realignment, restructuring and operational excellence initiatives. In certain areas, the Company will explore new formats or promote digital only and in other areas the Company may rationalize its portfolio. The Company's approach is to continue to realign its cost structure to help mitigate the revenue decline, sharpen its focus on high performing areas and digital opportunities, and improve operating efficiency.

Books

Book products accounted for approximately 28% of the Company's consolidated fiscal year 2017 revenue. Categories include STM (Scientific, Technical, and Medical), Professional and Education Books.

STM books are sold and distributed globally in digital and print formats through multiple channels, including research libraries and library consortia, independent subscription agents, direct sales to professional society members, bookstores, online booksellers and other customers.

Professional books, which include business and finance, technology, and other professional categories, as well as the *For Dummies* brand, are sold to bookstores and online booksellers serving the general public; wholesalers who supply such bookstores; warehouse clubs; college bookstores; individual practitioners; industrial organizations, and government agencies. The Company employs sales representatives who call upon independent bookstores, national and regional chain bookstores and wholesalers. Sales of professional books also result from direct mail campaigns, telemarketing, online access, advertising and reviews in periodicals.

Education textbooks and related supplementary material and digital products are sold primarily to bookstores and online booksellers, serving both for-profit, nonprofit educational institutions (primarily colleges and universities) and direct-to-students. The Company employs sales representatives who call on faculty responsible for selecting books to be used in courses, and on the bookstores that serve such institutions and their students. The textbook business is seasonal, with the majority of textbook sales occurring during the June through August and November through January periods. There are active used and rental textbook markets, which adversely affect the sale of new textbooks.

Book sales are generally made on a returnable basis with certain restrictions. The Company provides for estimated future returns on sales made during the year based on historical return experience and current market trends.

Materials for book publications are obtained from authors throughout most of the world through the efforts of an editorial staff, outside editorial advisors, and advisory boards. Most materials are originated by the authors themselves or as a result of suggestion or solicitations by editors and advisors. The Company enters into agreements with authors that state the terms and conditions under which the materials will be published, the name in which the copyright will be registered, the basis for any royalties, and other matters. Most of the authors are compensated with royalties, which vary depending on the nature of the product. The Company may make advance payments against future royalties to authors of certain publications. Royalty advances are reviewed for recoverability and a reserve for loss is maintained, if appropriate.

The Company continues to add new titles, revise existing titles, and discontinue the sale of others in the normal course of its business, and also creates adaptations of original content for specific markets based on customer demand. The Company's general practice is to revise its textbooks approximately every three years, if warranted, and to revise other titles as appropriate. Subscription-based products are updated on a more frequent basis.

The Company generally contracts with independent printers and binderies globally for their services. Management believes that adequate printing and binding facilities, sources of paper and other required materials are available to it, and that it is not dependent upon any single supplier.

In fiscal year 2016, the Company entered into an agreement to outsource its US-based book distribution operations to Cengage Learning, with the continued aim of improving efficiency in its distribution activities and to move to a more variable cost model. As of April 30, 2017, the Company has only one global warehousing and distribution facility remaining which is in the United Kingdom.

The Company develops content in a digital format that can be used for both digital and print products, resulting in productivity and efficiency savings, and enabling print-on-demand delivery. Book content is available online through *Wiley Online Library*, *WileyPLUS*, *Wiley Custom Select* and other proprietary platforms. Digital books are delivered to intermediaries including Amazon, Apple and Google, for re-sale to individuals in various industry-standard formats, which are now the preferred deliverable for licensees of all types, including foreign language publishers. Digital books are also licensed to libraries through aggregators. Specialized formats for digital textbooks go to distributors servicing the academic market, and digital book collections are sold by subscription through independent third-party aggregators servicing distinct communities. Custom deliverables are provided to corporations, institutions and associations to educate their employees, generate leads for their products, and extend their brands. Content from digital books is also used to create online articles, mobile apps, newsletters and promotional collateral. This continual re-use of content improves margins, speeds delivery and helps satisfy a wide range of customer needs. The Company's online presence not only enables it to deliver content online, but also to sell more books. The growth of online booksellers benefits the Company because they provide unlimited virtual "shelf space" for the Company's entire backlist.

Publishing alliances and franchise products are important to the Company's strategy. Professional publishing alliance partners include Bloomberg Press, the American Institute of Architects, the Leader to Leader Institute, Fisher Investments, the CFA Institute, ACT (American College Test), Autodesk and many others. Education publishing alliance partners include Microsoft®, Blackboard, Canvas, Snapwiz and the Culinary Institute of America. The ability to join Wiley's product development, sales, marketing, distribution and technology with a partner's content, technology and/or brand name has contributed to the Company's success.

The Company also promotes active and growing custom professional and education publishing programs. The Company's custom professional publications are used by professional organizations for internal promotional or incentive programs and include digital and print books written specifically for a customer and customizations of existing publications to include custom cover art, such as imprints, messages and slogans. Of special note are customized *For Dummies* publications, which leverage the power of this well-known brand to meet the specific information needs of a wide range of organizations around the world. The Company's custom education publishing program offers an array of tools and services designed to put the creation of customized content in instructors' hands to create high-quality, affordable education solutions tailored to meet individual classroom needs. Through *Wiley Custom Select,* an online custom textbook system, instructors can easily build print and digital materials tailored to their specific course needs and add their own content to create a customized solution.

Course Workflow

The Company offers high-quality online learning solutions including *WileyPLUS*, a research-based, online environment for effective teaching and learning that is integrated with a complete digital textbook. *WileyPLUS* improves student learning through instant feedback, personalized learning plans, and self-evaluation tools as well as a full range of course-oriented activities, including online planning, presentations, study, homework and testing. In selected courses, *WileyPLUS* includes a personalized adaptive learning component, Orion, which is based on cognitive science. Orion helps to build student proficiency on topics while improving the effectiveness of their study time. It assists educators in identifying areas that need reinforcement and measures student engagement and proficiency throughout the course. *WileyPLUS* revenue is deferred and recognized over the timeframe that each student is enrolled in the online course.

Online Test Preparation and Certification

The Online Test Preparation business represents learning solutions and training activities that are delivered to customers directly through online digital delivery platforms. Products include CPAExcel, a modular, digital platform comprised of online self-study, videos, mobile apps, and sophisticated planning tools to help professionals prepare for the CPA exam, and test preparation products for the CFA®; CMA; CIA®; CMT®; FRN®; FINRA; Banking; and PMP® exams. Revenue for these products and services are deferred until the Company's obligation has been performed, typically when an online training program has been completed or over the timeframe covered by a license to use the online training and study materials.

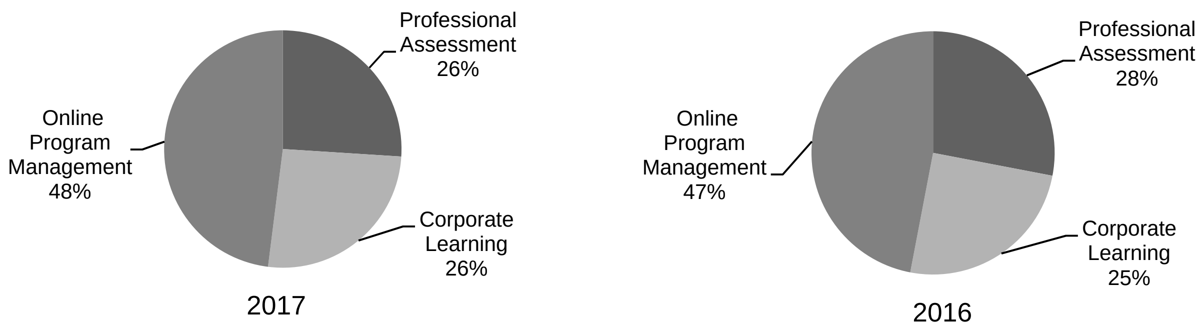
Licensing, Distribution, Advertising and Other

Marketing and distribution services are made available to other publishers under agency arrangements. The Company also engages in co-publishing titles with international publishers and receives licensing revenue from photocopies, reproductions, translations, and digital uses of its content. Wiley also realizes advertising revenue from branded websites (e.g. *Dummies.com*, etc.) and online applications.

Solutions:

The Company's Solutions segment provides online program management services for higher education institutions and learning, development and assessment services for businesses and professionals. Key growth strategies include developing new products and services for existing university partners; increasing enrollments for online program management programs; signing new and prestigious university partners; and developing new digital learning solutions by integrating its professional assessment products and services with its Corporate Learning content and technology.

Solutions revenue by product type includes Online Program Management; Professional Assessment; and Corporate Learning. The graphs below present Solutions revenue by product type for fiscal years 2017 & 2016:



Online Program Management

As student demand for online degree and certificate programs continues to increase, traditional institutions are partnering with online program management providers to develop and support these programs. Online Program Management services include market research, marketing, student recruitment, enrollment support, proactive retention support, academic services to design courses, faculty support and access to the Engage Learning Management System, which facilitates the online education experience. Graduate degree programs include Business Administration, Finance, Accounting, Healthcare, Engineering, Communications and others. Revenue is derived from pre-negotiated contracts with institutions that provide for a share of tuition generated from students who enroll in a program. Online program management revenue is deferred and recognized over the timeframe that each student is enrolled in the online degree program. As of April 30, 2017 the Online Program Management business had 39 partners and 250 degree programs under contract.

Corporate Learning

The Corporate Learning business offers online learning and training solutions for global corporations, universities, and small and medium-sized enterprises, which are sold on a subscription or fee basis. Learning formats and modules on topics such as leadership, diversity, value creation, client orientation, change and corporate strategy are delivered on a cloud-based LMS platform that hosts over 19,000 content assets (videos, digital learning modules, written files, etc.) in 17 languages. Its Mohive offering also provides a collaborative e-learning publishing and program creation system. Revenue growth is derived from legacy markets, such as France, England and other European markets and newer markets, such as the U.S. and Brazil. In addition, content and LMS offerings are continuously refreshed and expanded to serve a wider variety of customer needs.

Professional Assessment

The Company's professional assessment services include pre-hire screening and post-hire personality assessments, which are delivered to business customers through online digital delivery platforms either directly or through an authorized distributor network of independent consultants, trainers and coaches. Wiley's leadership assessment offerings also include Kouzes and Posner's *Leadership Practices Inventory®* and *The Five Behaviors of a Cohesive Team™*.

The Company's assessment tools enable employers to optimize candidate selections and develop the full potential of their employees. These solutions include pre-hire assessments, including those designed to measure and match personality, knowledge, skills, managerial fit, loyalty, and values; and post-hire assessments, focused on measuring sales and managerial effectiveness, employee performance and career potential. Professional Assessment revenue is deferred until the obligation has been performed, typically when an online assessment has been completed.

<u>Results of Operations</u>

Throughout this report, references to variances "excluding foreign exchange", "currency neutral basis" and "performance basis" exclude both foreign currency translation effects and transactional gains and losses. Foreign currency translation effects are based on the change in average exchange rates for each reporting period multiplied by the prior period's volume of activity in local currency for each non-U.S. location. For fiscal years 2017 and 2016, the average annual exchange rates to convert British pounds sterling to U.S. dollars were 1.30 and 1.50, respectively; the average annual exchange rates to convert euros into U.S. dollars were 1.09 and 1.11, respectively; and the average annual exchange rates to convert Australian dollars into U.S. dollars were 0.75 and 0.74, respectively. Unless otherwise noted, all variance explanations below are on a currency neutral basis.

FISCAL YEAR 2017 SUMMARY RESULTS

Revenue:

Revenue for fiscal year 2017 of $1,718.5 million was consistent with the prior year, but represented a 2% increase excluding the unfavorable impact of foreign exchange. The impact of the previously announced transition to time-based digital journal subscriptions for calendar year 2016 ($34 million); higher Solutions revenue ($28 million); incremental revenue from the recent acquisition of Atypon ($19 million); and growth in author-funded access ($7 million) and other journal revenue ($4 million) were offset by a continued decline in Publishing ($48 million), mainly print books; the unfavorable impact of foreign exchange ($43 million); and the impact of a large backfile sale in the prior year ($10 million).

As previously announced, the Company transitioned from issue-based to time-based journal subscription agreements for calendar year 2016. The transition to time-based digital journal subscription agreements shifted revenue from fiscal year 2016 to the remainder of calendar year 2016 (fiscal year 2017), which resulted in a favorable impact of approximately $34 million in fiscal year 2017. The change had no impact on free cash flow. The Company made these changes to simplify the contracting and administration of digital journal subscriptions.

Cost of Sales and Gross Profit:

Cost of sales for fiscal year 2017 decreased 1% to $460.8 million, but increased 2% excluding the favorable impact of foreign exchange. The decrease was mainly driven by lower print book sales volume ($15 million); foreign exchange translation ($14 million); and lower inventory costs due to cost savings initiatives and product mix ($5 million), partially offset by incremental costs associated with the Atypon acquisition ($8 million); higher royalty costs due to the transition to time-based digital journal subscription agreements ($5 million) and new journal titles ($4 million); higher Solutions sales volume ($5 million); higher Corporate Learning content development costs ($4 million) and Online Program Management employment costs ($3 million) to support business growth.

Gross Profit margin for fiscal year 2017 increased 20 basis points to 73.2% mainly driven by product mix in Research, partially offset by higher Online Program Management and Corporate Learning costs to support business growth.

Operating and Administrative Expenses:

Operating and administrative expenses for fiscal year 2017 decreased 1% to $988.6 million, but increased 2% excluding the favorable impact of foreign exchange. The decrease was mainly driven by foreign exchange translation ($24 million); restructuring and other cost savings ($15 million); one-time benefits related to changes in the Company's retiree and long-term disability health plans ($4 million), a life insurance recovery ($2 million) in the current year and a disability settlement charge in the prior year ($2 million); lower advertising costs ($7 million) due to title and volume reductions and timing; lower shipping and handling costs ($3 million); and a market gain on nonqualified pension plan assets ($2 million).

Partially offsetting these decreases were incremental costs associated with the Atypon acquisition ($14 million); a charge related to lump-sum payments offered to terminated vested employees within the Company's U.S. defined benefit pension plans ($9 million); spending for the Company's ERP and related systems ($6 million) and other technology, development and maintenance costs ($4 million); increased headcount in Solutions ($4 million) and Research ($3 million); merit increases ($8 million) and higher Solutions event promotional costs ($3 million).

Pension Plan Settlement:

The Company announced a voluntary, limited-time opportunity for terminated vested employees who are participants in the U.S. Employees' Retirement Plan of John Wiley & Sons, Inc. (the Pension Plan) to request early payment of their entire Pension Plan benefit in the form of a single lump sum payment. Eligible participants who wished to receive the lump sum payment were required to make an election by August 29, 2016. Approximately 780 eligible participants made the election to receive the lump sum totaling $28 million which was paid from Pension Plan assets in October 2016. Settlement accounting rules were applied in the second quarter of fiscal year 2017, which resulted in a plan remeasurement and a recognition of a pro-rata portion of unamortized net actuarial loss of $9 million which was recorded in Operating and Administrative Expenses in the Condensed Consolidated Statements of Income.

Restructuring Charges:

Beginning in fiscal year 2013, the Company initiated a program (the “Restructuring and Reinvestment Program”) to restructure and realign its cost base with current and anticipated future market conditions. The Company is targeting a majority of the cost savings achieved to improve margins and earnings, while the remainder will be reinvested in high growth digital business opportunities.

In fiscal years 2017 and 2016, the Company recorded pre-tax restructuring charges of $13.4 million and $28.6 million, respectively, related to this program. These charges are reflected in Restructuring Charges in the Consolidated Statements of Income and summarized in the following table (in thousands):

	2017	**2016**	**Total Charges Incurred to Date**
Charges by Segment:			
Research	**$1,949**	$2,982	$20,156
Publishing	**1,596**	4,507	32,488
Solutions	**1,787**	1,042	2,552
Shared Services	**8,023**	20,080	82,748
Total Restructuring Charges	**$13,355**	$28,611	$137,944
Charges by Activity:			
Severance	**$8,386**	$16,443	$87,590
Process reengineering consulting	**148**	7,191	18,814
Other activities	**4,821**	4,977	31,540
Total Restructuring Charges	**$13,355**	$28,611	$137,944

Other Activities reflects leased facility consolidations, contract termination costs and the curtailment of certain defined benefit pension plans. The fiscal year 2017 restructuring charges of $13 million are expected to be fully recovered within the next 18 months.

Amortization of Intangibles:

Amortization of intangibles for fiscal year 2017 was $49.7 million and consistent with the prior year period.

Interest Expense/Income, Foreign Exchange and Other:

Interest expense for fiscal year 2017 increased $0.2 million to $16.9 million due to an increase in the average borrowing rate, partially offset by lower average debt balances outstanding.

Provision for Income Taxes:

The effective tax rate for fiscal year 2017 was 40.5%, compared to 16.6% in the prior year. The increase was due to the unfavorable German court decision described below. Excluding the expense related to that decision, the rate for fiscal year 2017 would have been 14.9%. The rate for fiscal year 2017, excluding the German court decision, was lower than the prior year’s rate due to non-recurring foreign and domestic tax benefits and a favorable earnings mix, partially offset by the impact of non-cash deferred tax benefits related to legislation enacted in the U.K. In fiscal year 2016, the U.K. reduced its statutory rate to 19% beginning April 1, 2017 and 18% beginning April 1, 2020; and in fiscal year 2017, the U.K. further reduced its statutory rate beginning on April 1, 2020, from 18% to 17%. This resulted in a tax benefit from the re-measurement of the Company’s applicable U.K. deferred tax balances of $5.9 million in fiscal year 2016 and $2.6 million in fiscal year 2017.

Unfavorable German Court Decision

In fiscal year 2003, the Company reorganized several of its German subsidiaries into a new operating entity which enabled the Company to increase (“step-up”) the tax deductible net asset basis in certain assets and claim additional tax amortization deductions over 15 years beginning that fiscal year.

In May 2012, as part of its routine tax audit process, the German tax authorities challenged the Company’s tax position. In September 2014, the Company filed an appeal with the local finance court. As required by German law, the Company paid all contested taxes and the related interest to avail itself of its right to defend its position. The Company made all required payments with cumulative total deposits of 56.6 million euros, including interest.

In October 2014, the Company received an unfavorable decision from the local finance court, which the Company appealed in January 2015 to the German Federal Fiscal Court. On September 26, 2016, the Company learned that the court denied the Company’s appeal and its tax position. No further appeals are available. As a result, the Company forfeited its deposit and incurred an income tax charge of $49 million. This one-time charge is included in the Company’s income tax expense for fiscal year 2017.

Earnings Per Share:

Earnings per diluted share for fiscal year 2017 was $1.95 per share compared to $2.48 per share in the prior year. The decrease was mainly driven by the impact of the unfavorable German court tax decision described above ($0.85 per share); lower Publishing revenue; the impact of a large backfile sale in the prior year ($0.10 per share); a one-time charge related to the Pension Plan Settlement ($0.09 per share); lower non-cash deferred tax benefits related to changes in the U.K. corporate income tax rates ($0.06 per share); technology spending for the Company’s ERP and other related systems ($0.08 per share); and the unfavorable impact of foreign exchange translation ($0.04 per share).

Partially offsetting the decreases were the impact of the transition to time-based digital journal subscription agreements ($0.38 per share); lower restructuring charges in the current year ($0.17 per share); one-time tax benefits ($0.12 per share); and favorable employment cost reductions. The favorable employment cost reductions include the benefit for changes in the Company’s retiree and long-term disability health plans ($0.07 per share) and a life insurance recovery in the current year ($0.02 per share) and a disability settlement charge in the prior year ($0.03 per share).

BUSINESS SEGMENT RESULTS:

Effective August 1, 2016, the Company completed a number of changes to its organizational structure that resulted in a change in how the Company manages its businesses, allocates resources and measures performance. As a result, the Company has revised its segments into three new reporting segments to reflect how management currently reviews financial information and makes operating decisions. All prior period amounts have been adjusted to reflect the new reporting segment change. The new reporting structure is comprised of Research (Journals and related content and services), Publishing (Books and related content, Course Workflow, and Test Preparation) and Solutions (Online Program Management, Corporate Learning, and Professional Assessment).

RESEARCH:	2017	2016	% change	% change w/o FX (a)
Revenue:				
Journal Subscriptions	**$639,720**	$622,305	3%	6%
Author-Funded Access	**30,633**	25,671	19%	26%
Licensing, Reprints, Backfiles, and Other	**164,070**	178,802	-8%	-3%
Total Journal Revenue	**$834,423**	$826,778	1%	4%
Platform Services (Atypon)	**19,066**	-		
Total Revenue	**$853,489**	$826,778	3%	7%
Cost of Sales	**(219,773)**	(214,972)	2%	6%
Gross Profit	**$633,716**	$611,806	4%	7%
Gross Profit Margin	**74.3%**	74.0%		
Direct Expenses	**(208,148)**	(200,600)	4%	9%
Amortization of Intangibles	**(26,133)**	(24,725)	6%	13%
Allocated Shared Services	**(145,258)**	(131,389)	11%	13%
Restructuring Charges (See Note 6)	**(1,949)**	(2,982)		
Contribution to Profit	**$252,228**	$252,110	0%	2%
Contribution Margin	**29.6%**	30.5%		

(a) Adjusted to exclude the fiscal year 2017 and 2016 Restructuring Charges

Revenue:

Research revenue for fiscal year 2017 increased 3% to $853.5 million, or 7% excluding the unfavorable impact of foreign exchange. The increase was mainly driven by Journal Subscriptions ($35 million); incremental revenue from the recent acquisition of Atypon ($19 million); and Author-Funded Access growth ($7 million), partially offset by the unfavorable impact of foreign exchange ($28 million) and a decline in Licensing, Reprints, Backfiles and Other ($6 million).

As previously announced, the Company transitioned from issue-based to time-based digital journal subscription agreements for calendar year 2016. The transition to time-based digital journal subscription agreements shifted revenue from fiscal year 2016 to the remainder of calendar year 2016 (fiscal year 2017), which resulted in a favorable impact on revenue of approximately $34 million in fiscal year 2017. The change had no impact on free cash flow. The Company made these changes to simplify the contracting and administration of digital journal subscriptions.

The increase in Journal Subscription revenue was driven by the transition to time-based digital journal subscriptions ($34 million) and growth due to new titles ($1 million), partially offset by the unfavorable impact of foreign exchange translation ($18 million). Excluding the transition to time-based revenue and the impact of foreign exchange, journal subscription revenue was consistent with the prior period. As of April 30, 2017, calendar year 2017 journal subscription renewals were 1% higher than calendar year 2016 on a currency neutral basis with approximately 97% of targeted business under contract.

Author-Funded Access growth was driven by new titles and increased business ($7 million) with particularly strong growth associated with the Journal of the American Heart Association, partially offset by the unfavorable impact of foreign exchange translation ($2 million). The decrease in Licensing, Reprints, Backfiles, and Other was driven by a large backfile sale in the prior year ($10 million) and the unfavorable impact of foreign exchange translation ($9 million), partially offset by higher revenue from the licensing of intellectual content ($4 million).

Platform Services ($19 million) reflects revenue from the Company's recent acquisition of Atypon which closed on September 30, 2016. Platform Services includes publishing-software and services that enable scholarly and professional societies and publishers to deliver, host, enhance, market and manage their content on the web. In addition to providing its customers with dedicated technology resources, Atypon provides subscription licenses to its platform, Literatum, through contracts over one to five years in duration. Revenue is recognized evenly over the subscription period.

Revenue by Region is as follows:

	2017	**2016**	**% of Revenue**	**% change w/o FX**
Revenue by Region:				
Americas	**$358,528**	$317,100	42%	14%
EMEA	**457,274**	472,139	54%	2%
Asia-Pacific	**37,687**	37,539	4%	-2%
Total Revenue	**$853,489**	$826,778	100%	7%

Cost of Sales:

Cost of Sales for fiscal year 2017 increased 2% to $219.8 million, or 6% excluding the favorable impact of foreign exchange. The increase was mainly driven by incremental costs associated with the Atypon acquisition ($8 million); higher royalty costs due to the transition to time-based digital journal subscription agreements ($5 million) and society title growth ($4 million), partially offset by the favorable impact of foreign exchange translation ($9 million); lower inventory costs due to print run efficiency initiatives and increased digital products ($2 million); and other ($1 million), mainly product mix.

Gross Profit:

Gross Profit Margin increased 30 basis points to 74.3% in fiscal year 2017 due to favorable foreign exchange translation (20 basis points); lower journal production costs; and product mix.

Direct Expenses and Amortization:

Direct Expenses for fiscal year 2017 increased 4% to $208.1 million, or 9% excluding the favorable impact of foreign exchange. The increase was mainly driven by incremental costs associated with the Atypon acquisition ($10 million); higher content-related costs to support business growth ($4 million); and higher employment costs ($3 million), mainly merit increases and headcount, partially offset by the favorable impact of foreign exchange translation ($10 million). Amortization of Intangibles in fiscal year 2017 increased 6% to $26.1 million, or 13% excluding the favorable impact of foreign exchange. Higher amortization due to the Atypon acquisition ($1 million) and acquired publication rights ($2 million) were partially offset by the favorable impact of foreign exchange ($2 million).

Contribution to Profit:

Contribution to Profit for fiscal year 2017 of $252.2 million was flat with the prior year, but increased 2% excluding the unfavorable impact of foreign exchange and Restructuring Charges. Higher revenue and lower Restructuring Charges were offset by higher direct expenses; allocated shared services costs and the unfavorable impact of foreign exchange translation ($5 million). The increase in allocated shared service costs principally reflect higher technology costs to support new business growth. Contribution Margin was 29.6% compared to 30.5% in the prior year period.

Society Partnerships

For calendar year 2017, 6 new society contracts were signed with combined annual revenue of approximately $9 million and 15 society contracts were not renewed with combined annual revenue of approximately $9 million.

Journal Impact Index

In July 2016, Wiley announced an increase in impact factors across more than half of its indexed titles. According to the 2015 Journal Citation Reports ("JCR"), recently released by Thomson Reuters, 58% of Wiley journals increased their impact factor from 2014 to 2015. Wiley had 1,204 journals indexed (73% of the Wiley portfolio), an increase on the previous year, with 11 Wiley titles receiving their first impact factor in this year's JCR release. In addition, 26 Wiley journals achieved a top-category rank, including CA-A Cancer Journal for Clinicians (Impact Factor of 131.7, ranked #1 in Oncology), World Psychiatry (Impact Factor of 20.2, ranked #1 in Psychiatry – an increase of 42% on last year) and Biological Reviews (Impact Factor of 10.7, ranked #1 in Biology). The Thomson Reuters index is a barometer of journal influence across the research community.

Atypon Acquisition

On September 30, 2016, the Company acquired the net assets of Atypon Systems, Inc. ("Atypon"), a Silicon Valley-based publishing-software company, for approximately $121 million in cash, net of cash acquired. Atypon is a publishing software and service provider that enables scholarly and professional societies and publishers to deliver, host, enhance, market and manage their content on the web. Atypon is headquartered in Santa Clara, CA, with approximately 260 employees in the U.S. and EMEA. Atypon provides services through *Literatum*, an innovative platform that primarily serves the scientific, technical, medical and scholarly industry. This software gives publishers direct control over how their content is displayed, promoted and monetized on the web. Atypon generated over $31 million in calendar year 2015 revenue. *Literatum* hosts nearly 9,000 journals, 13 million journal articles and more than 1,800 publication web sites for over 1,500 societies and publishers, accounting for a third of the world's English-language scholarly journal articles. The *Literatum* platform will accelerate Wiley's technology roadmap and replace *Wiley Online Library*, the Company's current online publishing platform, starting in calendar year 2018.

PUBLISHING:	2017	2016	% change	% change w/o FX (a)
Revenue:				
STM and Professional Publishing	**$291,255**	$330,984	-12%	-9%
Education Publishing	**196,343**	229,989	-15%	-13%
Total Books and Reference Material	**$487,598**	$560,973	-13%	-11%
Course Workflow (WileyPLUS)	**62,348**	58,519	7%	7%
Online Test Preparation and Certification	**35,609**	28,115	27%	27%
Licensing, Distribution, Advertising and Other	**47,894**	48,121	-%	3%
Total Revenue	**$633,449**	$695,728	-9%	-7%
Cost of Sales	**(194,837)**	(215,150)	-9%	-7%
Gross Profit	**$438,612**	$480,578	-9%	-7%
Gross Profit Margin	**69.2%**	69.1%		
Direct Expenses	**(142,039)**	(159,768)	-11%	-9%
Amortization of Intangibles	**(9,803)**	(11,338)	-14%	-10%
Allocated Shared Services	**(159,471)**	(178,907)	-11%	-9%
Restructuring Charges (see Note 6)	**(1,596)**	(4,507)		
Contribution to Profit	**$125,703**	$126,058	0%	0%
Contribution Margin	**19.8%**	18.1%		

(a) Adjusted to exclude the fiscal year 2017 and 2016 Restructuring Charges

Revenue:

Publishing revenue for fiscal year 2017 decreased 9% to $633.4 million, or 7% excluding the unfavorable impact of foreign exchange. The decline was driven by lower Books and Reference Materials ($61 million) and the unfavorable impact of foreign exchange translation ($14 million), partially offset by growth in Course Workflow ($4 million); Online Test Preparation and Certification ($8 million); and Licensing, Distribution, Advertising and Other ($2 million).

The decline in Books and Reference Materials was mainly driven by softness in the book market; title reductions; and the impact of a large digital book sale in the prior year ($4 million). Education books continue to be impacted by rental and other market forces, while STM and Professional Books also saw a continued decline in demand for print books. Growth in Course Workflow reflected continued focus on digital course workflow with particular growth in accounting courses. Online Test Preparation and Certification growth was mainly driven by proprietary sales of the Company’s new college entrance examination ACT test preparation products and other professional test certification products. Licensing, Distribution, Advertising and Other growth was principally driven by licensing of intellectual property rights.

Revenue by Region is as follows:

	2017	2016	% of Revenue	% change w/o FX
Revenue by Region:				
Americas	**$417,325**	$446,335	66%	-6%
EMEA	**129,603**	158,925	20%	-9%
Asia-Pacific	**86,521**	90,468	14%	-5%
Total Revenue	**$633,449**	$695,728	100%	-7%

Cost of Sales:

Cost of Sales for fiscal year 2017 decreased 9% to $194.8 million, or 7% excluding the favorable impact of foreign exchange. The decrease was mainly driven by lower sales volume and favorable foreign exchange translation ($5 million).

Gross Profit:

Gross Profit Margin was 69.2% in fiscal year 2017 and consistent with the prior year period.

Direct Expenses and Amortization:

Direct Expenses for fiscal year 2017 decreased 11% to $142.0 million, or 9% excluding the favorable impact of foreign exchange. The reduction was driven by restructuring and other cost savings ($18 million) and favorable foreign exchange translation ($3 million), partially offset by merit increases ($1 million); higher accrued incentive compensation ($1 million); and higher employee benefit costs ($1 million). Amortization of Intangibles decreased $1.5 million to $9.8 million in fiscal year 2017 mainly due to fully amortized acquired publishing rights and favorable foreign exchange translation.

Contribution to Profit:

Contribution to Profit was $125.7 million in fiscal year 2017 and flat with the prior year period, both including and excluding the impact of foreign exchange and Restructuring Charges. Lower print book revenue and the unfavorable impact of foreign exchange translation ($3 million) were offset by restructuring and other cost savings; lower allocated distribution and occupancy shared service costs and lower Restructuring Charges. The reduction in allocated shared service costs reflects lower distribution costs due to volume and lower occupancy costs due to restructuring savings. Contribution Margin was 19.8% compared to 18.1% in the prior year.

Collaborations:

In August, Wiley announced a publishing agreement with Amazon Web Services (AWS) to introduce official study guide learning tools for the AWS Certification Program. The AWS Certification Program recognizes IT professionals that possess the skills and technical knowledge necessary for building and maintaining applications and services on the AWS Cloud. To earn an AWS Certification, individuals must demonstrate their proficiency in a particular area by passing an AWS Certification Exam.

SOLUTIONS:	2017	2016	% change	% change w/o FX (a)
Revenue:				
Online Program Management	**$111,638**	$96,469	16%	16%
Professional Assessment	**59,868**	57,370	4%	5%
Corporate Learning	**60,086**	50,692	19%	20%
Total Revenue	**$231,592**	$204,531	13%	14%
Cost of Sales	**(46,146)**	(36,055)	28%	29%
Gross Profit	**$185,446**	$168,476	10%	10%
Gross Profit Margin	**80.1%**	82.4%		
Direct Expenses	**(122,253)**	(116,758)	5%	5%
Amortization of Intangibles	**(13,733)**	(13,701)	-%	1%
Allocated Shared Services	**(32,851)**	(32,983)	-%	-%
Restructuring Charges (see Note 6)	**(1,787)**	(1,042)		
Contribution to Profit	**$14,822**	$3,992	271%	224%
Contribution Margin	**6.4%**	2.0%		

(a) Adjusted to exclude the fiscal year 2017 and 2016 Restructuring Charges

Revenue:

Solutions revenue for fiscal year 2017 increased 13% to $231.6 million, or 14% excluding the unfavorable impact of foreign exchange.

Growth in Online Program Management ($15 million) primarily reflects increased partners; new revenue generating programs; higher enrollments; and other related service revenue. As of April 30, 2017, Wiley had 39 university partners and 250 degree programs under contract compared to 38 university partners and 226 degree programs as of April 30, 2016. During fiscal year 2017, Wiley signed several new partners including George Mason University; Seton Hall University; St. John’s University; and the Vlerick Business School in Belgium.

Professional Assessment revenue growth ($3 million) was driven by increased post-hire assessment and retail revenue ($4 million), partially offset by a decline in pre-hire assessment revenue ($1 million) following portfolio actions to optimize longer-term profitable growth.

The increase in Corporate Learning ($9 million) reflected growth from existing customers in the core e-learning business, primarily in Europe.

Revenue by Region is as follows:

	2017	2016	% of Revenue	% change w/o FX
Revenue by Region:				
Americas	**$169,762**	$153,326	73%	11%
EMEA	**61,788**	51,157	27%	22%
Asia-Pacific	**42**	48	-%	-14%
Total Revenue	**$231,592**	$204,531	100%	14%

Cost of Sales:

Cost of Sales for the fiscal year 2017 increased 28% to $46.1 million, or 29% excluding the favorable effect of foreign exchange. The increase was mainly due to higher sales volume ($5 million), higher employment costs in Online Program Management ($3 million) and higher content development costs in Corporate Learning ($4 million) to support business growth, partially offset by other ($2 million), mainly restructuring and other cost savings.

Gross Profit:

Gross Profit Margin for fiscal year 2017 declined 230 basis points to 80.1% principally due to higher content and employment costs to support new business growth in Corporate Learning and Online Program Management.

Direct Expenses and Amortization:

Direct Expenses increased 5% to $122.3 million in fiscal year 2017. The increase was mainly driven by higher employment costs to support business growth in Corporate Learning and Online Program Management ($4 million); higher professional fees ($1 million); and other ($2 million), mainly conference sponsorship costs, partially offset by lower advertising spend due to timing and efficiencies achieved in Online Program Management ($2 million). Amortization of Intangibles of $13.7 million was consistent with the prior year.

Contribution to Profit:

Contribution to Profit was $14.8 million in fiscal year 2017 compared to $4.0 million in the prior year. The improvement was mainly driven by revenue growth in all areas, partially offset by investment to support new business growth in Online Program Management and Corporate Learning. Contribution Margin was 6.4% compared to 2.0% in the prior year period.

Ranku acquisition:

In September 2016, Wiley acquired Ranku, a recruitment technology and predictive analytics software company for universities, community colleges and state systems for $5 million. Ranku has been a partner to more than 1,000 online degree programs at the undergraduate and graduate level. Ranku also offers tech-enabled reporting that helps universities forecast what curriculum to develop based on real-time consumer demand and the needs of the labor market. Ranku plays a critical role in supporting enrollment growth and market research at its partner institutions.

Collaborations:

CrossKnowledge is partnering with O'Reilly Media's PubFactory to provide organizations with a curated solution to access the very best library of world class IT and business information published by Wiley brands and imprints. Used in combination with other CrossKnowledge learning formats, OpenBooks creates customized training paths and allows employees to search and instantly find relevant sections to answer their technical or business questions.

SHARED SERVICES AND ADMINISTRATIVE COSTS:

Dollars in thousands	2017	2016	% Change	% Change w/o FX (a)
Distribution and Operation Services	**$75,806**	$80,043	-5%	-1%
Technology and Content Management	**266,801**	258,641	3%	5%
Finance	**47,049**	46,759	1%	3%
Other Administration	**117,659**	131,803	-11%	-9%
One-time Pension Settlement (see Note 15)	**8,842**	-		
Restructuring Charges (see Note 6)	**8,023**	20,080		
Total	**$524,180**	$537,326	-2%	2%

(a) Adjusted to exclude the fiscal year 2017 and 2016 Restructuring Charges and the fiscal year 2017 Pension Settlement

Shared Services and Administrative Costs for fiscal year 2017, which included a one-time pension settlement adjustment ($9 million) recorded in fiscal year 2017, decreased 2% to $524.2 million but increased 2% excluding the favorable impact of foreign exchange. The Company announced a voluntary, limited-time opportunity for terminated vested employees who were participants in the U.S. defined benefit retirement plan to elect a single lump sum payment of accumulated benefits. The aggregate amount of payments under this one time election was $28.3 million, which was paid from Pension Plan assets in October 2016.

The favorable impact of foreign exchange translation decreased Shared Services and Administrative Costs by $11 million. The decrease in Distribution and Operation Services costs reflects lower shipping costs ($2 million) on reduced print book volumes and continued conversion to digital journals, mostly offset by higher process consulting fees ($1 million). Technology and Content Management increased mainly due to higher spending for the Company's ERP and related systems ($6 million); incremental Atypon costs ($1 million); higher system development costs and related depreciation ($6 million); higher license, maintenance and hosting costs ($3 million); partially offset by restructuring and other cost savings ($4 million). Finance costs increased mainly due to tax consulting and professional fees. Other Administration Costs decreased mainly due to one-time benefits related to changes in the Company's retiree and long-term disability health plans ($4 million); a life insurance recovery settlement in the current year ($2 million); a disability settlement charge in the prior year ($2 million); lower accrued incentives compensation ($3 million); and higher legal provisions in the prior year ($2 million); partially offset by higher consulting costs ($1 million).

The Company uses occupied square footage of space; number of employees; units shipped; specific identification/activity-based; gross profit; revenue and number of invoices to allocate shared service costs to each business segment.

LIQUIDITY AND CAPITAL RESOURCES:

The Company's Cash and Cash Equivalents balance was $58.5 million at the end of fiscal year 2017, compared with $363.8 million a year earlier. Cash Provided by Operating Activities in fiscal year 2017 decreased $35.5 million from fiscal year 2016 to $314.5 million principally due to lower accounts and royalties payable ($24 million) due to the timing of vendor payments; higher accounts receivable ($15 million) due to the timing of customer payments; higher incentive compensation payments ($5 million); and higher employee retirement plan contributions ($5 million), partially offset by lower payments related to the Company's restructuring programs ($7 million) lower income tax payments ($5 million); and other working capital changes.

The Company's working capital can be negative due to the seasonality of its businesses. The primary driver of the negative working capital is unearned deferred revenue related to subscriptions for which cash has been collected in advance. Cash received in advance for subscriptions is used by the Company for a number of purposes including acquisitions; debt repayments; funding operations; dividend payments; and purchasing treasury shares. The deferred revenue will be recognized as income when the products are shipped or made available online to the customers over the term of the subscription. Current liabilities as of April 30, 2017 include $436.2 million of such deferred subscription revenue for which cash was collected in advance.

Cash Used for Investing Activities in fiscal year 2017 was $242.6 million compared to $151.4 million in the prior year. In fiscal year 2017, the Company invested $154.8 million in acquisitions, compared to $20.4 million in the prior year. Fiscal year 2017 includes the acquisitions of Atypon ($121 million) and Ranku ($5 million), net of cash acquired. Other acquisitions in both periods reflect the acquisition of publication rights for society journals.

Book Composition and Other Product Development Spending was $37.6 million in fiscal year 2017 compared to $37.3 million in the prior year. Cash used for technology, property and equipment was $110.7 million in fiscal year 2017 compared to $93.7 million in the prior year. The increase mainly reflects capital spending related to the renovation of the Company's headquarters ($21 million) and increased spend on ERP and related systems ($1 million), partially offset by lower capital spending on other computer software ($9 million).

In fiscal year 2017, the Company received $60.4 million in proceeds related to the settlement of a foreign exchange forward contract that was entered into in fiscal year 2016 to manage foreign currency exposures on intercompany loans. Prior to its settlement, the notional amount of the foreign exchange forward contract was 274 million pounds sterling.

Projected capital spending for Technology, Property and Equipment and Book Composition and Other Product Development Spending for fiscal year 2018 is forecast to be approximately $110 million and $40 million, respectively. Projected spending for author advances, which is classified as an operating activity, is forecast to be approximately $110 million for fiscal year 2018.

As discussed in more detail in Note 11 "Income Taxes", in fiscal year 2017, the Company received an unfavorable decision from the German Federal Fiscal Court that resulted in the forfeiture of cumulative deposits made by the Company to German tax authorities of approximately 56.6 million euros (approximately $61.7 million). The deposits were included in the Income Tax Deposits line item in the Consolidated Statements of Financial Position and are no longer reimbursable to the Company.

Cash Used for Financing Activities was $346.2 million in fiscal year 2017 compared to $285.7 million in the prior year. During fiscal year 2017, net debt repayments were $240.0 million compared to $145.1 million in the prior year. The Company's net debt (debt less cash and cash equivalents) increased $65.3 million from the prior year to $306.5 million.

During fiscal year 2017, the Company repurchased 953,188 shares of common stock at an average price of $52.80 compared to 1,432,284 shares at an average price of $48.86 in the prior year. As of April 30, 2017, the Company has authorization from its Board of Directors to purchase up to 3,793,648 additional shares. In fiscal year 2017, the Company increased its quarterly dividend to shareholders by 3% to $0.31 per share versus $0.30 per share in the prior year. Higher proceeds from the exercise of stock options mainly reflected a higher volume of stock option exercises in fiscal year 2017 compared to the prior year.

Cash and Cash Equivalents held outside the U.S. were approximately $48 million as of April 30, 2017. The balances in equivalent U.S. dollars were comprised primarily of pound sterling ($4 million), euros ($16 million), Singapore dollars ($3 million), Australian dollars ($5 million), and other ($20 million). Maintenance of these cash and cash equivalent balances outside the U.S. does not have a material impact on the liquidity or capital resources of the Company's global, including U.S., operations. Cash and cash equivalent balances outside the U.S. may be subject to U.S. taxation, if repatriated. The Company intends to reinvest cash outside the U.S. except in instances where repatriating such earnings would result in no additional income tax. Accordingly, the Company has not accrued for U.S. income tax on the repatriation of non-U.S. earnings. If such earnings were repatriated, the Company estimates that the U.S. income tax liability could range from less than $1 million to as much as $20 million.

As of April 30, 2017, the Company had approximately $365 million of debt outstanding and approximately $742 million of unused borrowing capacity under its Revolving Credit and other facilities. The Company believes that its operating cash flow, together with its revolving credit facilities and other available debt financing, will be adequate to meet its operating, investing and financing needs in the foreseeable future, although there can be no assurance that continued or increased volatility in the global capital and credit markets will not impair its ability to access these markets on terms commercially acceptable. The Company does not have any off-balance-sheet debt.

FISCAL YEAR 2016 SUMMARY RESULTS

Revenue:

Revenue for fiscal year 2016 decreased 5% to $1,727.0 million, or 2% excluding the unfavorable impact of foreign exchange. The decrease was mainly driven by a decline in print books ($44 million) and the previously announced transition to time-based digital journal subscription agreements for calendar year 2016 ($37 million), partially offset by growth in Online Program Management (Deltak) ($14 million); Corporate Learning (CrossKnowledge) ($13 million); online test preparation and certification ($6 million); new product formats in Education ($6 million); digital books ($4 million) and other ($4 million).

As previously announced the Company transitioned from issue-based to time-based digital journal subscription agreements for calendar year 2016. The transition to time-based digital journal subscription agreements shifted approximately $37 million of revenue from fiscal year 2016 to the remainder of calendar year 2016 (fiscal year 2017). The change had no impact on free cash flow. The Company made these changes to simplify the contracting and administration of digital journal subscriptions.

Cost of Sales and Gross Profit:

Cost of sales for fiscal year 2016 decreased 7% to $465.9 million, or 4% excluding the favorable impact of foreign exchange. The decrease was mainly driven by lower sales volume ($8 million); cost savings from outsourcing and procurement initiatives and lower cost digital products ($13 million); lower royalty cost due to the transition to time-based digital journal subscription agreements ($5 million) and other ($4 million), mainly lower composition costs, partially offset by higher royalty rates on society owned journals ($5 million); growth in Corporate Learning (CrossKnowledge) ($4 million) and Online Program Management (Deltak) ($2 million).

Gross profit margin for fiscal year 2016 increased 40 basis points to 73.0% mainly driven by growth in higher margin digital products (70 basis points), partially offset by the impact of transitioning to time-based digital journal subscription agreements.

Operating and Administrative Expenses:

Operating and administrative expense for fiscal year 2016 decreased 1% to $994.6 million, but increased 2% excluding the favorable impact of foreign exchange. The increase reflects higher student recruitment costs to support new Online Program Management (Deltak) programs ($14 million); investment in the Company's ERP and related systems ($13 million) and other technology development and maintenance ($17 million); higher employment costs ($13 million), mainly merit increases and higher accrued variable incentive compensation; investments in Corporate Learning (CrossKnowledge) ($11 million); and higher process reengineering consulting ($4 million) and legal costs ($4 million). Restructuring and other cost savings initiatives ($41 million); synergies from the Talent Solution-Assessment business ($6 million); and lower distribution costs due to lower sales volumes of print books and journals ($2 million) partially offset the cost increases.

Restructuring Charges:

Beginning in fiscal year 2013, the Company initiated a program (the "Restructuring and Reinvestment Program") to restructure and realign its cost base with current and anticipated future market conditions. The Company is targeting a majority of the cost savings achieved to improve margins and earnings, while the remainder will be reinvested in high growth digital business opportunities.

In fiscal years 2016 and 2015, the Company recorded pre-tax restructuring charges of $28.6 million ($0.32 per share) and $28.8 million ($0.34 per share), respectively, related to this program. These charges are reflected in Restructuring Charges in the Consolidated Statements of Income and summarized in the following table (in thousands):

	2016	**2015**	**Total Charges Incurred to Date**
Charges by Segment:			
Research	**$2,982**	$4,555	$18,207
Publishing	**4,507**	5,956	30,616
Solutions	**1,042**	-	1,042
Shared Services	**20,080**	18,293	74,724
Total Restructuring Charges	**$28,611**	$28,804	$124,589
Charges (Credits) by Activity:			
Severance	**$16,443**	$17,093	$79,204
Process reengineering consulting	**7,191**	301	18,666
Other activities	**4,977**	11,410	26,719
Total Restructuring Charges	**$28,611**	$28,804	$124,589

Other Activities reflects leased facility consolidations, contract termination costs and the curtailment of certain defined benefit pension plans.

Amortization of Intangibles:

Amortization of intangibles decreased $1.5 million in fiscal year 2016 mainly due to the effect of foreign exchange.

Interest Expense/Income, Foreign Exchange and Other:

Interest expense for fiscal year 2016 decreased $0.4 million to $16.7 million due to a decrease in the Company's average borrowing rate from 2.1% to 2.0%, partially offset by higher average debt balances outstanding. Foreign exchange transaction gains decreased from $1.7 million to $0.5 million in fiscal year 2016.

Provision for Income Taxes:

The effective tax rate for fiscal year 2016 was 16.6% compared to 21.6% in the prior year. In fiscal year 2016, the Company recorded non-cash deferred tax benefits of $5.9 million ($0.10 per share), principally associated with new tax legislation enacted in the United Kingdom ("U.K.") that reduced the future U.K. statutory income tax rates by 2%. The benefits reflect the remeasurement of all applicable U.K. deferred tax balances to the new income tax rates of 19% effective April 1, 2017 and 18% effective April 1, 2020. In fiscal year 2015, the Company recognized a non-recurring tax benefit of $3.1 million ($0.05 per share) related to tax deductions claimed on the write-up of certain foreign tax assets to fair market value. Excluding the impact of the tax benefits described above, the Company's effective tax rate decreased from 22.9% to 19.9% principally due to lower foreign tax rates, a tax reserve release and a lower proportion of income from the U.S. at higher tax rates.

Earnings Per Share:

Earnings per diluted share for fiscal year 2016 decreased $0.49 per share to $2.48 per share, or $0.43 per share excluding the current ($0.32 per share) and prior year ($0.34 per share) restructuring charges, the current year deferred tax benefit on the U.K. rate change ($0.10 per share), the prior year non-recurring tax benefit ($0.05 per share) and the unfavorable impact of foreign exchange ($0.13 per share). The decline was mainly driven by the transition to time-based digital journal subscription agreements ($0.42 per share); investments in the Company's ERP and related systems, Online Program Management (Deltak) and Corporate Learning (CrossKnowledge), partially offset by restructuring and other cost savings initiatives.

BUSINESS SEGMENT RESULTS:

Effective August 1, 2016, the Company completed a number of changes to its organizational structure that resulted in a change in how the Company manages its businesses, allocates resources and measures performance. As a result, the Company has revised its segments into three new reporting segments to reflect how management currently reviews financial information and makes operating decisions. All prior period amounts have been adjusted to reflect the new reporting segment change. The new reporting structure is comprised of Research (Journals, related content and services), Publishing (Books and related content, Course Workflow, and Test Preparation) and Solutions (Online Program Management, Corporate Learning, and Professional Assessment).

RESEARCH:	2016	2015	% change	% change w/o FX (a)
Revenue:				
Journal Subscriptions	**$622,305**	$682,692	-9%	-5%
Author-Funded Access	**25,671**	22,388	15%	21%
Licensing, Reprints, Backfiles, and Other	**178,802**	189,610	-6%	-1%
Total Revenue	**$826,778**	$894,690	-8%	-4%
Cost of Sales	**(214,972)**	(226,439)	-5%	-1%
Gross Profit	**$611,806**	$668,251	-8%	-5%
Gross Profit Margin	**74.0%**	74.7%		
Direct Expenses	**(200,600)**	(203,738)	-2%	3%
Amortization of Intangibles	**(24,725)**	(25,104)	-2%	-4%
Allocated Shared Services	**(131,389)**	(132,725)	-1%	2%
Restructuring Charges (See Note 6)	**(2,982)**	(4,555)	-35%	-35%
Contribution to Profit	**$252,110**	$302,129	-17%	-13%
Contribution Margin	**30.5%**	33.8%		

(a) Adjusted to exclude the fiscal year 2016 and 2015 Restructuring Charges

Revenue:

Research revenue for fiscal year 2016 decreased 8% to $826.8 million, or 4% excluding the unfavorable impact of foreign exchange. As previously announced, the Company transitioned from issue-based to time-based digital journal subscription agreements for calendar year 2016. The change shifted approximately $37 million of revenue from fiscal year 2016 to the remainder of calendar year 2016 (fiscal year 2017). The change had no impact on free cash flow. The Company made these changes to simplify the contracting and administration of digital journal subscriptions. Excluding the impact of the transition to time-based subscriptions and foreign exchange, Research revenue was flat with the prior year.

Journal Subscriptions revenue decreased 5% on a currency neutral basis mainly due the impact of moving to time-based digital journal subscriptions ($37 million) and the trailing effects of the Swets bankruptcy ($3 million). As previously disclosed, Swets Information Services, a global library subscription agent based in Amsterdam, declared bankruptcy in late September 2014. Excluding the impact of transitioning to time-based journal subscription agreements and foreign exchange, Journal Subscription revenue was flat with the prior year. As of April 30, 2016, calendar year 2016 journal subscription renewals were 1% higher than calendar year 2015 billings on a constant currency basis with approximately 95% of targeted business under contract for the 2016 calendar year.

Author-Funded Access, which represents article publication fees that provide for free access to articles, grew $3.3 million in fiscal year 2016. Licensing, Reprints, Backfiles and Other revenue of $178.8 million decreased 1% from the prior year on a constant currency basis.

Cost of Sales:

Cost of Sales for fiscal year 2016 decreased 5% to $215.0 million, or 1% excluding the favorable impact of foreign exchange. The decrease was mainly driven by lower royalty costs due to the transition to time-based digital journal subscription agreements ($5 million) and lower cost digital products, partially offset by higher royalty rates on society owned journals ($5 million).

Gross Profit:

Gross Profit Margin decreased 70 basis points to 74.0% in fiscal year 2016 mainly due to the impact of transitioning to time-based digital journal subscription agreements.

Direct Expenses and Amortization:

Direct Expenses for fiscal year 2016 decreased 2% to $200.6 million, but increased 3% excluding the favorable impact of foreign exchange. The increase was mainly driven by merit increases; higher legal and process reengineering consulting fees; and higher accrued incentive compensation, partially offset by restructuring savings and cost containment initiatives. Amortization of Intangibles decreased $0.4 million to $24.7 million in fiscal year 2016 mainly due to the favorable impact of foreign exchange.

Contribution to Profit:

Contribution to Profit for fiscal year 2016 decreased 17% to $252.1 million, or 13% excluding the unfavorable impact of foreign exchange and the current and prior year Restructuring Charges. The decrease was principally driven by the impact of the transition to time-based journal subscriptions; higher royalty rates on society owned journals; and higher employment costs, partially offset by restructuring and other cost savings. Contribution Margin was 30.5% compared to 33.8% in the prior year period.

Society Partnerships

In fiscal year 2016, 6 new society journals were signed with combined annual revenue of approximately $12 million; 87 journals were renewed/extended with approximately $54 million in combined annual revenue; and 18 journals were not renewed with combined annual revenue of approximately $11 million.

Journal Impact Index

In July 2015, Wiley announced a strong performance in the number of its journal titles indexed in the Thomson Reuters® 2014 Journal Citation Reports (JCR). A total of 1,200 Wiley titles were indexed, with 24 Wiley journals achieving the top rank in their respective categories and 240 achieving a top 10 ranking. The Thomson Reuters index is a barometer of journal influence across the research community.

PUBLISHING:	2016	2015	% change	% change w/o FX (a)
Revenue:				
STM and Professional Publishing	**$330,984**	$398,288	-17%	-14%
Education Publishing	**229,989**	229,245	-%	4%
Total Books and Reference Material	**$560,973**	$627,533	-11%	-7%
Course Workflow (WileyPLUS)	**58,519**	54,200	8%	10%
Online Test Preparation and Certification	**28,115**	22,119	27%	27%
Licensing, Distribution, Advertising and Other	**48,121**	43,253	11%	13%
Total Revenue	**$695,728**	$747,105	-7%	-4%
Cost of Sales	**(215,150)**	(242,604)	-11%	-9%
Gross Profit	**$480,578**	$504,501	-5%	-1%
Gross Profit Margin	**69.1%**	67.5%		
Direct Expenses	**(159,768)**	(193,993)	-18%	-15%
Amortization of Intangibles	**(11,338)**	(11,823)	-4%	12%
Allocated Shared Services	**(178,907)**	(195,087)	-8%	-6%
Restructuring Charges (see Note 6)	**(4,507)**	(5,956)	-24%	-24%
Contribution to Profit	**$126,058**	$97,642	29%	33%
Contribution Margin	**18.1%**	13.1%		

(a) Adjusted to exclude the fiscal year 2016 and 2015 Restructuring Charges

Revenue:

Publishing revenue for fiscal year 2016 decreased 7% to $695.7 million, or 4% excluding the unfavorable impact of foreign exchange. The decrease was driven by a decline in Books and Reference Material, partially offset by growth in Online Test Preparation and Certification; Course Workflow (WileyPLUS); and Licensing, Distribution, Advertising and Other.

Books and Reference Material decreased 11% to $561.0 million, or 7% excluding the unfavorable impact of foreign exchange. The decrease was mainly driven by continued retail softness and channel consolidation, particularly in EMEA and Asia; lower enrollments in higher education and increased market penetration by textbook rental businesses.

The increase in Online Test Preparation and Certification was driven by new editions of GMAT titles and growth in proprietary sales of the Company’s CPA, CFA and CMA online certification products. Course Workflow (WileyPLUS) increased 8% to $58.5 million due to new and digital formats. Licensing, Distribution, Advertising and Other increased from $43.3 million to $48.1 million in fiscal year 2016.

Cost of Sales:

Cost of Sales for fiscal year 2016 decreased 11% to $215.2 million, or 9% excluding the favorable impact of foreign exchange. The decrease was mainly driven by lower sales volume; savings from procurement initiatives and lower cost digital products; and lower composition costs and print inventory obsolescence provisions.

Gross Profit:

Gross Profit Margin increased by 160 basis points to 69.1% in fiscal year 2016. The improvement was mainly driven by savings from procurement initiatives, lower cost digital products, lower composition costs and print inventory obsolescence provisions.

Direct Expenses and Amortization:

Direct Expenses for fiscal year 2016 decreased 18% to $160.0 million, or 15% excluding the favorable impact of foreign exchange. The reduction was driven by restructuring and other cost savings, partially offset by higher accrued variable incentive compensation and merit increases. Amortization of Intangibles decreased $0.5 million to $11.3 million in fiscal year 2016.

Contribution to Profit:

Contribution to Profit for fiscal year 2016 was $126.1 million compared to $97.6 million in the prior year. The improvement was mainly driven by restructuring and other cost savings, gross margin improvement and reduced technology investment. Contribution Margin for fiscal year 2016 increased from 13.1% to 18.1%.

Test Preparation Partnership

Wiley announced a partnership with ACT, the nation's leader in college and career readiness, to enhance both organizations' test prep product offerings and take over as the exclusive publisher for ACT's The Real ACT® Prep Guide beginning in January 2016. Maker of the ACT test and ACT WorkKeys®, among other respected assessment programs, ACT (American College Test) is committed to providing insights that help individuals better prepare for success throughout their lives—from education through career.

SOLUTIONS:	**2016**	**2015**	**% change**	**% change w/o FX (a)**
Revenue:				
Online Program Management	**$96,469**	81,593	18%	18%
Professional Assessment	**57,370**	57,035	1%	1%
Corporate Learning	**50,692**	42,017	21%	31%
Total Revenue	**$204,531**	$180,645	13%	16%
Cost of Sales	**(36,055)**	(30,640)	18%	20%
Gross Profit	**$168,476**	$150,005	12%	15%
Gross Profit Margin	**82.4%**	83.0%		
Direct Expenses	**(116,758)**	(105,129)	11%	14%
Amortization of Intangibles	**(13,701)**	(14,288)	-4%	-1%
Allocated Shared Services	**(32,983)**	(29,949)	10%	13%
Restructuring Charges (see Note 6)	**(1,042)**	-	-%	-%
Contribution to Profit	**$3,992**	$639	525%	462%
Contribution Margin	**2.0%**	0.4%		

(a) Adjusted to exclude the fiscal year 2016 Restructuring Charges

Revenue:

Solutions revenue for fiscal year 2016 increased 13% to $204.5 million, or 16% excluding the unfavorable impact of foreign exchange.

Online Program Management grew 18% to $96.5 million reflecting higher enrollments; an increase in institutional partners and programs generating revenue; and growth in fee-for-service agreements. As of April 30, 2016, the Company had 38 partners and 226 degree programs under contract, compared to 38 partners and 200 programs as of April 30, 2015. As of April 30, 2016, 186 of the Company's 226 degree programs were revenue generating.

Professional Assessment revenue grew 1% in fiscal year 2016 and was driven by higher post-hire assessment revenue, partially offset by an expected decline in pre-hire assessment revenue following portfolio actions to optimize longer-term profitable growth.

Corporate Learning revenue grew 21% to $50.7 million, or 31% excluding the unfavorable impact of foreign exchange. The growth was mainly driven by new customers, including the expansion into the U.S. market, and renewals for existing customers, with France, U.S. and Central and South American markets driving the results.

Cost of Sales:

Cost of sales for fiscal year 2016 increased 18% to $36.1 million, or 20% excluding the favorable impact of foreign exchange. The increase was mainly driven by higher Corporate Learning ($4 million) and Online Program Management ($2 million) costs due to business growth.

Gross Profit:

Gross Profit Margin decreased 60 basis points to 82.4% in fiscal year 2016.

Direct Expenses and Amortization:

Direct Expenses increased 11% to $116.8 million, or 14% excluding the favorable impact of foreign exchange. The increase was mainly driven by student recruitment costs to support new Online Program Management programs ($14 million) and Corporate Learning business growth ($8 million), partially offset by restructuring and other cost savings ($6 million) and other ($2 million). Amortization of Intangibles of $13.7 million was flat with the prior year on a constant currency basis.

Contribution to Profit:

Contribution to Profit for fiscal year 2016 increased $3.4 million to $4.0 million in fiscal year 2016. The increase was mainly driven by restructuring and other cost savings, partially offset by investment in Online Program Management (Deltak) programs. Contribution Margin was 2.0% compared to 0.4% in the prior year.

Junior Achievement Program

CrossKnowledge and Junior Achievement USA® announced a joint partnership that will bring digital learning solutions to thousands of students and educators. As part of the agreement, CrossKnowledge has donated the use of its Learning Management System (LMS) to Junior Achievement USA (JA) for the next five years (starting in 2016) through the CrossKnowledge Foundation. This in-kind contribution is one of the largest of its kind in the history of JA. By 2020, we expect that CrossKnowledge programs will reach 1.6 million JA users.

CrossKnowledge/L'Oréal platform:

CrossKnowledge announced the creation of MySalon-Edu.com, an online platform that focuses on salon education, in conjunction with L'Oréal group. The e-cademy massive online open course (MOOC) was created for professional hairdressers and beauticians.

SHARED SERVICES AND ADMINISTRATIVE COSTS:

Dollars in thousands	2016	2015	% Change	% Change w/o FX (a)
Distribution and Operation Services	**$80,043**	$85,758	-7%	-2%
Technology and Content Management	**258,641**	245,415	5%	8%
Finance	**46,759**	49,570	-6%	-2%
Other Administration	**131,803**	121,396	9%	12%
Restructuring Charges (see Note 6)	**20,080**	18,293		
Total	**$537,326**	$520,432	3%	6%

(a) Adjusted to exclude the fiscal year 2016 and 2015 Restructuring Charges

Shared Services and Administrative Costs for fiscal year 2016 increased 3% to $537.3 million, or 6% on a currency neutral basis and excluding the current and prior year Restructuring Charges. Lower Distribution and Operation Services costs mainly reflect lower journal shipping and handling costs ($2 million). Technology and Content Management increased mainly due to investments in the Company's ERP and related systems ($13 million); higher license, maintenance and hosting costs ($11 million); investments in Corporate Learning (CrossKnowledge) and Online Program Management (Deltak) programs ($3 million); and merit increases ($2 million), partially offset by restructuring and other cost savings ($12 million). Finance costs decreased 2% on a currency neutral basis mainly due to restructuring and other cost savings. Other Administration costs increased mainly due to higher employment costs ($8 million); higher legal costs ($3 million); Online Program Management (Deltak) program growth ($2 million); and process reengineering consulting costs ($2 million).

U.S. Distribution Outsourcing:

As part of the Company's restructuring initiatives, in November 2015, Wiley entered into an agreement to outsource its US-based print textbook fulfillment operations to Cengage Learning, with the aim of creating a more efficient and variable cost model. As of April 30, 2016 these operations were fully transitioned to Cengage.

The Company uses occupied square footage of space; number of employees; units shipped; specific identification/activity-based; gross profit; revenue and number of invoices to allocate shared service costs to each business segment.

LIQUIDITY AND CAPITAL RESOURCES:

The Company's Cash and Cash Equivalents balance was $363.8 million at the end of fiscal year 2016, compared with $457.4 million a year earlier. Cash Provided by Operating Activities in fiscal year 2016 decreased $5.2 million from fiscal year 2015 to $350.0 million principally due to the timing of vendor and royalty payments ($28 million); higher employee retirement plan contributions ($6 million); and higher royalty advance payments due to higher royalty rates on society owned journals and new society contracts ($5 million), partially offset by lower annual incentive compensation payments ($15 million); lower income tax payments and deposits ($11 million); lower payments related to the Company's restructuring programs ($2 million); and timing of journal subscription cash collections. The change in deferred revenue was driven by lower non-cash earnings mainly due to the impact of transitioning to time-based digital journal subscription agreements; foreign exchange; and timing of cash collections.

Cash Used for Investing Activities in fiscal year 2016 was $151.4 million compared to $279.7 million in the prior year. Fiscal year 2015 includes the acquisition of CrossKnowledge (Corporate Learning) for approximately $166 million in cash, net of cash acquired. The acquisition was funded through the use of the existing credit facilities and available cash and did not have an impact on the Company's ability to meet other operating, investing and financing needs. Acquisitions in fiscal year 2016 mainly reflect the acquisition of publication rights for society journals. During fiscal year 2015, the Company received $1.1 million of escrow proceeds from the sale of certain consumer publishing assets in fiscal year 2013 which represented the final amounts due to the Company from the sale of those assets.

Composition spending was $37.3 million in fiscal year 2016 compared to $39.4 million in the prior year. Cash used for technology, property and equipment was $93.7 million in fiscal year 2016 compared to $69.1 million in the prior year. The increase mainly reflects investment in the Company's ERP and related systems ($18 million) and other technology infrastructure.

Cash Used for Financing Activities was $285.7 million in fiscal year 2016 compared to $61.0 million in the prior year. During fiscal year 2016, net debt repayments were $145.1 million compared to borrowings of $47.7 million in the prior year. The Company's net debt (debt less cash and cash equivalents) decreased $51.4 million from the prior year to $241.2 million.

On March 1, 2016, the Company amended and extended its existing revolving credit agreement ("RCA") with a syndicated bank group led by Bank of America. The previous RCA consisted of a $940 million senior revolving credit facility due on November 2, 2016. The new agreement consists of a $1.1 billion five-year senior revolving credit facility payable March 1, 2021. The proceeds of the amended facility will be used for general corporate purposes including seasonal operating cash requirements investments in technology systems and new businesses, and strategic acquisitions. Under the agreement, which can be drawn in multiple currencies, the Company has the option of borrowing at the following floating interest rates: (i) at a rate based on the London Interbank Offered Rate ("LIBOR") plus an applicable margin ranging from 0.98% to 1.50%, depending on the Company's consolidated leverage ratio, as defined, or (ii) for U.S. dollar-denominated loans only, at the lender's base rate plus an applicable margin ranging from zero to 0.45%, depending on the Company's consolidated leverage ratio. The lender's base rate is defined as the highest of (i) the U.S. federal funds effective rate plus a 0.50% margin, (ii) the Eurocurrency rate, as defined, plus a 1.00% margin, or (iii) the Bank of America prime lending rate. In addition, the Company pays a facility fee ranging from 0.15% to 0.25% depending on the Company's consolidated leverage ratio. The Company also has the option to request an additional credit limit increase of up to $350 million in minimum increments of $50 million, subject to the approval of the lenders. The credit agreement contains certain restrictive covenants related to the Company's consolidated leverage ratio and interest coverage ratio, which the Company was in compliance with as of April 30, 2016. Due to the fact that there are no principal payments due until the end of the agreement in fiscal year 2021, the Company has classified its entire debt obligation related to this facility as long-term which was approximately $605.0 million as of April 30, 2016. As of April 30, 2015, the entire debt obligation related to the previous facility of approximately $750.1 was classified as long-term. As part of the amendment, the Company paid $3.4 million in debt financing costs in fiscal year 2016 which were capitalized and included in the Other Assets line item in the Consolidated Statements of Financial Position. The total notional amount of the fixed interest rate swap agreements associated with the Company's revolving credit facility was $500.0 million as of April 30, 2016.

On August 6, 2015, the Company amended its December 22, 2014 364-day U.S. dollar revolving credit facility reinstated every 30 days with Santander Bank, N.A. by increasing the facility to $100 million from $50 million. The additional $50 million was drawn during August and used to repay a portion of the senior revolving credit facility. The facility was equally ranked with the Company's previous agreement with Bank of America - Merrill Lynch and The Royal Bank of Scotland plc, and TD Bank, N.A. The facility was fully paid on April 29, 2016. This facility's termination date was May 23, 2016 and was not renewed.

During fiscal year 2016, the Company repurchased 1,432,284 shares of common stock at an average price of $48.86 compared to 1,082,502 shares at an average price of $57.26 in the prior year. In fiscal year 2016, the Company increased its quarterly dividend to shareholders by 3% to $0.30 per share versus $0.29 per share in the prior year. Lower proceeds from the exercise of stock options mainly reflected lower stock option exercises in fiscal year 2016 compared to the prior year.

The Company's operating cash flow is affected by the seasonality and timing of receipts from its Research journal subscriptions and its education book business. Cash receipts for calendar year Research subscription journals occur primarily from December through April. Reference is made to the Customer Credit Risk section, which follows, for a description of the impact on the Company as it relates to independent journal agents' financial position and liquidity. Sales primarily in the U.S. higher education market tend to be concentrated in June through August, and again in November through January. Due to this seasonality, the Company normally requires increased funds for working capital from May through October.

Cash and Cash Equivalents held outside the U.S. were approximately $339 million as of April 30, 2016. The balances in equivalent U.S. dollars were comprised primarily of pound sterling ($222 million), euros ($46 million), Singapore dollars ($19 million), U.S. dollars ($18 million), Australian dollars ($14 million), and other ($20 million). Maintenance of these cash and cash equivalent balances outside the U.S. does not have a material impact on the liquidity or capital resources of the Company's global, including U.S., operations. Cash and cash equivalent balances outside the U.S. may be subject to U.S. taxation, if repatriated. The Company intends to reinvest cash outside the U.S. except in instances where repatriating such earnings would result in no additional income tax. Accordingly, the Company has not accrued for U.S. income tax on the repatriation of non-U.S. earnings.

As of April 30, 2016, the Company had approximately $605 million of debt outstanding and approximately $602 million of unused borrowing capacity under its Revolving Credit and other facilities. The Company believes that its operating cash flow, together with its revolving credit facilities and other available debt financing, will be adequate to meet its operating, investing and financing needs in the foreseeable future, although there can be no assurance that continued or increased volatility in the global capital and credit markets will not impair its ability to access these markets on terms commercially acceptable. The Company does not have any off-balance-sheet debt.

The Company's working capital can be negative due to the seasonality of its businesses. The primary driver of the negative working capital is unearned deferred revenue related to subscriptions for which cash has been collected in advance. Cash received in advance for subscriptions is used by the Company for a number of purposes including acquisitions; debt repayments; funding operations; dividend payments; and purchasing treasury shares. The deferred revenue will be recognized as income when the products are shipped or made available online to the customers over the term of the subscription. Current liabilities as of April 30, 2016 include $426.5 million of such deferred subscription revenue for which cash was collected in advance.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES:

The preparation of the Company's financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities as of the date of the financial statements, and reported amounts of revenue and expenses during the reporting period. Management continually evaluates the basis for its estimates. Actual results could differ from those estimates, which could affect the reported results. Note 2 of the "Notes to Consolidated Financial Statements" includes a summary of the significant accounting policies and methods used in preparation of our Consolidated Financial Statements. Set forth below is a discussion of the Company's more critical accounting policies and methods.

Revenue Recognition: The Company recognizes revenue when the following criteria are met: persuasive evidence that an arrangement exists; delivery has occurred or services have been rendered; the price to the customer is fixed or determinable; and collectability is reasonably assured. If all of the above criteria have been met, revenue is recognized upon shipment of products or when services have been rendered. Revenue related to journal subscriptions and other products and services that are generally collected in advance are deferred and recognized as earned over the term of the subscription; when the related issue is shipped; made available online; or the service is rendered, in accordance with contractual terms. Collectability is evaluated based on the amount involved, the credit history of the customer, and the status of the customer's account with the Company.

The Company transitioned from issue-based to time-based digital journal subscription agreements starting in calendar year 2016. Under this new model, the Company provides access to all journal content published within a calendar year and recognizes revenue on a straight-line basis over the calendar year. Under the Company's previous licensing model, a customer subscribed to a discrete number of online journal issues and revenue was recognized as each issue was made available online. The Company made these changes to simplify the contracting and administration of its digital journal subscriptions.

When a product is sold with multiple deliverables, the Company accounts for each deliverable within the arrangement as a separate unit of accounting due to the fact that each deliverable is also sold on a stand-alone basis. The total consideration of a multiple-element arrangement is allocated to each unit of accounting based on the price charged by the Company when it is sold separately. The Company's multiple deliverable arrangements principally include *WileyPLUS*, an online course management tool which includes a complete print or digital textbook for the course; negotiated licenses for bundles of digital content available on *Wiley Online Library*, the online publishing platform for the Company's Research business; and test preparation, assessment, certification and training services which can include bundles of print and digital content and online workflow solutions.

The Company enters into contracts for the resale of its content through a third party where the Company is not the primary obligor of the arrangement because it is not responsible for fulfilling the customer's order; handling customer requests or claims; and/or maintains credit risk. The Company recognizes revenue for the sale of its content, net of any commission owed to the third party seller, or taxes, which are remitted to government authorities.

Allowance for Doubtful Accounts: The estimated allowance for doubtful accounts is based on a review of the aging of the accounts receivable balances, historical write-off experience, credit evaluations of customers and current market conditions. A change in the evaluation of a customer's credit could affect the estimated allowance. The allowance for doubtful accounts is shown as a reduction of Accounts Receivable in the Consolidated Statements of Financial Position and amounted to $7.2 million and $7.3 million as of April 30, 2017 and 2016, respectively.

Sales Return Reserves: The process which the Company uses to determine its sales returns and the related reserve provision charged against revenue is based on applying an estimated return rate to current year returnable print book sales. This rate is based upon an analysis of actual historical return experience in the various markets and geographic regions in which the Company does business. The Company collects, maintains and analyzes significant amounts of sales returns data for large volumes of homogeneous transactions. This allows the Company to make reasonable estimates of the amount of future returns. All available data is utilized to identify the returns by market and as to which fiscal year the sales returns apply. This enables management to track the returns in detail and identify and react to trends occurring in the marketplace, with the objective of being able to make the most informed judgments possible in setting reserve rates. Associated with the estimated sales return reserves, the Company also includes a related reduction in inventory and royalty costs as a result of the expected returns. Net print book sales return reserves amounted to $24.3 million and $19.9 million as of April 30, 2017 and 2016, respectively.

The reserves are reflected in the following accounts of the Consolidated Statements of Financial Position – (decrease) increase as of April 30:

	2017	2016
Accounts Receivable	**$(34,769)**	$(29,447)
Inventories	**$4,727**	4,924
Accounts and Royalties Payable	**$(5,741)**	(4,662)
Decrease in Net Assets	**$(24,300)**	$(19,861)

A one percent change in the estimated sales return rate could affect net income by approximately $2.0 million. A change in the pattern or trends in returns could affect the estimated allowance.

Reserve for Inventory Obsolescence: A reserve for inventory obsolescence is estimated based on a review of damaged, obsolete, or otherwise unsalable inventory. The review encompasses historical unit sales trends by title; current market conditions, including estimates of customer demand compared to the number of units currently on hand; and publication revision cycles. The inventory obsolescence reserve is reported as a reduction of the Inventories balance in the Consolidated Statements of Financial Position and amounted to $21.1 million and $22.0 million as of April 30, 2017 and 2016, respectively.

Allocation of Acquisition Purchase Price to Assets Acquired and Liabilities Assumed: In connection with acquisitions, the Company allocates the cost of the acquisition to the assets acquired and the liabilities assumed based on the estimates of fair value for such items, including intangible assets and technology acquired. Such estimates include discounted estimated cash flows to be generated by those assets and the expected useful lives based on historical experience, current market trends, and synergies to be achieved from the acquisition and the expected tax basis of assets acquired. The Company may use a third party valuation consultant to assist in the determination of such estimates.

Goodwill and Indefinite-lived Intangible Assets: Goodwill is the excess of the purchase price paid over the fair value of the net assets of the business acquired. Indefinite-lived intangible assets primarily consist of brands, trademarks, content and publishing rights and are typically characterized by intellectual property with a long and well-established revenue stream resulting from strong and well-established imprint/brand recognition in the market. Goodwill and indefinite-lived intangible assets are not amortized but are reviewed annually for impairment, or more frequently if events or changes in circumstances indicate the asset might be impaired. The Company evaluates the recoverability of indefinite-lived intangible assets by comparing the fair value of the intangible asset to its carrying value. To estimate the fair value of its goodwill and indefinite-lived intangible assets, the Company uses either discounted cash flows or revenue multiples for comparable transactions in the marketplace.

To evaluate the recoverability of goodwill, the Company uses a two-step impairment test approach at the reporting unit level. In the first step, the estimated fair value of the entire reporting unit is compared to its carrying value including goodwill. If the fair value of the reporting unit is less than the carrying value, a second step is performed to determine the charge for goodwill impairment. In the second step, the Company determines an implied fair value of the reporting unit's goodwill by determining the fair value of the individual assets and liabilities (including any previously unrecognized intangible assets) of the reporting unit other than goodwill. The resulting implied fair value of the goodwill is compared to the carrying amount and an impairment charge is recognized for the difference.

In certain circumstances, the Company uses a qualitative assessment as an alternative to the two-step test approach. Under this approach certain market, industry and financial performance factors are considered to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If that is the case, the two-step approach described above is then performed to evaluate the recoverability of goodwill.

Intangible Assets with Finite Lives and Other Long-Lived Assets: Finite-lived intangible assets principally consist of brands, trademarks, content and publication rights, customer relationships and non-compete agreements and are amortized over their estimated useful lives. The most significant factors in determining the estimated lives of these intangibles are the history and longevity of the brands, trademarks and content and publication rights acquired combined with the strength of cash flows. Content and publication rights, trademarks, customer relationships and brands with finite lives are amortized on a straight-line basis over periods ranging from 5 to 40 years. Non-compete agreements are amortized over the terms of the individual agreement, generally up to 5 years.

Intangible assets with finite lives as of April 30, 2017 are amortized on a straight line basis over the following weighted average estimated useful lives: content and publishing rights – 31 years; customer relationships – 20 years; brands and trademarks – 15 years; non-compete agreements – 5 years.

Assets with finite lives are only evaluated for impairment upon a significant change in the operating or macroeconomic environment. In these circumstances, if an evaluation of the projected undiscounted cash flows indicates impairment, the asset is written down to its estimated fair value based on the discounted future cash flows.

Stock-Based Compensation: The Company recognizes stock-based compensation expense based on the fair value of the stock-based awards on the grant date, reduced by an estimate of future forfeited awards. As such, stock-based compensation expense is only recognized for those awards that are expected to ultimately vest. The fair value of stock-based awards is recognized in net income on a straight-line basis over the requisite service period. The grant date fair value for stock options is estimated using the Black-Scholes option-pricing model. The determination of the assumptions used in the Black-Scholes model requires the Company to make significant judgments and estimates, which include the expected life of an option, the expected volatility of the Company's Common Stock over the estimated life of the option, a risk-free interest rate and the expected dividend yield. Judgment is also required in estimating the amount of stock-based awards that may be forfeited. Stock-based compensation expense associated with performance-based stock awards is based on actual financial results for targets established three years in advance. The cumulative effect on current and prior periods of a change in the estimated number of performance share awards, or estimated forfeiture rate, is recognized as an adjustment to earnings in the period of the revision. If actual results differ significantly from estimates, the Company's stock-based compensation expense and results of operations could be impacted.

Retirement Plans: The Company provides defined benefit pension plans for certain employees worldwide. The Company's Board of Directors approved amendments to the U.S., Canada and U.K. defined benefit plans that froze the future accumulation of benefits effective June 30, 2013, December 31, 2015 and April 30, 2015, respectively. Under the amendments, no new employees will be permitted to enter these plans and no additional benefits for current participants for future services will be accrued after the effective dates of the amendments.

The accounting for benefit plans is highly dependent on assumptions concerning the outcome of future events and circumstances, including discount rates, long-term return rates on pension plan assets, healthcare cost trends, compensation increases and other factors. In determining such assumptions, the Company consults with outside actuaries and other advisors. The discount rates for the U.S., United Kingdom and Canadian pension plans are based on the derivation of a single-equivalent discount rate using a standard spot rate curve and the timing of expected payments as of the balance sheet date. The spot rate curve is based upon a portfolio of Moody's-rated Aa3 (or higher) corporate bonds. The discount rates for other non-U.S. plans are based on similar published indices with durations comparable to that of each plan's liabilities. The expected long-term rates of return on pension plan assets are estimated using market benchmarks for equities, real estate and bonds applied to each plan's target asset allocation and are estimated by asset class including an anticipated inflation rate. The expected long-term rates are then compared to the historic investment performance of the plan assets as well as future expectations and estimated through consultation with investment advisors and actuaries. Salary growth and healthcare cost trend assumptions are based on the Company's historical experience and future outlook. While the Company believes that the assumptions used in these calculations are reasonable, differences in actual experience or changes in assumptions could materially affect the expense and liabilities related to the defined benefit pension plans of the Company. A hypothetical one percent increase in the discount rate would increase net income and decrease the accrued pension liability by approximately $1.6 million and $152.6 million, respectively. A one percent decrease in the discount rate would decrease net income and increase the accrued pension liability by approximately $1.1 million and $192.9 million, respectively. A one percent change in the expected long term rate of return would affect net income by approximately $3.2 million.

Recently Issued Accounting Standards:

In May 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2017-09 "Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting", which clarifies which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting. Under the new guidance, modification accounting is required if the fair value, vesting conditions or classification (equity or liability) of the new award are different from the original award immediately before the original award is modified. The standard is effective for the Company on May 1, 2018, with early adoption permitted. The new guidance must be applied prospectively to awards modified on or after the adoption date. The future impact of ASU 2017-09 will be dependent on the nature of future stock award modifications.

In March 2017, the FASB issued ASU 2017-07 "Compensation-Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost." The guidance requires that the service cost component of net pension and postretirement benefit costs be reported in the same line item as other compensation costs arising from services rendered by the pertinent employees during the period, while the other components of net benefit costs must be reported separately from the service cost component and outside of a subtotal of income from operations. The guidance also allows only the service cost component to be eligible for capitalization when applicable. The standard is effective for the Company on May 1, 2018, with early adoption permitted. The new guidance must be applied retrospectively for the presentation of net benefit costs in the income statement and prospectively for the capitalization of the service cost component of net benefit costs. Although the Company does not expect the standard to have an impact on its consolidated net income, the Company's net pension and postretirement costs for fiscal year 2017 include approximately

$2.8 million of net benefit expense that will be reclassified from operating income to a line item outside of operating income upon adoption.

In January 2017, the FASB issued ASU 2017-04 “Intangibles – Goodwill and Other (Topic 350): “Simplifying the Test for Goodwill Impairment”, which simplifies the measurement of a potential goodwill impairment charge by eliminating the requirement to calculate an implied fair value of the goodwill based on the fair value of a reporting unit’s other assets and liabilities. The new guidance eliminates the implied fair value method and instead measures a potential impairment charge based on the excess of a reporting unit’s carrying value compared to its fair value. The impairment charge cannot exceed the total amount of goodwill allocated to that reporting unit. The standard is effective for the Company on May 1, 2020, with early adoption permitted. Based on the Company’s most recent annual goodwill impairment test completed in fiscal year 2017, the Company expects no initial impact on adoption.

In January 2017, the FASB issued ASU 2017-01 “Business Combinations (Topic 805): Clarifying the Definition of a Business”, which clarifies the definition of a business in order to allow for the evaluation of whether transactions should be accounted for as acquisitions or disposals of assets or business. The standard is effective for the Company on May 1, 2018, with early adoption permitted. The future impact of ASU 2017-01 will be dependent upon the nature of future acquisitions or dispositions made by the Company.

In October 2016, the FASB issued ASU 2016-16 “Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other than Inventory”, which simplifies the accounting for the income tax consequences of intra-entity transfers of assets other than inventory. Current GAAP prohibits the recognition of current and deferred income taxes for an intra-entity asset transfer until the asset has been sold to an outside party. The new guidance states that an entity should recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. Consequently, the amendments in this standard eliminate the exception for an intra-entity transfer of an asset other than inventory. The standard is effective for the Company on May 1, 2018, with early adoption permitted. The Company expects no initial impact upon adoption.

In August 2016, the FASB issued ASU 2016-15 “Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments”, which provides clarification on classifying a variety of activities within the Statement of Cash flows. The standard is effective for the Company on May 1, 2018, with early adoption permitted. The Company is currently assessing the impact the new guidance will have on its statement of cash flows.

In March 2016, the FASB issued ASU 2016-09 “Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting”, which simplifies the accounting for share-based payment transactions, including income taxes, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The new guidance also allows an entity to make an accounting policy election to account for forfeitures when they occur or to estimate the number of awards that are expected to vest with a subsequent true up to actual forfeitures (current GAAP). The standard is effective for the Company on May 1, 2017, with early adoption permitted. The Company will adopt the standard on a prospective basis on May 1, 2017 and plans to continue estimating expected forfeitures.

In February 2016, the FASB issued ASU 2016-02 "Leases (Topic 842)”. ASU 2016-02 requires lessees to recognize most leases on the balance sheet which will result in an increase in reported assets and liabilities. The recognition of expenses within the income statement is consistent with the existing lease accounting standards. There are no significant changes in the new standard for lessors under operating leases. The standard is effective for the Company on May 1, 2019 with early adoption permitted. Adoption requires application of the new guidance for all periods presented. The Company is currently assessing the impact the new guidance will have on its consolidated financial statements.

In November 2015, the FASB issued ASU 2015-17 “Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes”, to simplify the presentation of deferred income taxes. The amendments in this update require that all deferred tax assets and liabilities, including those previously classified as current, be classified as a single noncurrent line in a classified statement of financial position. The amendments in the standard will align the presentation of deferred income tax assets and liabilities with International Financial Reporting Standards (“IFRS”). The Company adopted the new guidance on a prospective basis effective April 30, 2017. Accordingly, prior period accounts were not adjusted. The adoption had no impact on the Company’s results of operations or statement of cash flows.

In April 2015, the FASB issued ASU 2015-05 "Intangibles- Goodwill and Other- Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Fees Paid in Cloud Computing Arrangements" (“ASU 2015-05”). Cloud computing arrangements represent the delivery of hosted services over the internet which includes software, platforms, infrastructure and other hosting arrangements. The ASU provides criteria to determine whether the cloud computing arrangement includes a software license. A software license can include customized development, maintenance, hosting and other related costs. If the criteria are met, the customer will capitalize the fee attributable to the software license portion of the arrangement as internal-use software. If the arrangement does not include a software license, it should be treated as a service contract. The Company adopted the new guidance on a prospective basis for all arrangements entered into or materially modified after May 1, 2016.

In May 2014, the FASB issued ASU 2014-09 "Revenue from Contracts with Customers" (Topic 606) (“ASU 2014-09”), and the International Accounting Standards Board (“IASB”) published its equivalent standard, IFRS 15, “Revenue from Contracts with Customers”. These joint comprehensive new revenue recognition standards will supersede most existing revenue recognition guidance and are intended to improve and converge revenue recognition and related financial reporting requirements. The standard is effective for the Company on May 1, 2018. The standard allows for either “full retrospective” adoption, meaning the standard is applied to all periods presented, or “cumulative effect” adoption, meaning the standard is applied only to the most current period presented in the financial statements. Subsequently, the FASB issued ASU No. 2016-08, “Revenue from Contracts with Customers (Topic 606) – Principal versus Agent Considerations” (“ASU 2016-08”), ASU No. 2016-10, “Revenue from Contracts with Customers (Topic 606) – Identifying Performance Obligations and Licensing” (“ASU 2016-10”), ASU 2016-12, “Revenue from Contracts with Customers (Topic 606) – Narrow Scope Improvements and Practical Expedients” (“ASU 2016-12”), and ASU 2016-20, “Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers” (“ASU 2016-20”), which provide clarification and additional guidance related to ASU 2014-09. The Company must adopt ASU 2016-08, ASU 2016-10, ASU 2016-12, and ASU 2016-20 with ASU 2014-09. The Company is utilizing a comprehensive approach to assess the impact of the guidance on its contract portfolio by reviewing its current accounting policies and practices to identify potential differences that would result from applying the new requirements to its revenue contracts and is currently evaluating the effect that implementation of this standard will have on its consolidated financial position and results of operations. The Company currently plans to adopt the standard on May 1, 2018 using the cumulative effect method.

Contractual Obligations and Commercial Commitments

A summary of contractual obligations and commercial commitments, excluding unrecognized tax benefits further described in Note 11, as of April 30, 2017 is as follows (in thousands):

		Payments Due by Period			
	Total	Within Year 1	2-3 Years	4-5 Years	After 5 Years
Total Debt	$365.0	$ -	$ -	$365.0	$ -
Interest on Debt[1]	36.3	15.9	13.7	6.7	-
Non-Cancelable Leases	281.0	24.0	56.0	44.0	157.0
Minimum Royalty Obligations	472.0	86.0	137.0	107.0	142.0
Other Operating Commitments	42.0	22.0	20.0	-	-
Total	$1,196.3	$147.9	$226.7	$522.7	$299.0

[1] Interest on Debt includes the effect of the Company's interest rate swap agreements and the estimated future interest payments on the Company's unhedged variable rate debt, assuming that the interest rates as of April 30, 2017 remain constant until the maturity of the debt.

Item 7A. <u>Quantitative and Qualitative Disclosures about Market Risk</u>

The Company is exposed to market risk primarily related to interest rates, foreign exchange and credit risk. It is the Company's policy to monitor these exposures and to use derivative financial investments and/or insurance contracts from time to time to reduce fluctuations in earnings and cash flows when it is deemed appropriate to do so. The Company does not use derivative financial instruments for trading or speculative purposes.

Interest Rates:

The Company had $365.0 million of variable rate loans outstanding at April 30, 2017, which approximated fair value.

On April 4, 2016, the Company entered into a forward starting interest rate swap agreement which fixed a portion of the variable interest due on a variable rate debt renewal on May 16, 2016. Under the terms of the agreement, the Company will pay a fixed rate of 0.92% and receives a variable rate of interest based on one-month LIBOR (as defined) from the counterparty which is reset every month for a three-year period starting May 16, 2016 ending May 15, 2019. As of April 30, 2017, the notional amount of the interest rate swap was $350.0 million.

It is management's intention that the notional amount of interest rate swaps be less than the variable rate loans outstanding during the life of the derivatives. During fiscal year 2017, the Company recognized losses on its hedge contracts of approximately $1.1 million which is reflected in Interest Expense in the Consolidated Statements of Income. At April 30, 2017, the fair value of the outstanding interest rate swaps was a deferred gain of $3.9 million. Based on the maturity date of the contract, the entire deferred gain as of April 30, 2017 was recorded within Other Long-Term Assets. On an annual basis, a hypothetical one percent change in interest rates for the $15 million of unhedged variable rate debt as of April 30, 2017 would affect net income and cash flow by approximately $0.1 million.

Foreign Exchange Rates:

Fluctuations in the currencies of countries where the Company operates outside the U.S. may have a significant impact on financial results. The Company is primarily exposed to movements in British pound sterling, euros, Canadian and Australian dollars, and certain currencies in Asia. The Statements of Financial Position of non-U.S. business units are translated into U.S. dollars using period-end exchange rates for assets and liabilities and weighted-average exchange rates for revenues and expenses. The percentage of Consolidated Revenue for fiscal year 2017 recognized in the following currencies (on an equivalent U.S. dollar basis) were: approximately 54% U.S dollar; 29% British pound sterling; 8% euro and 9% other currencies.

The Company's significant investments in non-U.S. businesses are exposed to foreign currency risk. Adjustments resulting from translating assets and liabilities are reported as a separate component of Accumulated Other Comprehensive Loss within Shareholders' Equity under the caption Foreign Currency Translation Adjustment. During fiscal year 2017, the Company recorded foreign currency translation losses in other comprehensive income of approximately $51.3 million primarily as a result of the strengthening of the U.S. dollar relative to the British pound sterling.

Exchange rate gains or losses related to foreign currency transactions are recognized as transaction gains or losses in the Consolidated Statements of Income as incurred. Under certain circumstances, the Company may enter into derivative financial instruments in the form of foreign currency forward contracts to hedge against specific transactions, including intercompany purchases and loans. The Company does not use derivative financial instruments for trading or speculative purposes.

The Company may enter into forward exchange contracts to manage the Company's exposure on certain foreign currency denominated assets and liabilities. The forward exchange contracts are marked to market through Foreign Exchange Transaction Gains and Losses on the Consolidated Statements of Income, and carried at their fair value on the Consolidated Statements of Financial Position. Foreign currency denominated assets and liabilities are remeasured at spot rates in effect on the balance sheet date, with the effects of changes in spot rates reported in Foreign Exchange Transaction Gains and Losses. As of April 30, 2017, the Company did not maintain any open forward contracts. As of April 30, 2016, the Company had two open forward contracts with notional amounts of 31 million euros and 274 million pounds sterling to manage foreign currency exposures on intercompany loans. During fiscal years 2015 through 2017, the Company did not designate any forward exchange contracts as hedges under current accounting standards as the benefits of doing so were not material due to the short-term nature of the contracts. The fair value changes in the forward exchange contracts substantially mitigated the changes in the value of the applicable foreign currency denominated assets and liabilities. As of April 30, 2016, the fair value of the open forward exchange contracts was a gain of approximately $1.3 million and recorded within Prepaid and Other current assets. The fair value of the open forward exchange contracts was measured on a recurring basis using Level 2 inputs. For fiscal years 2017, 2016 and 2015, the gains (losses) recognized on the forward contracts were $59.0 million, $1.3 million, and $(11.2) million, respectively.

Customer Credit Risk:

In the journal publishing business, subscriptions are primarily sourced through journal subscription agents who, acting as agents for library customers, facilitate ordering by consolidating the subscription orders/billings of each subscriber with various publishers. Cash is generally collected in advance from subscribers by the subscription agents and is principally remitted to the Company between the months of December and April. Although at fiscal year-end the Company had minimal credit risk exposure to these agents, future calendar-year subscription receipts from these agents are highly dependent on their financial condition and liquidity. Subscription agents account for approximately 22% of total annual consolidated revenue and no one agent accounts for more than 10% of total annual consolidated revenue.

The Company's book business is not dependent upon a single customer; however, the industry is concentrated in national, regional, and online bookstore chains. Although no one book customer accounts for more than 8% of total consolidated revenue and 15% of accounts receivable at April 30, 2017, the top 10 book customers account for approximately 14% of total consolidated revenue and approximately 28% of accounts receivable at April 30, 2017. The Company maintains approximately $25 million of trade credit insurance, subject to certain limitations, covering balances due from certain named customers which expires in May 2018.

Disclosure of Certain Activities Relating to Iran:

The European Union, Canada and United States have imposed sanctions on business relationships with Iran, including restrictions on financial transactions and prohibitions on direct and indirect trading with listed "designated persons." In fiscal year 2017, the Company recorded revenue and net profits of approximately $3.7 million and $0.6 million, respectively, related to the sale of scientific and medical content to certain publicly funded universities, hospitals and institutions that meet the definition of the "Government of Iran" as defined under section 560.304 of title 31, Code of Federal Regulations. The Company has assessed its business relationship and transactions with Iran and believes it is in compliance with the regulations governing the sanctions. The Company intends to continue in these or similar sales as long as they continue to be consistent with all applicable sanctions-related regulations.

"Safe Harbor" Statement Under the
Private Securities Litigation Reform Act of 1995

This report contains certain forward-looking statements concerning the Company's operations, performance, and financial condition. Reliance should not be placed on forward-looking statements, as actual results may differ materially from those in any forward-looking statements. Any such forward-looking statements are based upon a number of assumptions and estimates that are inherently subject to uncertainties and contingencies, many of which are beyond the control of the Company, and are subject to change based on many important factors. Such factors include, but are not limited to (i) the level of investment in new technologies and products; (ii) subscriber renewal rates for the Company's journals; (iii) the financial stability and liquidity of journal subscription agents; (iv) the consolidation of book wholesalers and retail accounts; (v) the market position and financial stability of key retailers; (vi) the seasonal nature of the Company's education business and the impact of the used-book market; (vii) worldwide economic and political conditions; (viii) the Company's ability to protect its copyrights and other intellectual property worldwide; (ix) the ability of the Company to successfully integrate acquired operations and realize expected opportunities and (x) other factors detailed from time to time in the Company's filings with the Securities and Exchange Commission. The Company undertakes no obligation to update or revise any such forward-looking statements to reflect subsequent events or circumstances.

Item 8. Financial Statements and Supplementary Data

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

To our Shareholders
John Wiley and Sons, Inc.:

The management of John Wiley and Sons, Inc. and subsidiaries is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f).

Under the supervision and with the participation of our management, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control – Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on our evaluation under the framework in *Internal Control – Integrated Framework* issued by COSO, our management concluded that our internal control over financial reporting was effective as of April 30, 2017. Our evaluation of internal control over financial reporting did not include internal controls of Atypon Systems, Inc., which we acquired on September 30, 2016. The aggregate amount of total assets and revenues for Atypon Systems, Inc. included in our consolidated financial statements as of and for the year ended April 30, 2017 was $118 million and $19 million, respectively.

Changes in Internal Control over Financial Reporting:

We are in the process of implementing a new global enterprise resource planning system ("ERP") that will enhance our business and financial processes and standardize our information systems. We have completed the implementation of record-to-report, purchase-to-pay and several other business processes within all locations and will continue to roll out the ERP in phases over the next three years.

As with any new information system we implement, this application, along with the internal controls over financial reporting included in this process, will require testing for effectiveness. In connection with this ERP implementation, we are updating our internal controls over financial reporting, as necessary, to accommodate modifications to our business processes and accounting procedures. We do not believe that the ERP implementation will have an adverse effect on our internal control over financial reporting.

Except as described above, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting during fiscal year 2017.

The effectiveness of our internal control over financial reporting as of April 30, 2017 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their report which is included herein.

The Company's Corporate Governance Principles, Committee Charters, Business Conduct and Ethics Policy and the Code of Ethics for Senior Financial Officers are published on our web site at www.wiley.com under the "About Wiley—Investor Relations—Corporate Governance" captions. Copies are also available free of charge to shareholders on request to the Corporate Secretary, John Wiley & Sons, Inc., 111 River Street, Hoboken, NJ 07030-5774.

/s/ Matthew S. Kissner

Matthew S. Kissner
Interim President and Chief Executive Officer and
Chairman of the Board

/s/ John A. Kritzmacher

John A. Kritzmacher
Chief Financial Officer and
Executive Vice President, Technology and Operations

/s/ Christopher Caridi

Christopher Caridi
Senior Vice President, Controller and
Chief Accounting Officer

June 29, 2017

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
John Wiley & Sons, Inc.:

We have audited the accompanying consolidated statements of financial position of John Wiley & Sons, Inc. and subsidiaries (the “Company”) as of April 30, 2017 and 2016, and the related consolidated statements of income, comprehensive income (loss), cash flows and shareholders’ equity for each of the years in the three-year period ended April 30, 2017. In connection with our audits of the consolidated financial statements, we also have audited Schedule II of this Form 10-K. These consolidated financial statements and financial statement schedule are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of John Wiley & Sons, Inc. and subsidiaries as of April 30, 2017 and 2016, and the results of their operations and their cash flows for each of the years in the three-year period ended April 30, 2017, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), John Wiley & Sons, Inc. and subsidiaries’ internal control over financial reporting as of April 30, 2017, based on criteria established in *Internal Control – Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”), and our report dated June 29, 2017 expressed an unqualified opinion on the effectiveness of the Company’s internal control over financial reporting. Such report contains an explanatory paragraph relating to the exclusion from management’s assessment of and from our evaluation of John Wiley and Sons, Inc. and subsidiaries’ internal control over financial reporting as of April 30, 2017 associated with the acquisition of Atypon Systems, Inc.

(signed) KPMG LLP

New York, New York
June 29, 2017

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
John Wiley & Sons, Inc.:

We have audited John Wiley & Sons, Inc. and subsidiaries' (the "Company") internal control over financial reporting as of April 30, 2017, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, John Wiley & Sons, Inc. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of April 30, 2017, based on criteria established in *Internal Control – Integrated Framework* (2013) issued by COSO.

John Wiley & Sons, Inc. and subsidiaries' acquired Atypon Systems, Inc. in September 2016, and management excluded from its assessment of the effectiveness of the Company's internal control over financial reporting as of April 30, 2017, the Atypon Systems, Inc's internal control over financial reporting, which is associated with total assets of $118 million and total revenues of $19 million included in the consolidated financial statements of the Company as of and for the year ended April 30, 2017. Our audit of internal control over financial reporting of the Company also excluded an evaluation of the internal control over financial reporting of Atypon Systems, Inc.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statements of financial position of John Wiley & Sons, Inc. and subsidiaries as of April 30, 2017 and 2016, and the related consolidated statements of income, comprehensive income (loss), cash flows and shareholders' equity for each of the years in the three-year period ended April 30, 2017, and our report dated June 29, 2017 expressed an unqualified opinion on those consolidated financial statements.

(signed) KPMG LLP

New York, New York
June 29, 2017

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

John Wiley & Sons, Inc., and Subsidiaries	**April 30,**			
Dollars in thousands		**2017**		**2016**
Assets:				
Current Assets				
Cash and cash equivalents	**$**	**58,516**	$	363,806
Accounts receivable		**188,679**		167,638
Inventories		**47,852**		57,779
Prepaid and other current assets		**64,688**		81,456
Total Current Assets		**359,735**		670,679
Product Development Assets		**99,275**		72,126
Technology, Property & Equipment		**252,488**		214,770
Intangible Assets		**828,099**		877,007
Goodwill		**982,101**		951,663
Income Tax Deposits		**-**		62,912
Other Non-Current Assets		**84,519**		71,939
Total Assets	**$**	**2,606,217**	$	2,921,096
Liabilities and Shareholders' Equity:				
Current Liabilities				
Accounts and royalties payable	**$**	**139,206**	$	166,222
Deferred revenue		**436,235**		426,489
Accrued employment costs		**98,185**		97,902
Accrued income taxes		**22,222**		9,450
Accrued pension liability		**5,776**		5,492
Other accrued liabilities		**86,232**		76,252
Total Current Liabilities		**787,856**		781,807
Long-Term Debt		**365,000**		605,007
Accrued Pension Liability		**214,597**		224,170
Deferred Income Tax Liabilities		**160,491**		189,868
Other Long-Term Liabilities		**75,136**		83,138
Shareholders' Equity				
Preferred Stock, $1 par value: Authorized - 2 million, Issued - zero		**-**		-
Class A Common Stock, $1 par value: Authorized - 180 million, Issued – 70,086,003		**70,086**		69,798
Class B Common Stock, $1 par value: Authorized - 72 million, Issued – 13,095,667		**13,096**		13,392
Additional paid-in capital		**387,896**		368,698
Retained earnings		**1,715,423**		1,673,325
Accumulated other comprehensive (loss):				
Foreign currency translation adjustment		**(319,212)**		(267,920)
Unamortized retirement costs, net of tax		**(190,502)**		(179,405)
Unrealized loss on interest rate swap, net of tax		**2,427**		(361)
		(507,287)		(447,686)
Less: Treasury Shares At Cost (Class A – 22,096,970 and 21,708,905; Class B – 3,917,574 and 3,917,128)		**(676,077)**		(640,421)
Total Shareholders' Equity		**1,003,137**		1,037,106
Total Liabilities and Shareholders' Equity	**$**	**2,606,217**	$	2,921,096

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

CONSOLIDATED STATEMENTS OF INCOME

John Wiley & Sons, Inc., and Subsidiaries	**For the years ended April 30,**		
Dollars in thousands, except per share data	**2017**	**2016**	**2015**
Revenue	**$ 1,718,530**	$ 1,727,037	$ 1,822,440
Costs and Expenses			
Cost of sales	**460,756**	466,177	499,683
Operating and administrative expenses	**988,597**	994,372	1,005,000
Restructuring charges	**13,355**	28,611	28,804
Amortization of intangibles	**49,669**	49,764	51,214
Total Costs and Expenses	**1,512,377**	1,538,924	1,584,701
Operating Income	**206,153**	188,113	237,739
Interest Expense	**(16,938)**	(16,707)	(17,077)
Foreign Exchange Transaction Gains (Losses)	**421**	473	1,742
Interest Income and Other	**1,480**	2,914	3,057
Income Before Taxes	**191,116**	174,793	225,461
Provision for Income Taxes	**77,473**	29,011	48,593
Net Income	**$ 113,643**	$ 145,782	$ 176,868
Earnings Per Share			
Diluted	**$ 1.95**	$ 2.48	$ 2.97
Basic	**1.98**	2.51	3.01
Cash Dividends Per Share			
Class A Common	**$ 1.24**	$ 1.20	$ 1.16
Class B Common	**1.24**	1.20	1.16
Average Shares			
Diluted	**58,199**	58,734	59,594
Basic	**57,337**	57,998	58,733

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

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

John Wiley & Sons, Inc., and Subsidiaries	**For the years ended April 30,**		
Dollars in thousands	**2017**	**2016**	**2015**
Net Income	**$ 113,643**	$ 145,782	$ 176,868
Other Comprehensive Loss:			
Foreign currency translation adjustment	**(51,292)**	(21,066)	(180,190)
Unrealized retirement costs, net of tax benefit of $3,286, $8,807 and $15,779, respectively	**(11,097)**	(19,971)	(36,409)
Unrealized gain (loss) on interest rate swaps, net of tax (provision) benefit of $(1,709), $10 and $(157), respectively	**2,788**	(16)	257
Total Other Comprehensive Loss	**(59,601)**	(41,053)	(216,342)
Comprehensive Income (Loss)	**$ 54,042**	$ 104,729	$ (39,474)

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

CONSOLIDATED STATEMENTS OF CASH FLOWS

John Wiley & Sons, Inc., and Subsidiaries Dollars in thousands	For the years ended April 30, 2017	 2016	 2015
Operating Activities			
Net Income	$ **113,643**	$ 145,782	$ 176,868
Adjustments to reconcile net income to net cash provided by operating activities:			
Amortization of intangibles	**49,669**	49,764	51,214
Amortization of book composition and other product development costs	**40,209**	39,658	40,639
Depreciation of technology, property and equipment	**66,683**	66,427	62,072
Restructuring charges	**13,355**	28,611	28,804
Deferred income tax benefit on UK rate changes	**(2,575)**	(5,859)	-
Stock-based compensation expense	**17,552**	16,105	13,617
Excess tax benefits from stock-based compensation	**(414)**	(1,027)	(3,191)
Employee retirement plan expense	**13,169**	14,323	22,599
Royalty advances	**(112,370)**	(110,135)	(104,876)
Earned royalty advances	**114,647**	109,102	110,054
Unfavorable tax settlement	**49,029**	-	-
One-time pension settlement	**8,842**	-	-
Other non-cash (credits) charges	**(6,871)**	1,463	(8,046)
Income tax deposits	**-**	(1,151)	(5,280)
Changes in Operating Assets and Liabilities			
Source (Use), excluding acquisitions			
Accounts receivable	**(29,886)**	(14,456)	4,488
Inventories	**8,003**	3,571	9,696
Accounts and royalties payable	**(19,857)**	3,997	31,305
Deferred revenue	**22,692**	66,983	3,913
Income taxes payable	**19,479**	(7,091)	8,330
Restructuring payments	**(22,854)**	(29,864)	(32,341)
Other accrued liabilities	**10,908**	14,968	(10,901)
Employee retirement plan contributions	**(39,687)**	(34,214)	(28,503)
Other	**1,135**	(7,000)	(15,339)
Cash Provided by Operating Activities	**314,501**	349,957	355,122
Investing Activities			
Book composition and other product development spending	**(37,559)**	(37,272)	(39,421)
Additions to technology, property and equipment	**(110,700)**	(93,705)	(69,121)
Acquisitions, net of cash acquired	**(154,766)**	(20,418)	(172,229)
Proceeds from settlement of foreign exchange forward contracts	**60,417**	-	-
Proceeds from sale of consumer publishing programs	**-**	-	1,100
Cash Used for Investing Activities	**(242,608)**	(151,395)	(279,671)
Financing Activities			
Repayment of long-term debt	**(923,007)**	(460,085)	(711,654)
Repayment of short-term debt	**-**	(150,000)	-
Borrowings of long-term debt	**683,000**	415,000	659,369
Borrowing of short-term debt	**-**	50,000	100,000
Purchase of treasury stock	**(50,326)**	(69,977)	(61,981)
Change in book overdrafts	**(214)**	1,725	(6,711)
Cash dividends	**(71,545)**	(69,896)	(68,498)
Debt financing costs	**-**	(3,362)	-
Net proceeds (payments) from exercise of stock options and other	**15,506**	(95)	25,326
Excess tax benefits from stock-based compensation	**414**	1,027	3,191
Cash Used for Financing Activities	**(346,172)**	(285,663)	(60,958)
Effects of Exchange Rate Changes on Cash	**(31,011)**	(6,534)	(43,429)
Cash and Cash Equivalents			
Decrease for year	**(305,290)**	(93,635)	(28,936)
Balance at beginning of year	**363,806**	457,441	486,377
Balance at end of year	**58,516**	363,806	457,441
Cash Paid During the Year for			
Interest	$ **15,733**	$ 15,050	$ 14,875
Income taxes, net	$ **33,674**	$ 38,579	$ 45,646

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

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

John Wiley & Sons, Inc., and Subsidiaries **Dollars in thousands**	**Common Stock Class A**	**Common Stock Class B**	**Additional Paid-in Capital**	**Retained Earnings**	**Treasury Stock**	**Accumulated Other Comp-rehensive Loss**	**Total Share-holder's Equity**
Balance at April 30, 2014	$69,798	$13,392	$327,588	$1,489,069	$(527,308)	$(190,291)	$1,182,248
Restricted Shares Issued under Stock-based Compensation Plans			(3,471)		4,085		614
Proceeds from Exercise of Stock Options and Other			12,093		13,230		25,323
Excess Tax Benefits from Stock-based Compensation			3,191				3,191
Stock-based Compensation Expense			13,617				13,617
Purchase of Treasury Shares					(61,981)		(61,981)
Class A Common Stock Dividends				(57,541)			(57,541)
Class B Common Stock Dividends				(10,957)			(10,957)
Comprehensive Income (Loss)				176,868		(216,342)	(39,474)
Balance at April 30, 2015	$69,798	$13,392	$353,018	$1,597,439	$(571,974)	$(406,633)	$1,055,040
Restricted Shares Issued under Stock-based Compensation Plans			(3,152)		3,325		173
Net (Payments)/Proceeds from Exercise of Stock Options and Other			1,700		(1,795)		(95)
Excess Tax Benefits from Stock-based Compensation			1,027				1,027
Stock-based Compensation Expense			16,105				16,105
Purchase of Treasury Shares					(69,977)		(69,977)
Class A Common Stock Dividends				(58,658)			(58,658)
Class B Common Stock Dividends				(11,238)			(11,238)
Comprehensive Income (Loss)				145,782		(41,053)	104,729
Balance at April 30, 2016	$69,798	$13,392	$368,698	$1,673,325	$(640,421)	$(447,686)	$1,037,106
Restricted Shares Issued under Stock-based Compensation Plans			(7,617)		8,013		396
Net (Payments)/Proceeds from Exercise of Stock Options and Other			8,849		6,657		15,506
Excess Tax Benefits from Stock-based Compensation			414				414
Stock-based Compensation Expense			17,552				17,552
Purchase of Treasury Shares					(50,326)		(50,326)
Class A Common Stock Dividends				(60,143)			(60,143)
Class B Common Stock Dividends				(11,402)			(11,402)
Common Stock Class Conversions	288	(296)					(8)
Comprehensive Income (Loss)				113,643		(59,601)	54,042
Balance at April 30, 2017	**$70,086**	**$13,096**	**$387,896**	**$1,715,423**	**$(676,077)**	**$(507,287)**	**$1,003,137**

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

Notes to Consolidated Financial Statements

Note 1 – Description of Business

The Company, founded in 1807, was incorporated in the state of New York on January 15, 1904. As used herein the term "Company" means John Wiley & Sons, Inc., and its subsidiaries and affiliated companies, unless the context indicates otherwise.

The Company is a global research and learning company. Through its *Research* segment, the Company provides scientific, technical, medical, and scholarly journals, as well as related content and services, to academic, corporate, and government libraries, learned societies, and individual researchers and other professionals. The *Publishing* segment provides scientific, professional, and education books and related content in print and digital formats, as well as test preparation services and course workflow tools, to libraries, corporations, students, professionals, and researchers. The *Solutions* segment provides online program management services for higher education institutions and learning, development, and assessment services for businesses and professionals. The Company's operations are primarily located in the United States, Canada, United Kingdom, Germany, Singapore and Australia.

Effective August 1, 2016, the Company completed a number of changes to its organizational structure that resulted in a change in how the Company manages its business, allocates resources and measures performance. As a result, the Company has revised its reportable segments to reflect how management currently reviews financial information and makes operating decisions. Refer to Note 18, "Segment Information" for additional information on the changes in reportable segments. All prior period amounts have been adjusted to reflect the reportable segment change.

Note 2 - Summary of Significant Accounting Policies

Principles of Consolidation: The consolidated financial statements include the accounts of the Company. Investments in entities in which the Company has at least a 20%, but less than a majority interest, are accounted for using the equity method of accounting. Investments in entities in which the Company has less than a 20% ownership and in which it does not exercise significant influence are accounted for using the cost method of accounting. All intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates: The preparation of the Company's financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Reclassifications: Certain prior year amounts have been reclassified to conform to the current year's presentation.

Book Overdrafts: Under the Company's cash management system, a book overdraft balance exists for the Company's primary disbursement accounts. This overdraft represents uncleared checks in excess of cash balances in individual bank accounts. The Company's funds are transferred from other existing bank account balances or from lines of credit as needed to fund checks presented for payment. As of April 30, 2017 and 2016, book overdrafts of $17.6 million and $17.8 million, respectively, were included in Accounts and Royalties Payable in the Consolidated Statements of Financial Position.

Revenue Recognition: The Company recognizes revenue when the following criteria are met: persuasive evidence that an arrangement exists; delivery has occurred or services have been rendered; the price to the customer is fixed or determinable; and collectability is reasonably assured. If all of the above criteria have been met, revenue is recognized upon shipment of products or when services have been rendered. Revenue related to journal subscriptions and other products and services that are generally collected in advance are deferred and recognized as earned over the term of the subscription; when the related issue is shipped; made available online; or the service is rendered, in accordance with contractual terms. Collectability is evaluated based on the amount involved, the credit history of the customer, and the status of the customer's account with the Company.

The Company transitioned from issue-based to time-based digital journal subscription agreements starting in calendar year 2016. Under this new model, the Company provides access to all journal content published within a calendar year and recognizes revenue on a straight-line basis over the calendar year. Under the Company's previous licensing model, a customer subscribed to a discrete number of online journal issues and revenue was recognized as each issue was made available online. The Company made these changes to simplify the contracting and administration of its digital journal subscriptions.

When a product is sold with multiple deliverables, the Company accounts for each deliverable within the arrangement as a separate unit of accounting due to the fact that each deliverable is also sold on a stand-alone basis. The total consideration of a multiple-element arrangement is allocated to each unit of accounting based on the price charged by the Company when it is sold separately. The Company's multiple deliverable arrangements principally include *WileyPLUS*, an online course management tool which includes a complete print or digital textbook for the course; negotiated licenses for bundles of digital content available on *Wiley Online Library*, the online publishing platform for the Company's Research business; and test preparation, assessment, certification and training services which can include bundles of print and digital content and online workflow solutions.

The Company enters into contracts for the resale of its content through a third party where the Company is not the primary obligor of the arrangement because it is not responsible for fulfilling the customer's order; handling customer requests or claims; and/or maintains credit risk. The Company recognizes revenue for the sale of its content, net of any commission owed to the third party seller, or taxes, which are remitted to government authorities.

Cash Equivalents: Cash equivalents consist of highly liquid investments with an original maturity of three months or less and are stated at cost plus accrued interest, which approximates market value.

Allowance for Doubtful Accounts: The estimated allowance for doubtful accounts is based on a review of the aging of the accounts receivable balances, historical write-off experience, credit evaluations of customers and current market conditions. A change in the evaluation of a customer's credit could affect the estimated allowance. The allowance for doubtful accounts is shown as a reduction of Accounts Receivable in the Consolidated Statements of Financial Position and amounted to $7.2 million and $7.3 million as of April 30, 2017 and 2016, respectively.

Sales Return Reserves: The process which the Company uses to determine its sales returns and the related reserve provision charged against revenue is based on applying an estimated return rate to current year returnable print book sales. This rate is based upon an analysis of actual historical return experience in the various markets and geographic regions in which the Company does business. The Company collects, maintains and analyzes significant amounts of sales returns data for large volumes of homogeneous transactions. This allows the Company to make reasonable estimates of the amount of future returns. All available data is utilized to identify the returns by market and as to which fiscal year the sales returns apply. This enables management to track the returns in detail and identify and react to trends occurring in the marketplace, with the objective of being able to make the most informed judgments possible in setting reserve rates. Associated with the estimated sales return reserves, the Company also includes a related reduction in inventory and royalty costs as a result of the expected returns. Net print book sales return reserves amounted to $24.3 million and $19.9 million as of April 30, 2017 and 2016, respectively.

The reserves are reflected in the following accounts of the Consolidated Statements of Financial Position – (decrease) increase as of April 30:

	2017	**2016**
Accounts Receivable	**$(34,769)**	$(29,447)
Inventories	**$4,727**	4,924
Accounts and Royalties Payable	**$(5,741)**	(4,662)
Decrease in Net Assets	**$(24,300)**	$(19,861)

Inventories: Inventories are carried at the lower of cost or market. U.S. book inventories aggregating $31.5 million and $31.0 million at April 30, 2017 and 2016, respectively, are valued using the last-in, first-out (LIFO) method. All other inventories are valued using the first-in, first-out (FIFO) method.

Reserve for Inventory Obsolescence: A reserve for inventory obsolescence is estimated based on a review of damaged, obsolete, or otherwise unsalable inventory. The review encompasses historical unit sales trends by title; current market conditions, including estimates of customer demand compared to the number of units currently on hand; and publication revision cycles. The inventory obsolescence reserve is reported as a reduction of the Inventories balance in the Consolidated Statements of Financial Position and amounted to $21.1 million and $22.0 million as of April 30, 2017 and 2016, respectively.

Product Development Assets: Product development assets consist of book composition costs, royalty advances and other product development costs. Costs associated with developing a book publication are expensed until the product is determined to be commercially viable. Book composition costs represent the costs incurred to bring an edited commercial manuscript to publication, which include typesetting, proofreading, design, illustration costs, and digital formatting. Book composition costs are capitalized and are generally amortized on a double-declining basis over their estimated useful lives, ranging from 1 to 3 years. Royalty advances are capitalized and, upon publication, are expensed as royalties earned based on sales of the published works. Royalty advances are reviewed for recoverability and a reserve for loss is maintained, if appropriate. Other product development costs represent the costs incurred in developing software, platforms and digital content to be sold and licensed to third parties. Other product development costs are capitalized and generally amortized on a straight-line basis over their estimated useful lives. As of April 30, 2017, the weighted average estimated useful life of other product development costs was approximately 5 years.

Shipping and Handling Costs: Costs incurred for third party shipping and handling are reflected in the Operating and Administrative Expenses line item in the Consolidated Statements of Income. The Company incurred $39.1 million, $40.5 million, and $42.5 million in shipping and handling costs in fiscal years 2017, 2016 and 2015, respectively.

Advertising Expense: Advertising costs are expensed as incurred. The Company incurred $61.4 million, $54.1 million and $40.8 million in advertising costs in fiscal years 2017, 2016 and 2015, respectively.

Technology, Property and Equipment: Technology, property and equipment is recorded at cost. Major renewals and improvements are capitalized, while maintenance and repairs are expensed as incurred.

Technology, property and equipment is depreciated using the straight-line method based upon the following estimated useful lives: Computer Software – 3 to 10 years; Computer Hardware - 3 to 5 years; Buildings and Leasehold Improvements – the lesser of the estimated useful life of the asset up to 40 years or the duration of the lease; Furniture, Fixtures and Warehouse Equipment - 3 to 10 years.

Costs incurred for computer software developed or obtained for internal use are capitalized during the application development stage and expensed as incurred during the preliminary project and post-implementation stages. Costs incurred during the application development stage include costs of materials and services, and payroll and payroll-related costs for employees who are directly associated with the software project. Such costs are amortized over the expected useful life of the related software which is generally 3 to 6 years. Costs related to the investment in the Company’s Enterprise Resource Planning and related systems are amortized over an expected useful life of 10 years. Maintenance, training, and upgrade costs that do not result in additional functionality are expensed as incurred.

Allocation of Acquisition Purchase Price to Assets Acquired and Liabilities Assumed: In connection with acquisitions, the Company allocates the cost of the acquisition to the assets acquired and the liabilities assumed based on the estimates of fair value for such items, including intangible assets and technology acquired. Such estimates include discounted estimated cash flows to be generated by those assets and the expected useful lives based on historical experience, current market trends, and synergies to be achieved from the acquisition and the expected tax basis of assets acquired. The Company may use a third party valuation consultant to assist in the determination of such estimates.

Goodwill and Indefinite-lived Intangible Assets: Goodwill is the excess of the purchase price paid over the fair value of the net assets of the business acquired. Indefinite-lived intangible assets primarily consist of brands, trademarks, content and publishing rights and are typically characterized by intellectual property with a long and well-established revenue stream resulting from strong and well-established imprint/brand recognition in the market. Goodwill and indefinite-lived intangible assets are not amortized but are reviewed annually for impairment, or more frequently if events or changes in circumstances indicate the asset might be impaired. The Company evaluates the recoverability of indefinite-lived intangible assets by comparing the fair value of the intangible asset to its carrying value. To estimate the fair value of its goodwill and indefinite-lived intangible assets, the Company uses either discounted cash flows or revenue multiples for comparable transactions in the marketplace.

To evaluate the recoverability of goodwill, the Company uses a two-step impairment test approach at the reporting unit level. In the first step, the estimated fair value of the entire reporting unit is compared to its carrying value including goodwill. If the fair value of the reporting unit is less than the carrying value, a second step is performed to determine the charge for goodwill impairment. In the second step, the Company determines an implied fair value of the reporting unit’s goodwill by determining the fair value of the individual assets and liabilities (including any previously unrecognized intangible assets) of the reporting unit other than goodwill. The resulting implied fair value of the goodwill is compared to the carrying amount and an impairment charge is recognized for the difference.

In certain circumstances, the Company uses a qualitative assessment as an alternative to the two-step test approach. Under this approach certain market, industry and financial performance factors are considered to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If that is the case, the two-step approach described above is then performed to evaluate the recoverability of goodwill.

Intangible Assets with Finite Lives and Other Long-Lived Assets: Finite-lived intangible assets principally consist of brands, trademarks, content and publication rights, customer relationships and non-compete agreements and are amortized over their estimated useful lives. The most significant factors in determining the estimated lives of these intangibles are the history and longevity of the brands, trademarks and content and publication rights acquired combined with the strength of cash flows. Content and publication rights, trademarks, customer relationships and brands with finite lives are amortized on a straight-line basis over periods ranging from 5 to 40 years. Non-compete agreements are amortized over the terms of the individual agreement, generally up to 5 years.

Intangible assets with finite lives as of April 30, 2017 are amortized on a straight line basis over the following weighted average estimated useful lives: content and publishing rights – 31 years; customer relationships – 20 years; brands and trademarks – 15 years; non-compete agreements – 5 years.

Assets with finite lives are only evaluated for impairment upon a significant change in the operating or macroeconomic environment. In these circumstances, if an evaluation of the projected undiscounted cash flows indicates impairment, the asset is written down to its estimated fair value based on the discounted future cash flows.

Derivative Financial Instruments: The Company, from time to time, enters into foreign exchange forward and interest rate swap contracts as a hedge against foreign currency asset and liability commitments, changes in interest rates and anticipated transaction exposures, including intercompany purchases. All derivatives are recognized as assets or liabilities and measured at fair value. Derivatives that are not determined to be effective hedges are adjusted to fair value with a corresponding adjustment to earnings. The Company does not use financial instruments for trading or speculative purposes.

Foreign Currency Gains/Losses: The Company maintains operations in many non-U.S. locations. Assets and liabilities are translated into U.S. dollars using end of period exchange rates and revenues and expense are translated into U.S. dollars using weighted average rates. The Company's significant investments in non-U.S. businesses are exposed to foreign currency risk. Foreign currency translation adjustments are reported as a separate component of Accumulated Other Comprehensive Loss within Shareholders' Equity. During fiscal year 2017, the Company recorded $51.3 million of foreign currency translation losses primarily due to the strengthening of the U.S. dollar relative to the British pound sterling. Foreign currency transaction gains or losses are recognized in the Consolidated Statements of Income as incurred.

Stock-Based Compensation: The Company recognizes stock-based compensation expense based on the fair value of the stock-based awards on the grant date, reduced by an estimate for future forfeited awards. As such, stock-based compensation expense is only recognized for those awards that are expected to ultimately vest. The fair value of stock-based awards is recognized in net income on a straight-line basis over the requisite service period. Stock-based compensation expense associated with performance-based stock awards is based on actual financial results for targets established three years in advance. The cumulative effect on current and prior periods of a change in the estimated number of performance share awards, or estimated forfeiture rate, is recognized as an adjustment to earnings in the period of the revision.

Recently Issued Accounting Standards:

In May 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2017-09 "Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting", which clarifies when changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting. Under the new guidance, modification accounting is only required if the fair value, vesting conditions or classification (equity or liability) of the new award are different from the original award immediately before the original award is modified. The standard is effective for the Company on May 1, 2018, with early adoption permitted. The new guidance must be applied prospectively to awards modified on or after the adoption date. The future impact of ASU 2017-09 will be dependent on the nature of future stock award modifications.

In March 2017, the FASB issued ASU 2017-07 "Compensation-Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost." The guidance requires that the service cost component of net pension and postretirement benefit costs be reported in the same line item as other compensation costs arising from services rendered by the pertinent employees during the period, while the other components of net benefit costs must be reported separately from the service cost component and below operating income. The guidance also allows only the service cost component to be eligible for capitalization when applicable. The standard is effective for the Company on May 1, 2018, with early adoption permitted. The new guidance must be applied retrospectively for the presentation of net benefit costs in the income statement and prospectively for the capitalization of the service cost component of net benefit costs. Although the Company does not expect the standard to have an impact on its consolidated net income, the Company's net pension and postretirement costs for fiscal year 2017 include approximately $2.8 million of net benefit expense that will be reclassified from operating income to a line item below operating income upon adoption.

In January 2017, the FASB issued ASU 2017-04 "Intangibles – Goodwill and Other (Topic 350): "Simplifying the Test for Goodwill Impairment", which simplifies the measurement of a potential goodwill impairment charge by eliminating the requirement to calculate an implied fair value of the goodwill based on the fair value of a reporting unit's other assets and liabilities. The new guidance eliminates the implied fair value method and instead measures a potential impairment charge based on the excess of a reporting unit's carrying value compared to its fair value. The impairment charge cannot exceed the total amount of goodwill allocated to that reporting unit. The standard is effective for the Company on May 1, 2020, with early adoption permitted. Based on the Company's most recent annual goodwill impairment test completed in fiscal year 2017, the Company expects no initial impact on adoption.

In January 2017, the FASB issued ASU 2017-01 "Business Combinations (Topic 805): Clarifying the Definition of a Business", which clarifies the definition of a business in order to allow for the evaluation of whether transactions should be accounted for as acquisitions or disposals of assets or business. The standard is effective for the Company on May 1, 2018, with early adoption permitted. The future impact of ASU 2017-01 will be dependent upon the nature of future acquisitions or dispositions made by the Company.

In October 2016, the FASB issued ASU 2016-16 "Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other than Inventory", which simplifies the accounting for the income tax consequences of intra-entity transfers of assets other than inventory. Current GAAP prohibits the recognition of current and deferred income taxes for an intra-entity asset transfer until the asset has been sold to an outside party. The new guidance states that an entity should recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. Consequently, the amendments in this standard eliminate the exception for an intra-entity transfer of an asset other than inventory. The standard is effective for the Company on May 1, 2018, with early adoption permitted. The Company expects no initial impact upon adoption.

In August 2016, the FASB issued ASU 2016-15 "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments", which provides clarification on classifying a variety of activities within the Statement of Cash flows. The standard is effective for the Company on May 1, 2018, with early adoption permitted. The Company is currently assessing the impact the new guidance will have on its statement of cash flows.

In March 2016, the FASB issued ASU 2016-09 “Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting”, which simplifies the accounting for share-based payment transactions, including income taxes, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The new guidance also allows an entity to make an accounting policy election to account for forfeitures when they occur or to estimate the number of awards that are expected to vest with a subsequent true up to actual forfeitures (current GAAP). The standard is effective for the Company on May 1, 2017, with early adoption permitted. The Company will adopt the standard on a prospective basis on May 1, 2017 and plans to continue estimating expected forfeitures.

In February 2016, the FASB issued ASU 2016-02 "Leases (Topic 842)”. ASU 2016-02 requires lessees to recognize most leases on the balance sheet which will result in an increase in reported assets and liabilities. The recognition of expenses within the income statement is consistent with the existing lease accounting standards. There are no significant changes in the new standard for lessors under operating leases. The standard is effective for the Company on May 1, 2019 with early adoption permitted. Adoption requires application of the new guidance for all periods presented. The Company is currently assessing the impact the new guidance will have on its consolidated financial statements.

In November 2015, the FASB issued ASU 2015-17 “Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes”, to simplify the presentation of deferred income taxes. The amendments in this update require that all deferred tax assets and liabilities, including those previously classified as current, be classified as noncurrent in a classified statement of financial position. The amendments in the standard will align the presentation of deferred income tax assets and liabilities with International Financial Reporting Standards (“IFRS”). The Company adopted the new guidance on a prospective basis effective April 30, 2017. Accordingly, prior period accounts were not adjusted. The adoption had no impact on the Company’s results of operations or statement of cash flows.

In April 2015, the FASB issued ASU 2015-05 "Intangibles- Goodwill and Other- Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Fees Paid in Cloud Computing Arrangements" (“ASU 2015-05”). Cloud computing arrangements represent the delivery of hosted services over the internet which includes software, platforms, infrastructure and other hosting arrangements. The ASU provides criteria to determine whether the cloud computing arrangement includes a software license. A software license can include customized development, maintenance, hosting and other related costs. If the criteria are met, the customer will capitalize the fee attributable to the software license portion of the arrangement as internal-use software. If the arrangement does not include a software license, it should be treated as a service contract. The Company adopted the new guidance on a prospective basis for all arrangements entered into or materially modified after May 1, 2016.

In May 2014, the FASB issued ASU 2014-09 "Revenue from Contracts with Customers" (Topic 606) (“ASU 2014-09”), and the International Accounting Standards Board (“IASB”) published its equivalent standard, IFRS 15, “Revenue from Contracts with Customers”. These joint comprehensive new revenue recognition standards will supersede most existing revenue recognition guidance and are intended to improve and converge revenue recognition and related financial reporting requirements. The standard is effective for the Company on May 1, 2018. The standard allows for either “full retrospective” adoption, meaning the standard is applied to all periods presented, or “cumulative effect” adoption, meaning the standard is applied only to the most current period presented in the financial statements. Subsequently, the FASB issued ASU No. 2016-08, “Revenue from

Contracts with Customers (Topic 606) – Principal versus Agent Considerations" ("ASU 2016-08"), ASU No. 2016-10, "Revenue from Contracts with Customers (Topic 606) – Identifying Performance Obligations and Licensing" ("ASU 2016-10"), ASU 2016-12, "Revenue from Contracts with Customers (Topic 606) – Narrow Scope Improvements and Practical Expedients" ("ASU 2016-12"), and ASU 2016-20, "Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers" ("ASU 2016-20"), which provide clarification and additional guidance related to ASU 2014-09. The Company must adopt ASU 2016-08, ASU 2016-10, ASU 2016-12, and ASU 2016-20 with ASU 2014-09. The Company is utilizing a comprehensive approach to assess the impact of the guidance on its contract portfolio by reviewing its current accounting policies and practices to identify potential differences that would result from applying the new requirements to its revenue contracts and is currently evaluating the effect that implementation of this standard will have on its consolidated financial position and results of operations. The Company currently plans to adopt the standard on May 1, 2018 using the cumulative effect method.

Note 3 – Reconciliation of Weighted Average Shares Outstanding

A reconciliation of the shares used in the computation of earnings per share for the years ended April 30 follows (in thousands):

	2017	2016	2015
Weighted Average Shares Outstanding	**57,531**	58,253	59,004
Less: Unearned Restricted Shares	**(194)**	(255)	(271)
Shares Used for Basic Earnings Per Share	**57,337**	57,998	58,733
Dilutive Effect of Stock Options and Other Stock Awards	**862**	736	861
Shares Used for Diluted Earnings Per Share	**58,199**	58,734	59,594

Since their inclusion in the calculation of diluted earnings per share would have been anti-dilutive, options to purchase 301,527, 336,803 and 178,144 shares of Class A Common Stock have been excluded for fiscal years 2017, 2016 and 2015, respectively. In addition, for fiscal years 2016 and 2015 unearned restricted shares of 15,200 and 2,500, respectively, have been excluded as their inclusion would have been anti-dilutive.

Note 4- Accumulated Other Comprehensive Loss

Changes in Accumulated Other Comprehensive Loss by component, net of tax, for the fiscal years ended April 30, 2017 and 2016 were as follows (in thousands):

	Foreign Currency Translation	Unamortized Retirement Costs	Interest Rate Swaps	Total
Balance at April 30, 2015	$(246,854)	$(159,434)	$(345)	$(406,633)
Other comprehensive loss before reclassifications	(21,066)	(24,930)	(569)	(46,565)
Amounts reclassified from Accumulated Other Comprehensive loss	-	4,959	553	5,512
Total other comprehensive loss	(21,066)	(19,971)	(16)	(41,053)
Balance at April 30, 2016	$(267,920)	$(179,405)	$(361)	$(447,686)
Other comprehensive (loss) income before reclassifications	(51,292)	(18,458)	2,735	(67,015)
Amounts reclassified from Accumulated Other Comprehensive loss	-	7,361	53	7,414
Total other comprehensive (loss) income	(51,292)	(11,097)	2,788	(59,601)
Balance at April 30, 2017	**$(319,212)**	**$(190,502)**	**$2,427**	**$(507,287)**

For the fiscal years ended April 30, 2017 and 2016, pre-tax actuarial losses included in Unamortized Retirement Costs of approximately $11.1 million and $6.2 million, respectively, were amortized from Accumulated Other Comprehensive Loss and recognized as pension expense in Operating and Administrative Expenses in the Consolidated Statements of Income.

Note 5 – Acquisitions

Atypon:

On September 30, 2016, the Company acquired the net assets of Atypon Systems, Inc. (“Atypon”), a Silicon Valley-based publishing-software company, for approximately $121 million in cash, net of cash acquired. Atypon is a publishing software and service provider that enables scholarly and professional societies and publishers to deliver, host, enhance, market and manage their content on the web. Atypon is headquartered in Santa Clara, CA, with approximately 260 employees in the U.S. and EMEA. Atypon provides services through *Literatum*, an innovative platform that primarily serves the scientific, technical, medical and scholarly industry. This software gives publishers direct control over how their content is displayed, promoted and monetized on the web. Atypon generated over $31 million in calendar year 2015 revenue. *Literatum* hosts nearly 9,000 journals, 13 million journal articles and more than 1,800 publication web sites for over 1,500 societies and publishers, accounting for a third of the world’s English-language scholarly journal articles. The $121 million purchase price was allocated on a preliminary basis mainly to identifiable long-lived intangible assets, including customer relationships ($14 million), software ($28 million), goodwill ($70 million) and trademarks ($6 million), with the remainder allocated to working capital ($3 million). The fair value of intangible assets and technology acquired was based on management’s assessment performed with the assistance of a third party valuation consultant. Goodwill represents the excess of the purchase price over the fair value of net assets acquired and comprises the estimated value of Atypon’s workforce, unidentifiable intangible assets and the fair value of expected synergies. The identifiable long-lived intangible assets with definitive lives are primarily amortized over a weighted average estimated useful life of approximately 12 years. The Company expects to finalize its purchase accounting for Atypon by September 30, 2017. Atypon’s revenue and operating loss included in the Company’s results for fiscal year 2017 were $19.1 million and $3.5 million, respectively.

CrossKnowledge:

On May 1, 2014, the Company acquired CrossKnowledge Group Limited (“CrossKnowledge”) for approximately $166 million in cash, net of cash acquired. CrossKnowledge is a learning solutions provider focused on leadership and managerial skills development that offers subscription-based, digital learning solutions for global corporations, universities, and small and medium-sized enterprises. CrossKnowledge’s solutions include a variety of managerial and leadership skills assessments, courses, certifications, content and executive training programs that are delivered on a cloud-based LMS platform with over 19,000 learning objects in 17 languages. CrossKnowledge serves over seven million end-users in 80 countries. For fiscal years 2017, 2016 and 2015 CrossKnowledge’s revenue included in Wiley’s results was $60.1 million, $50.7 million and $42.0 million, respectively.

The $166 million purchase price was allocated to identifiable long-lived intangible assets, mainly customer relationships and content ($63.0 million); technology ($6.3 million); long-term deferred tax liabilities ($21.5 million); negative working capital ($4.3 million); and goodwill ($122.5 million). The fair value of intangible assets and technology acquired was based on management’s assessment performed with the assistance of a third party valuation consultant. Goodwill represents the excess of the purchase price over the fair value of net assets acquired and comprises the estimated value of CrossKnowledge’s workforce, unidentifiable intangible assets and the fair value of expected synergies. None of the goodwill is deductible for tax purposes. The identifiable long-lived intangible assets are primarily amortized over a weighted average estimated useful life of approximately 15 years. The acquisition was funded through the use of the Company's existing credit facility and available cash balances.

Fiscal years 2017, 2016 and 2015 also include approximately $34 million, $20 million and $6 million, respectively, related to acquisitions of publication rights for society journals.

Note 6 – Restructuring Charges

In fiscal years 2017, 2016 and 2015, the Company recorded pre-tax restructuring charges of $13.4 million ($0.15 per share), $28.6 million ($0.32 per share) and $28.8 million ($0.34 per share), respectively, which are reflected in the Restructuring Charges line item in the Consolidated Statements of Income and described in more detail below:

Restructuring and Reinvestment Program:

Beginning in fiscal year 2013, the Company initiated a program (the "Restructuring and Reinvestment Program") to restructure and realign its cost base with current and anticipated future market conditions. The Company is targeting a majority of the cost savings achieved to improve margins and earnings, while the remainder will be reinvested in high growth digital business opportunities.

The following tables summarize the pre-tax restructuring charges related to this program (in thousands):

	2017	**2016**	**2015**	**Total Charges Incurred to Date**
Charges by Segment:				
Research	**$1,949**	$2,982	$4,555	$20,156
Publishing	**1,596**	4,507	5,956	32,488
Solutions	**1,787**	1,042	-	2,552
Shared Services	**8,023**	20,080	18,293	82,748
Total Restructuring Charges	**$13,355**	$28,611	$28,804	$137,944
Charges by Activity:				
Severance	**$8,386**	$16,443	$17,093	$87,590
Process Reengineering Consulting	**148**	7,191	301	18,814
Other Activities	**4,821**	4,977	11,410	31,540
Total Restructuring Charges	**$13,355**	$28,611	$28,804	$137,944

Other Activities reflects leased facility consolidations, contract termination costs and the curtailment of certain defined benefit pension plans.

The following table summarizes the activity for the Restructuring and Reinvestment Program liability for fiscal year 2017 (in thousands):

	April 30, 2016	**Charges**	**Payments**	**Foreign Translation & Reclassification**	**April 30, 2017**
Severance	$16,657	$8,386	$(14,116)	$(845)	**$10,082**
Process Reengineering Consulting	-	148	(148)	-	**-**
Other Activities	11,852	4,821	(8,590)	4,625	**12,708**
Total	$28,509	$13,355	$(22,854)	$3,780	**$22,790**

The restructuring liability for accrued severance costs is reflected in Accrued Employment Costs in the Consolidated Statements of Financial Position. Approximately $2.7 million and $10.0 million of the Other Activities are reflected in Other Accrued Liabilities and Other Long-Term Liabilities, respectively.

Note 7 – Inventories

Inventories at April 30 were as follows (in thousands):

	2017	2016
Finished Goods	**$38,329**	$45,170
Work-in-Process	**7,078**	7,592
Paper and Other Materials	**650**	4,867
	46,057	57,629
Inventory Value of Estimated Sales Returns	**4,727**	4,924
LIFO Reserve	**(2,932)**	(4,774)
Total Inventories	**$47,852**	$57,779

See Note 2, Summary of Significant Accounting Policies - Sales Return Reserves for a discussion of the Inventory Value of Estimated Sales Returns. Finished Goods are net of a reserve for inventory obsolescence of $21.1 million and $22.0 million as of April 30, 2017 and 2016, respectively. During fiscal year 2017, the Company outsourced the majority of its paper inventory management to third party printers which drove the decline in Paper, Cloth and Other above.

Note 8 – Product Development Assets

Product development assets consisted of the following at April 30 (in thousands):

	2017	2016
Book Composition Costs	**$28,884**	$34,697
Royalty Advances	**28,320**	31,182
Other Product Development Costs	**42,071**	6,247
Total	**$99,275**	$72,126

Book composition costs are net of accumulated amortization of $172.6 million and $179.6 million as of April 30, 2017 and 2016, respectively. Other Product Development Costs are net of accumulated amortization of $26.4 million and $19.7 million as of April 30, 2017 and 2016, respectively. The increase in Other Product Development Costs was principally due to the Atypon acquisition ($28 million) and other spending to support business growth.

Note 9 – Technology, Property and Equipment

Technology, property and equipment consisted of the following at April 30 (in thousands):

	2017	2016
Capitalized Software	**$373,456**	$418,865
Computer Hardware	**60,467**	121,103
Buildings and Leasehold Improvements	**103,774**	84,923
Furniture, Fixtures and Warehouse Equipment	**55,106**	54,607
Land and Land Improvements	**3,354**	3,726
	596,157	683,224
Accumulated Depreciation	**(343,669)**	(468,454)
Total	**$252,488**	$214,770

The net book value of capitalized software costs was $192.7 million and $151.5 million as of April 30, 2017 and 2016, respectively. Depreciation expense recognized in fiscal years 2017, 2016, and 2015 for capitalized software costs was approximately $48.3 million, $49.6 million and $42.1 million, respectively. In fiscal year 2017, the Company wrote off approximately $178.1 million of fully depreciated capitalized software and computer hardware that were no longer in use.

Note 10 - Goodwill and Intangible Assets

The following table summarizes the activity in goodwill by segment as of April 30 (in thousands):

	2016	**Acquisitions**	**Foreign Translation Adjustment**	**2017**
Research	$406,395	69,867	$(38,334)	**$437,928**
Publishing	284,217	-	(1,025)	**283,192**
Solutions	261,051	3,405	(3,475)	**260,981**
Total	$951,663	$73,272	$(42,834)	**$982,101**

Intangible assets as of April 30 were as follows (in thousands):

	2017		**2016**	
	Cost	**Accumulated Amortization**	**Cost**	**Accumulated Amortization**
Intangible Assets with Determinable Lives				
Content and Publishing Rights	**$775,520**	**$(353,923)**	$790,055	$(333,174)
Customer Relationships	**233,872**	**(64,756)**	224,839	(54,677)
Brands & Trademarks	**35,554**	**(18,359)**	30,116	(15,713)
Covenants not to Compete	**2,377**	**(1,420)**	1,687	(1,011)
	1,047,323	**(438,458)**	1,046,697	(404,575)
Intangible Assets with Indefinite Lives				
Brands & Trademarks	**135,061**	**-**	147,683	-
Content and Publishing Rights	**84,173**	**-**	87,202	-
	$1,266,557	**$(438,458)**	$1,281,582	$(404,575)

Based on the current amount of intangible assets subject to amortization and assuming current foreign exchange rates, the estimated amortization expense for each of the succeeding five fiscal years are as follows: 2018 – $47.2 million; 2019 - $45.6 million; 2020 - $41.1 million; 2021 - $38.4 million and 2022 - $33.9 million.

Note 11 - Income Taxes

The provisions for income taxes for the years ended April 30 were as follows (in thousands):

	2017	2016	2015
Current Provision			
US – Federal	**$912**	$(5,365)	$27,137
International	**105,228**	31,958	27,613
State and Local	**100**	1,657	1,007
Total Current Provision	**$106,240**	$28,250	$55,757
Deferred Provision (Benefit)			
US – Federal	**$(13,852)**	$6,625	$(7,554)
International	**(15,330)**	(6,459)	606
State and Local	**415**	595	(216)
Total Deferred (Benefit)	**$(28,767)**	$761	$(7,164)
Total Provision	**$77,473**	$29,011	$48,593

International and United States pretax income for the years ended April 30 were as follows (in thousands):

	2017	2016	2015
International	**$192,910**	$159,152	$165,085
United States	**(1,794)**	15,641	60,376
Total	**$191,116**	$174,793	$225,461

The Company's effective income tax rate as a percentage of pretax income differed from the U.S. federal statutory rate as shown below:

	2017	2016	2015
U.S. Federal Statutory Rate	**35.0%**	35.0%	35.0%
German Tax Litigation Expense	**25.7**	-	-
Benefit from Lower Taxes on Non-U.S. Income	**(12.7)**	(14.6)	(11.9)
State Income Taxes, Net of U.S. Federal Tax Benefit	**0.1**	0.8	0.3
Deferred Tax Benefit From Statutory Tax Rate Change	**(1.3)**	(3.4)	-
Tax Credits and Related Benefits	**(6.2)**	(1.6)	(0.3)
Tax Adjustments and Other	**(0.1)**	0.4	(1.5)
Effective Income Tax Rate	**40.5%**	16.6%	21.6%

Note: A substantial portion of the Company's income is earned outside the U.S. in jurisdictions with lower statutory income tax rates than the U.S. including: U.K. (62%), Germany (26%) and Australia (7%).

Deferred Tax Benefit from Statutory Tax Rate Change: In fiscal year 2016, the U.K. reduced its statutory rate to 19% beginning April 1, 2017 and 18% beginning April 1, 2020; and in fiscal year 2017, the U.K. further reduced its statutory rate beginning on April 1, 2020, from 18% to 17%. This resulted in a non-cash deferred tax benefit from the re-measurement of the Company's applicable U.K. deferred tax balances of $5.9 million ($0.10 per share) in fiscal year 2016 and $2.6 million ($0.04 per share) in fiscal year 2017.

Tax Adjustments and Other: In fiscal year 2017, the Company did not record any tax benefits related to the expiration of the statute of limitations or favorable resolutions of federal, state and foreign tax matters with tax authorities. In fiscal years 2016 and 2015, the Company recorded tax benefits of $1.3 million and $0.7 million, respectively, related to such matters. In addition, in fiscal year 2015, the Company recognized a non-recurring tax benefit of $3.1 million related to tax deductions claimed on the write-up of certain foreign tax assets to fair market value.

Accounting for Uncertainty in Income Taxes:

As of April 30, 2017 and April 30, 2016, the total amount of unrecognized tax benefits were $6.1 million and $19.9 million, respectively, of which $0.4 million and $3.5 million represented accruals for interest and penalties recorded as additional tax expense in accordance with the Company's accounting policy. Within the income tax provision for both fiscal years 2017 and 2016, the Company recorded net interest expense on reserves for unrecognized and recognized tax benefits of $0.3 million and $0.5 million respectively. As of April 30, 2017 and April 30, 2016, the total amount of unrecognized tax benefits that would reduce the Company's income tax provision, if recognized, were approximately $6.1 million and $19.9 million, respectively. During the year ended April 30, 2017, the Company's tax position with respect to certain assets in Germany was finally rejected by the German Federal Fiscal Court (see below). Substantially all of the reduction for prior year tax positions in the table below relates to the resolution of that matter. The Company does not expect any significant changes to the unrecognized tax benefits within the next twelve months.

A reconciliation of the unrecognized tax benefits included within the Other Long-Term Liabilities line item in the Consolidated Statements of Financial Position follows (in thousands):

	2017	**2016**
Balance at May 1st	**$19,863**	$19,349
Additions for Current Year Tax Positions	**2,566**	1,077
Additions for Prior Year Tax Positions	**31,802**	533
Reductions for Prior Year Tax Positions	**-**	(214)
Foreign Translation Adjustment	**(419)**	569
Payments and Settlements	**(47,688)**	(132)
Reductions for Lapse of Statute of Limitations	**-**	(1,319)
Balance at April 30th	**$6,124**	$19,863

Tax Audits:

The Company files income tax returns in the U.S. and various states and non-U.S. tax jurisdictions. The Company's major taxing jurisdictions include the United States, the United Kingdom and Germany. The Company is no longer subject to income tax examinations for years prior to fiscal year (2010) in the major jurisdictions in which the Company is subject to tax. The Company's last completed U.S. federal audit was for fiscal years 2011 through 2013, which resulted in minimal adjustments related to temporary differences.

In fiscal year 2003, the Company reorganized several of its German subsidiaries into a new operating entity which enabled the Company to increase ("step-up") the tax deductible net asset basis in certain assets and claim additional tax amortization deductions over 15 years beginning that fiscal year.

In May 2012, as part of its routine tax audit process, the German tax authorities challenged the Company's tax position. In September 2014, the Company filed an appeal with the local finance court. As required by German law, the Company paid all contested taxes and the related interest to avail itself of its right to defend its position. The Company made all required payments with cumulative total deposits of 56.6 million euros, including interest.

In October 2014, the Company received an unfavorable decision from the local finance court, which the Company appealed in January 2015 to the German Federal Fiscal Court. On September 26, 2016, the

Company learned that the court denied the Company's appeal and its tax position. No further appeals are available. As a result, the Company forfeited its deposit and incurred an income tax charge of approximately $49 million ($0.85 per share). This one-time charge is included in the Company's income tax expense for fiscal year 2017.

Deferred Taxes:

Deferred taxes result from temporary differences in the recognition of revenue and expense for tax and financial reporting purposes. During the period ended April 30, 2017, the Company adopted ASU 2015-17 on a prospective basis. ASU 2015-17 requires that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. The Company elected to adopt this standard prospectively and thus prior period balances were not adjusted. See Note 2 – Summary of Significant Accounting Policies – *Recently Issued Accounting Standards*.

It is more likely than not that the results of future operations will generate sufficient taxable income to realize the net deferred tax assets. The significant components of deferred tax assets and liabilities at April 30 were as follows (in thousands):

	2017	**2016**
Net Operating Losses	**$5,453**	$3,148
Reserve for Sales Returns and Doubtful Accounts	**8,331**	6,075
Accrued Employee Compensation	**34,305**	29,550
Foreign and Federal Credits	**15,472**	-
Other Accrued Expenses	**14,303**	14,842
Retirement and Post-Employment Benefits	**56,633**	64,438
Total Gross Deferred Tax Assets	**$134,497**	$118,053
Less Valuation Allowance	**(1,300)**	-
Total Deferred Tax Assets	**$133,197**	$118,053
Prepaid Expenses and Other Current Assets	**$(16,385)**	$(5,349)
Intangible and Fixed Assets	**(272,008)**	(288,769)
Total Deferred Tax Liabilities	**$(288,393)**	$(294,118)
Net Deferred Tax Liabilities	**$(155,196)**	$(176,065)
Reported As		
Current Deferred Tax Assets	**$-**	$11,126
Non-current Deferred Tax Assets	**5,295**	2,677
Non-current Deferred Tax Liabilities	**160,491**	189,868
Net Deferred Tax Liabilities	**$155,196**	$176,065

The decrease in net deferred tax liabilities is primarily attributable to foreign and federal credit carryforwards related to the fiscal year ended April 30, 2017. We have concluded that it is more likely than not that we will realize substantially all of the net deferred tax assets at April 30, 2017. In assessing the need for a valuation allowance, we take into account related deferred tax liabilities and estimated future reversals of existing temporary differences, future taxable earnings and tax planning strategies to determine which deferred tax assets are more likely than not to be realized in the future. Changes to tax laws, statutory tax rates and future taxable earnings can have an impact on our valuation allowances.

A valuation allowance has been provided based on the uncertainty of utilizing the tax benefits related to our deferred tax assets for state net operating loss carry forwards. As of April 30, 2017, we have apportioned state net operating loss carryforwards totaling $51 million, with a tax effected value of $2.7 million net of federal benefits, expiring in various amounts over one to 20 years.

Pretax earnings of a non-U.S. subsidiary or affiliate are subject to U.S. taxation when repatriated. The Company intends to reinvest earnings outside the U.S. except in instances where repatriating such earnings would result in no additional tax. Accordingly, the Company has not recognized U.S. tax expense on non-U.S. earnings. At April 30, 2017, the accumulated undistributed earnings of non-U.S. subsidiaries approximated $275 million. If such earnings were repatriated, the Company estimates that the U.S. income tax liability could range from less than $1 million to as much as $20 million.

Note 12 - Debt and Available Credit Facilities

As of April 30, 2017 and 2016, the Company's debt of approximately $365.0 million and $605.0 million, respectively consisted of amounts due under its revolving credit facilities.

On March 1, 2016, the Company amended and extended its existing revolving credit agreement ("RCA") with a syndicated bank group led by Bank of America. The previous RCA consisted of a $940 million senior revolving credit facility due on November 2, 2016. The new agreement consists of a $1.1 billion five-year senior revolving credit facility payable March 1, 2021. The proceeds of the amended facility will be used for general corporate purposes including seasonal operating cash requirements investments in technology systems and new businesses, and strategic acquisitions. Under the agreement, which can be drawn in multiple currencies, the Company has the option of borrowing at the following floating interest rates: (i) at a rate based on the London Interbank Offered Rate ("LIBOR") plus an applicable margin ranging from 0.98% to 1.50%, depending on the Company's consolidated leverage ratio, as defined, or (ii) for U.S. dollar-denominated loans only, at the lender's base rate plus an applicable margin ranging from zero to 0.45%, depending on the Company's consolidated leverage ratio. The lender's base rate is defined as the highest of (i) the U.S. federal funds effective rate plus a 0.50% margin, (ii) the Eurocurrency rate, as defined, plus a 1.00% margin, or (iii) the Bank of America prime lending rate. In addition, the Company pays a facility fee ranging from 0.15% to 0.25% depending on the Company's consolidated leverage ratio. The Company also has the option to request an additional credit limit increase of up to $350 million in minimum increments of $50 million, subject to the approval of the lenders. The credit agreement contains certain restrictive covenants related to the Company's consolidated leverage ratio and interest coverage ratio, which the Company was in compliance with as of April 30, 2017. Due to the fact that there are no principal payments due until the end of the agreement in fiscal year 2021, the Company has classified its entire debt obligation as long-term as of April 30, 2017 and 2016. As part of the amendment, the Company paid $3.4 million in debt financing costs in fiscal year 2016 which were capitalized and included in the Other Assets line item in the Consolidated Statements of Financial Position.

On October 31, 2015, the Company renewed its U.S. dollar facility with TD Bank, N.A. which was equally ranked with the Company's previous agreement with Bank of America - Merrill Lynch and The Royal Bank of Scotland plc, and Santander Bank. The agreement consisted of a $50 million 364-day revolving credit facility which was drawn in fiscal year 2015. The facility was terminated and fully paid off with the proceeds of the RCA refinancing on March 1, 2016.

On August 6, 2015, the Company amended its December 22, 2014 364-day U.S. dollar revolving credit facility reinstated every 30 days with Santander Bank, N.A. by increasing the facility to $100 million from $50 million. The additional $50 million was drawn during August and was used to repay a portion of the senior revolving credit facility. The facility was equally ranked with the Company's previous agreement with Bank of America -

Merrill Lynch and The Royal Bank of Scotland plc, and TD Bank, N.A. The facility was fully paid on April 29, 2016. This facility's termination date was May 23, 2016 and was not renewed.

The Company and its subsidiaries have other lines of credit aggregating $6.8 million at various interest rates. There were no outstanding borrowings under these credit lines at April 30, 2017 and 2016.

The Company's total available lines of credit as of April 30, 2017 were approximately $1.1 billion, of which approximately $0.7 billion was unused. The weighted average interest rates on total debt outstanding during fiscal years 2017 and 2016 were 2.19% and 1.88%, respectively. As of April 30, 2017 and 2016, the weighted average interest rates for the total debt were 2.74% and 2.12%, respectively. Based on estimates of interest rates currently available to the Company for loans with similar terms and maturities, the fair value of the Company's debt approximates its carrying value.

Note 13 – Derivative Instruments and Activities

The Company, from time-to-time, enters into forward exchange and interest rate swap contracts as a hedge against foreign currency asset and liability commitments, changes in interest rates and anticipated transaction exposures, including intercompany purchases. All derivatives are recognized as assets or liabilities and measured at fair value. Derivatives that are not determined to be effective hedges are adjusted to fair value with a corresponding adjustment to earnings. The Company does not use financial instruments for trading or speculative purposes.

<u>Interest Rate Contracts:</u>

The Company had $365.0 million of variable rate loans outstanding at April 30, 2017, which approximated fair value. As of April 30, 2017 and 2016, the interest rate swap agreements maintained by the Company were designated as fully effective cash flow hedges as defined under Accounting Standards Codification ("ASC") 815 "Derivatives and Hedging." As a result, there was no impact on the Company's Consolidated Statements of Income from changes in the fair value of the interest rate swaps as they were fully offset by changes in the interest expense on the underlying variable rate debt instruments. Under ASC 815, derivative instruments that are designated as cash flow hedges have changes in their fair value recorded initially within Accumulated Other Comprehensive Loss in the Consolidated Statements of Financial Position. As interest expense is recognized based on the variable rate loan agreements, the corresponding deferred gain or loss on the interest rate swaps is reclassified from Accumulated Other Comprehensive Loss to Interest Expense in the Consolidated Statements of Income. It is management's intention that the notional amount of interest rate swaps be less than the variable rate loans outstanding during the life of the derivatives.

On April 4, 2016, the Company entered into a forward starting interest rate swap agreement which fixed a portion of the variable interest due on a variable rate debt renewal on May 16, 2016. Under the terms of the agreement, the Company will pay a fixed rate of 0.92% and receives a variable rate of interest based on one-month LIBOR (as defined) from the counterparty which is reset every month for a three-year period starting May 16, 2016 ending May 15, 2019. As of April 30, 2017, the notional amount of the interest rate swap was $350.0 million.

On August 15, 2014, the Company entered into an interest rate swap agreement which fixed a portion of the variable interest due on its variable rate loans outstanding. Under the terms of the agreement, which expired on August 15, 2016, the Company paid a fixed rate of 0.65% and received a variable rate of interest based on one-month LIBOR (as defined) from the counterparty which was reset every month for a two-year period ending August 15, 2016. Prior to expiration the notional amount of the interest rate swap was $150.0 million.

The Company records the fair value of its interest rate swaps on a recurring basis using Level 2 inputs of quoted prices for similar assets or liabilities in active markets. The fair value of the interest rate swaps as of April 30, 2017 and 2016 was a deferred gain of $3.9 million and a deferred loss of $0.6 million, respectively. Based on the maturity dates of the contracts, the entire deferred gain as of April 30, 2017 was recorded within Other Long-Term Assets, while approximately $0.1 million and $0.5 million of the deferred loss as of April 20, 2016 was recorded in Other Accrued Liabilities and Other Long-Term Liabilities, respectively. The pre-tax losses that were reclassified from Accumulated Other Comprehensive Loss into Interest Expense for fiscal years 2017, 2016 and 2015 were $1.1 million, $0.9 million and $1.7 million, respectively. Based on the amount in Accumulated Other Comprehensive Loss at April 30, 2017, approximately $0.8 million, net of tax, of unrecognized gains would be reclassified into net income in the next twelve months.

Foreign Currency Contracts:

The Company may enter into forward exchange contracts to manage the Company's exposure on certain foreign currency denominated assets and liabilities. The forward exchange contracts are marked to market through Foreign Exchange Transaction Gains (Losses) in the Consolidated Statements of Income, and carried at their fair value in the Consolidated Statements of Financial Position. Foreign currency denominated assets and liabilities are remeasured at spot rates in effect on the balance sheet date, with the effects of changes in spot rates reported in Foreign Exchange Transaction Gains (Losses).

As of April 30, 2017, the Company did not maintain any open forward contracts. As of April 30, 2016, there were two open forward exchange contracts with notional amounts of 31 million euros and 274 million pounds sterling to manage foreign currency exposures on intercompany loans. During fiscal years 2015 through 2017, the Company did not designate any forward exchange contracts as hedges under current accounting standards as the benefits of doing so were not material due to the short-term nature of the contracts. The fair value changes in the forward exchange contracts substantially mitigated the changes in the value of the applicable foreign currency denominated assets and liabilities. As of April 30, 2016, the fair value of the open forward exchange contracts was a gain of approximately $1.3 million and recorded within Prepaid and Other current assets. The fair value of the open forward exchange contracts was measured on a recurring basis using Level 2 inputs. For fiscal years 2017, 2016 and 2015, the gains (losses) recognized on forward contracts were $59.0 million, $1.3 million and $(11.2) million, respectively.

Note 14 - Commitment and Contingencies

The following schedule shows the composition of rent expense for operating leases (in thousands):

	2017	**2016**	**2015**
Minimum Rental	**$35,464**	$37,206	$39,748
Less: Sublease Rentals	**(626)**	(597)	(639)
Total	**$34,838**	$36,609	$39,109

Future minimum payments under operating leases were $280.9 million at April 30, 2017. Annual minimum payments under these leases for fiscal years 2018 through 2022 are approximately $23.8 million, $28.8 million, $27.1 million, $24.3 million and $19.6 million, respectively. Rent expense associated with operating leases that include scheduled rent increases and tenant incentives, such as rent holidays or leasehold improvement allowances, are recorded on a straight-line basis over the term of the lease.

The Company is involved in routine litigation in the ordinary course of its business. A provision for litigation is accrued when information available to the Company indicates that it is probable a liability has been incurred and the amount of loss can be reasonably estimated. Significant judgment may be required to determine both the probability and estimates of loss. When the amount of the loss can only be estimated within a range, the most likely outcome within that range is accrued. If no amount within the range is a better estimate than any other amount, the minimum amount within the range is accrued. When uncertainties exist related to the probable outcome of litigation and/or the amount or range of loss, the Company does not record a liability, but discloses facts related to the nature of the contingency and possible losses if management considers the information to be material. Reserves for legal defense costs are recorded when management believes such future costs will be material. The accruals for loss contingencies and legal costs are reviewed regularly and may be adjusted to reflect updated information on the status of litigation and advice of legal counsel. In the opinion of management, the ultimate resolution of all pending litigation as of April 30, 2017 will not have a material effect upon the financial condition or results of operations of the Company.

Over the past few years, the Company has from time to time faced claims from photographers or agencies that the Company has used photographs without licenses or beyond licensed permissions. The Company has insurance coverage for a significant portion of such claims. The Company does not believe that its exposure to such claims either individually or in the aggregate is material.

Note 15 - Retirement Plans

The Company and its principal subsidiaries have retirement plans that cover substantially all employees. The plans generally provide for employee retirement between the ages of 60 and 65, and benefits based on length of service and compensation, as defined.

Plan Curtailments

The Company's Board of Directors approved plan amendments that froze the U.S. Employees' Retirement Plan, Supplemental Benefit Plan, and Supplemental Executive Retirement Plan, effective June 30, 2013. These plans are U.S. defined benefit plans. Under the amendments, no new employees are permitted to enter these plans and no additional benefits for current participants for future services will be accrued after June 30, 2013.

The Company's Board of Directors approved plan amendments that froze the Retirement Plan for the Employees of John Wiley & Sons, Canada, effective December 31, 2015. Under the amendments, no new employees are permitted to enter this plan and no additional benefits for current participants for future services will be accrued after December 31, 2015. The Company recorded a one-time pension plan benefit of $0.6 million in fiscal year 2015 as a result of the plan amendments. The curtailment benefit is included within the fiscal year 2015 Restructuring Charges line item in the Consolidated Statements of Income.

The Company's Board of Directors approved plan amendments that froze the Retirement Plan for the Employees of John Wiley & Sons, Ltd., a U.K. plan, effective April 30, 2015. Under the amendments, no new employees are permitted to enter this plan and no additional benefits for current participants for future services will be accrued after April 30, 2015. While there was no significant amount recorded for the curtailment, there was a resulting concession with employees to contribute an additional $0.8 million to the Company's defined contribution plans in fiscal year 2015. This contribution was recognized in the Restructuring charges line item in the Company's Consolidated Statements of Income.

The Company maintains the Supplemental Executive Retirement Plan for certain officers and senior management which provides for the payment of supplemental retirement benefits after the termination of employment for 10 years or in a lifetime annuity. Under certain circumstances, including a change of control as defined, the payment of such amounts could be accelerated on a present value basis. Future accrued benefits to the Plan have been discontinued as noted above.

The components of net pension expense (income) for the defined benefit plans and the weighted-average assumptions were as follows (in thousands):

	2017		2016		2015	
	U.S.	**Non-U.S.**	**U.S.**	**Non-U.S.**	**U.S.**	**Non-U.S.**
Service Cost	**$ -**	**$967**	$ -	$1,455	$ -	$5,942
Interest Cost	**12,398**	**14,449**	13,612	16,446	13,159	17,417
Expected Return on Plan Assets	**(14,053)**	**(21,173)**	(14,756)	(25,088)	(13,782)	(22,654)
Net Amortization of Prior Service Cost	**(154)**	**54**	(154)	55	(115)	68
Recognized Net Actuarial Loss	**2,622**	**2,553**	2,240	2,475	1,470	6,299
Curtailment/Settlement Loss (Gain)	**8,842**	**-**	1,857	-	-	(428)
Net Pension Expense (Income)	**$9,655**	**$(3,150)**	$2,799	$(4,657)	$732	$6,644
Discount Rate	**4.0%**	**3.5%**	4.2%	3.5%	4.7%	4.2%
Rate of Compensation Increase	**N/A**	**3.0%**	N/A	3.0%	N/A	3.2%
Expected Return on Plan Assets	**6.8%**	**6.7%**	6.8%	6.7%	6.8%	6.7%

The Company announced a voluntary, limited-time opportunity for terminated vested employees who are participants in the U.S. Employees' Retirement Plan of John Wiley & Sons, Inc. (the "Pension Plan") to request early payment of their entire Pension Plan benefit in the form of a single lump sum payment. Eligible participants who wished to receive the lump sum payment were required to make an election by August 29, 2016. Approximately 780 eligible participants made the election to receive the lump sum totaling $28.3 million which was paid from pension plan assets in October 2016. Settlement accounting rules were applied, which resulted in a plan remeasurement and recognition of a pro-rata portion of unamortized net actuarial loss of $8.8 million which was recorded in Operating and Administrative Expenses in the Consolidated Statements of Income. The curtailment/settlement loss in fiscal year 2016 of $1.9 million, noted above, related to a disability payment made subject to terms of the Company's Supplemental Executive Retirement Plan.

The projected benefit obligation, accumulated benefit obligation, and fair value of plan assets for the retirement plans with accumulated benefit obligations in excess of plan assets were $800.1 million, $753.3 million and $579.7 million, respectively, as of April 30, 2017 and $797.4 million, $759.2 million and $567.8 million, respectively, as of April 30, 2016.

The Recognized Net Actuarial Loss for each fiscal year is calculated using the "corridor method" which reflects the amortization of the net loss at the beginning of the fiscal year in excess of 10% of the greater of the market value of plan assets or the projected benefit obligation. The amortization period is based on the average expected life of plan participants.

The Company recognizes the overfunded or underfunded status of defined benefit postretirement plans, measured as the difference between the fair value of plan assets and the projected benefit obligation, in the Consolidated Statements of Financial Position. The change in the funded status of the plan is recognized within Accumulated Other Comprehensive Loss in the Consolidated Statements of Financial Position. Plan assets and obligations are measured at fair value as of the Company's balance sheet date.

The amounts in Accumulated Other Comprehensive Loss that are expected to be recognized as components of net periodic benefit cost during the next fiscal year are as follows (in thousands):

	U.S.	**Non-U.S.**	**Total**
Actuarial Loss	$2,230	$3,673	$5,903
Prior Service Cost	(154)	54	(100)
Total	$2,076	$3,727	$5,803

The following table sets forth the changes in and the status of the Company's defined benefit plans' assets and benefit obligations:

Dollars in thousands	**2017**		**2016**	
CHANGE IN PLAN ASSETS	**U.S.**	**Non-U.S.**	U.S.	Non-U.S.
Fair Value of Plan Assets, Beginning of Year	**$215,923**	**$352,484**	$222,966	$376,576
Actual Return on Plan Assets	**17,345**	**75,432**	2,610	(2,789)
Employer Contributions	**10,463**	**14,041**	9,459	8,450
Employee Contributions	**-**	**-**	-	68
Settlements	**(28,258)**	**-**	(4,446)	-
Benefits Paid	**(15,472)**	**(9,487)**	(14,666)	(14,354)
Foreign Currency Rate Changes	**-**	**(42,337)**	-	(15,467)
Fair Value, End of Year	**$200,001**	**$390,133**	$215,923	$352,484
CHANGE IN PROJECTED BENEFIT OBLIGATION				
Benefit Obligation, Beginning of Year	**$(336,908)**	**$(461,161)**	$(329,388)	$(484,458)
Service Cost	**-**	**(967)**	-	(1,455)
Interest Cost	**(12,398)**	**(14,449)**	(13,612)	(16,446)
Employee Contributions	**-**	**-**	-	(68)
Actuarial Gain (Loss)	**14,791**	**(105,151)**	(13,020)	9,582
Benefits Paid	**15,472**	**9,487**	14,666	14,354
Foreign Currency Rate Changes	**-**	**52,653**	-	17,330
Settlements and Other	**28,258**	**-**	4,446	-
Benefit Obligation, End of Year	**$(290,785)**	**$(519,588)**	$(336,908)	$(461,161)
Funded Status	**$(90,784)**	**$(129,455)**	$(120,985)	$(108,677)
AMOUNTS RECOGNIZED IN THE STATEMENT OF FINANCIAL POSITION:				
Other Noncurrent Assets	**-**	**134**	-	-
Current Pension Liability	**(4,977)**	**(799)**	(4,817)	(675)
Noncurrent Pension Liability	**(85,807)**	**(128,790)**	(116,168)	(108,002)
Net Amount Recognized in Statement of Financial Position	**$(90,784)**	**$(129,455)**	$(120,985)	$(108,677)
AMOUNTS RECOGNIZED IN ACCUMULATED OTHER COMPREHENSIVE LOSS (BEFORE TAX) CONSIST OF:				
Net Actuarial (Loss)	**$(94,539)**	**$(171,601)**	$(124,087)	$(139,307)
Prior Service Cost Gain (Loss)	**2,716**	**(448)**	2,870	(521)
Total Accumulated Other Comprehensive Loss	**$(91,823)**	**$(172,049)**	$(121,217)	$(139,828)
Change in Accumulated Other Comprehensive Loss	**$29,394**	**$(32,221)**	$(21,224)	$(10,993)
WEIGHTED AVERAGE ASSUMPTIONS USED IN DETERMINING ASSETS AND LIABILITIES:				
Discount Rate	**4.1%**	**2.6%**	4.0%	3.5%
Rate of Compensation Increase	**N/A**	**3.0%**	N/A	3.0%
Accumulated Benefit Obligations	**$(290,785)**	**$(472,841)**	$(336,908)	$(422,861)

Basis for determining discount rate:

The discount rates for the United States, United Kingdom and Canadian pension plans were based on the derivation of a single-equivalent discount rate using a standard spot rate curve and the timing of expected benefit payments. The spot rate curve used is based upon a portfolio of Moody's-rated Aa3 (or higher) corporate bonds. The discount rates for the other international plans were based on similar published indices with durations comparable to that of each plan's liabilities.

Basis for determining the expected asset return:

The expected long-term rates of return were estimated using market benchmarks for equities, real estate, and bonds applied to each plan's target asset allocation and are estimated by asset class including an anticipated inflation rate. The expected long-term rates are then compared to the historic investment performance of the plan assets as well as future expectations and estimated through consultation with investment advisors and actuaries.

Pension plan assets/investments:

The investment guidelines for the defined benefit pension plans are established based upon an evaluation of market conditions, plan liabilities, cash requirements for benefit payments, and tolerance for risk. Investment guidelines include the use of actively and passively managed securities. The investment objective is to ensure that funds are available to meet the plan's benefit obligations when they are due. The investment strategy is to invest in high quality and diversified equity and debt securities to achieve our long-term expectation. The plans' risk management practices provide guidance to the investment managers, including guidelines for asset concentration, credit rating and liquidity. Asset allocation favors a balanced portfolio, with a global aggregated target allocation of approximately 49% equity securities, 50% fixed income securities and cash, and 1% real estate. Due to volatility in the market, the target allocation is not always desirable and asset allocations will fluctuate between acceptable ranges of plus or minus 5%. The Company regularly reviews the investment allocations and periodically rebalances investments to the target allocations. The Company categorizes its pension assets into three levels based upon the assumptions (inputs) used to price the assets. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant management judgment. The three levels are defined as follows:

- Level 1: Unadjusted quoted prices in active markets for identical assets.
- Level 2: Observable inputs other than those included in Level 1. For example, quoted prices for similar assets in active markets or quoted prices for identical assets in inactive markets.
- Level 3: Unobservable inputs reflecting assumptions about the inputs used in pricing the asset.

The Company did not maintain any level 3 assets during fiscal years 2017 and 2016. The following tables set forth, by level within the fair value hierarchy, pension plan assets at their fair value as of April 30 (in thousands):

	2017			2016		
	Level 1	**Level 2**	**Total**	**Level 1**	**Level 2**	**Total**
U.S. Plan Assets						
Equity Securities:						
U.S. Commingled Funds	**$ -**	**$ 64,125**	**$ 64,125**	$ -	$69,550	$69,550
Non-U.S. Commingled Funds	**-**	**27,272**	**27,272**	-	28,741	28,741
Fixed Income Commingled Funds	**-**	**95,922**	**95,922**	-	105,841	105,841
Real Estate	**-**	**12,682**	**12,682**	-	11,791	11,791
Total U.S. Plan Assets	**$ -**	**$ 200,001**	**$ 200,001**	$ -	$215,923	$215,923
Non-U.S. Plan Assets						
Equity Securities:						
U.S. Equities	**$ -**	**$ 28,598**	**$ 28,598**	$ -	$24,688	$24,688
Non-U.S. Equities	**-**	**85,961**	**85,961**	-	72,892	72,892
Balanced Managed Funds	**10,196**	**69,453**	**79,649**	10,070	32,203	42,273
Fixed Income Funds	**-**	**187,797**	**187,797**	-	211,561	211,561
Other:						
Real Estate/Other	**-**	**489**	**489**	-	508	508
Cash and Cash Equivalents	**7,639**	**-**	**7,639**	562	-	562
Total Non-U.S. Plan Assets	**$ 17,835**	**$ 372,298**	**$ 390,133**	$10,632	$341,852	$352,484
Total Plan Assets	**$ 17,835**	**$ 572,299**	**$ 590,134**	$10,632	$557,775	$568,407

Expected employer contributions to the defined benefit pension plans in fiscal year 2018 will be approximately $12.3 million, including $7.3 million of minimum amounts required for the Company's non-U.S. plans. From time to time, the Company may elect to make voluntary contributions to its defined benefit plans to improve their funded status.

Benefit payments to retirees from all defined benefit plans are expected to approximate $23.7 million in fiscal year 2018, $23.1 million in fiscal year 2019, $24.6 million in fiscal year 2020, $24.1 million in fiscal year 2021, $25.8 milion in fiscal year 2022 and $143.5 million for fiscal years 2023 through 2027.

The Company provides contributory life insurance and health care benefits, subject to certain dollar limitations for substantially all of its eligible retired U.S. employees. The retiree health benefit will no longer be available for any employee who retires after December 31, 2017. This resulted in a curtailment gain of $2.5 million which was recognized in the Operating and Administrative Expenses line item in the Company's Consolidated Statement of Income. The cost of such benefits is expensed over the years the employee renders service and is not funded in advance. The accumulated post-retirement benefit obligation recognized in the Consolidated Statements of Financial Position as of April 30, 2017 and 2016 was $1.7 million and $2.2 million, respectively. Annual expenses for these plans for fiscal years 2017, 2016 and 2015 were $(0.2) million, $0.2 million and $0.7 million, respectively.

The Company has defined contribution savings plans. The Company contribution is based on employee contributions and the level of Company match. The Company may make discretionary contributions to all employees as a group. The employer cash contributions to these plans were approximately $15.2 million, $16.3

million and $14.8 million in fiscal years 2017, 2016, and 2015 respectively. Approximately $0.8 million of the fiscal year 2015 contributions were reflected in the Restructuring Charges line item as they were related to contractual obligations resulting from the curtailment of the U.K. defined benefit pension plan. The expense recorded for these plans was approximately $15.5 million, $16.2 million and $15.2 million in fiscal years 2017, 2016, and 2015 respectively.

Note 16 – Stock-Based Compensation

All equity compensation plans have been approved by shareholders. Under the 2014 Key Employee Stock Plan, ("the Plan"), qualified employees are eligible to receive awards that may include stock options, performance-based stock awards and other restricted stock awards. Under the Plan, a maximum number of 8 million shares of Company Class A stock may be issued. As of April 30, 2017, there were approximately 5,384,388 securities remaining available for future issuance under the Plan. The Company issues treasury shares to fund awards issued under the Plan.

Stock Option Activity:

Under the terms of the Company's stock option plan, the exercise price of stock options granted may not be less than 100% of the fair market value of the stock at the date of grant. Options are exercisable over a maximum period of 10 years from the date of grant. For fiscal years 2015 and prior, options generally vest 50% on the fourth and fifth anniversary date after the award is granted. Starting in fiscal year 2016, options vest 25% per year on April 30th. The Company did not grant any stock option awards in fiscal year 2017. Under certain circumstances relating to a change of control, as defined, the right to exercise options outstanding may be accelerated.

The following table provides the estimated weighted average fair value for options granted each period using the Black-Scholes option-pricing model and the significant weighted average assumptions used in their determination. The expected life represents an estimate of the period of time stock options will be outstanding based on the historical exercise behavior of option recipients. The risk-free interest rate is based on the corresponding U.S. Treasury yield curve in effect at the time of the grant. The expected volatility is based on the historical volatility of the Company's Common Stock price over the estimated life of the option while, the dividend yield is based on the expected dividend payments to be made by the Company.

	For the Years Ended April 30	
	2016	**2015**
Fair Value of Options on Grant Date	$14.77	$16.97
Weighted Average assumptions:		
Expected Life of Options (years)	7.2	7.2
Risk-Free Interest Rate	2.1%	2.2%
Expected Volatility	29.7%	30.9%
Expected Dividend Yield	2.1%	1.9%
Fair Value of Common Stock on Grant Date	$55.99	$59.70

A summary of the activity and status of the Company's stock option plans follows:

	2017				2016		2015	
	Options (in 000's)	Weighted Average Exercise Price	Weighted Average Remaining Term (in years)	Aggregate Intrinsic Value (in millions)	Options (in 000's)	Weighted Average Exercise Price	Options (in 000's)	Weighted Average Exercise Price
Outstanding at Beginning of Year	**1,966**	**$46.62**			1,921	$45.50	2,508	$42.34
Granted	**-**	**$ -**			166	$55.99	189	$59.70
Exercised	**(469)**	**$43.74**			(103)	$40.22	(747)	$38.32
Expired or Forfeited	**(68)**	**$49.91**			(18)	$51.02	(29)	$49.32
Outstanding at End of Year	**1,429**	**$47.39**	**3.6**	**$9.2**	1,966	$46.62	1,921	$45.50
Exercisable at End of Year	**1,064**	**$46.04**	**3.0**	**$7.3**	1,140	$45.22	815	$42.31
Vested and Expected to Vest in the Future at April 30	**1,249**	**$45.88**	**2.7**	**$8.5**	1,925	$46.61	1,872	$42.91

The intrinsic value is the difference between the Company's common stock price and the option grant price. The total intrinsic value of options exercised during fiscal years 2017, 2016 and 2015 was $20.5 million, $1.5 million and $16.1 million, respectively. The total grant date fair value of stock options vested during fiscal year 2017 was $19.3 million.

As of April 30, 2017, there was $2.9 million of unrecognized share-based compensation expense related to stock options, which is expected to be recognized over a period up to 3 years, or 2.2 years on a weighted average basis.

The following table summarizes information about stock options outstanding and exercisable at April 30, 2017:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number of Options (in 000's)	Weighted Average Remaining Term (in years)	Weighted Average Exercise Price	Number of Options (in 000's)	Weighted Average Exercise Price
$35.04	69	2.0	$35.04	69	$35.04
$39.53 to $40.02	398	3.8	$39.67	260	$39.74
$47.55 to $49.55	660	2.3	$48.53	659	$48.53
$55.99 to $59.70	302	6.4	$57.88	76	$56.16
Total/Average	1,429	3.6	$47.39	1,064	$46.04

Performance-Based and Other Restricted Stock Activity:

Under the terms of the Company's long-term incentive plans, performance-based restricted stock awards are payable in restricted shares of the Company's Class A Common Stock upon the achievement of certain three-year financial performance-based targets. During each three-year period, the Company adjusts compensation expense based upon its best estimate of expected performance. For fiscal years 2015 and prior, restricted performance shares vest 50% on the first and second anniversary date after the award is earned. For three year periods beginning with fiscal year 2016, restricted performance shares vest 50% at the end of the three-year performance cycle and 50% on April 30th of the following year.

The Company may also grant individual restricted awards of the Company's Class A Common Stock to key employees in connection with their employment. For fiscal years 2015 and prior, the restricted shares generally vest 50% at the end of the fourth and fifth years following the date of the grant. Starting with fiscal year 2016 grants, restricted performance shares vest ratably 25% per year on the anniversary of the grant.

Under certain circumstances relating to a change of control or termination, as defined, the restrictions would lapse and shares would vest earlier. Activity for performance-based and other restricted stock awards during fiscal years 2017, 2016 and 2015 was as follows (shares in thousands):

	2017		**2016**	**2015**
	Restricted Shares	**Weighted Average Grant Date Value**	**Restricted Shares**	**Restricted Shares**
Nonvested Shares at Beginning of Year	**915**	**$50.75**	752	745
Granted	**509**	**$50.56**	289	363
Change in shares due to performance	**(67)**	**$58.23**	86	(65)
Vested and Issued	**(267)**	**$45.29**	(154)	(159)
Forfeited	**(177)**	**$49.95**	(58)	(132)
Nonvested Shares at End of Year	**913**	**$51.85**	915	752

As of April 30, 2017, there was $25.7 million of unrecognized share-based compensation cost related to performance-based and other restricted stock awards, which is expected to be recognized over a period up to 5 years, or 2.3 years on a weighted average basis. Compensation expense for restricted stock awards is measured using the closing market price of the Company's Class A Common Stock at the date of grant. The total grant date value of shares vested during fiscal years 2017, 2016 and 2015 was $12.1 million, $7.2 million and $6.8 million, respectively.

Director Stock Awards:

Under the terms of the Company's Director Stock Plan (the "Director Plan"), each non-employee director receives an annual award of Class A Common Stock equal in value to 100% of the annual director retainer fee (excluding additional retainer fees paid to committee chairpersons), based on the stock price on the date of grant. The granted shares may not be sold or transferred during the time the non-employee director remains a director. There were 20,243; 19,559 and 12,131 shares awarded under the Director Plan for fiscal years 2017, 2016 and 2015, respectively.

Note 17 - Capital Stock and Changes in Capital Accounts

Each share of the Company's Class B Common Stock is convertible into one share of Class A Common Stock. The holders of Class A stock are entitled to elect 30% of the entire Board of Directors and the holders of Class B stock are entitled to elect the remainder. On all other matters, each share of Class A stock is entitled to one tenth of one vote and each share of Class B stock is entitled to one vote.

During fiscal year 2017, the Board of Directors of the Company approved an additional share repurchase program of four million shares of Class A or B Common Stock and the Company repurchased 953,188 shares at an average price of $52.80 per share. As of April 30, 2017, the Company has authorization from its Board of Directors to purchase up to 3,793,648 additional shares.

Note 18 - Segment Information

Effective August 1, 2016, the Company completed a number of changes to its organizational structure that resulted in a change in how the Company manages its business, allocates resources and measures performance. As a result, the Company has revised its reportable segments to reflect how management currently reviews financial information and makes operating decisions. All prior period amounts have been adjusted to reflect the reporting segment change.

Below is a description of the Company's three new reporting segments:

Research supports researchers, professionals and learners in the discovery and use of research knowledge to help them achieve their goals in research, learning and practice. Research provides scientific, technical, medical, and scholarly journals, as well as related content and services, to academic, corporate, and government libraries, learned societies, and individual researchers and other professionals. Journal publishing areas include the physical sciences and engineering, health sciences, social science and humanities and life sciences. Research also includes the Company's recent acquisition of Atypon, a publishing software and service provider that enables scholarly and professional societies and publishers to deliver, host, enhance, market and manage their content on the web. Research customers include academic, corporate, government, and public libraries; funders of research; researchers; scientists; clinicians; engineers and technologists; scholarly and professional societies; and students and professors. The Company's Research products are sold and distributed globally in digital and print formats through multiple channels, including research libraries and library consortia, independent subscription agents, direct sales to professional society members and other customers. Publishing centers include Australia, China, Germany, India, the United Kingdom and the United States.

Research revenue by product type includes: Journal Subscriptions; Author-Funded Access; Licensing, Reprints, Backfiles, and Other; and Platform Services (Atypon).

Publishing acquires, develops and publishes scientific, professional and education books and related content, as well as test preparation services and course workflow tools, to libraries, corporations, students, professionals and researchers. Communities served include business, finance, accounting, workplace learning, management, leadership, technology, behavioral health, engineering/architecture, science and medicine, and education. Products are developed in print and digitally for worldwide distribution through multiple channels, including chain and online booksellers, libraries, colleges and universities, corporations, direct to consumer, websites, distributor networks and other online applications. Publishing centers include Australia, Germany, India, the United Kingdom and the United States.

Publishing revenue by product type includes: STM and Professional Books; Education Books; Online Test Preparation and Certification; Course Workflow; and Licensing, Distribution, Advertising and Other.

Solutions delivers online program management services for universities and corporate learning and assessment services for businesses. Online Program Management services include market research, marketing, student recruitment, enrollment support, proactive retention support, academic services to design courses, faculty support and access to the Engage Learning Management System, which facilitates the online education experience. Graduate degree programs include Business Administration, Finance, Accounting, Healthcare, Engineering, Communications and others. The Corporate Learning business offers online learning and training solutions for global corporations, universities, and small and medium-sized enterprises, which are sold on a subscription or fee basis. Corporate Learning topics include leadership, diversity, value creation, client orientation, change and corporate strategy. The Company's professional assessment services include pre-hire screening and post-hire personality assessments, which are delivered to business customers through online digital delivery platforms either directly or through an authorized distributor network of independent consultants, trainers and coaches. The Company's assessment tools enable employers to optimize candidate selections and develop the full potential of their employees. These solutions include pre-hire assessments, including those designed to measure and match personality, knowledge, skills, managerial fit, loyalty, and values; and post-hire assessments, focused on measuring sales and managerial effectiveness, employee performance and career potential.

Solutions revenue by product type includes: Online Program Management; Corporate Learning; and Professional Assessment.

Shared Services functions are consolidated and centrally managed for the benefit of the three global reporting segments and include: Distribution and Operation Services; Technology and Content Management; Finance; and Other Administration. The Company uses occupied square footage of space; number of employees; units shipped; specific identification/activity-based; gross profit; revenue and number of invoices to allocate shared service costs to each business segment.

Segment information is as follows (in thousands):

	For the years ended April 30,		
	2017	**2016**	**2015**
RESEARCH			
Revenue	**$853,489**	$826,778	$894,690
Contribution to Profit	**$252,228**	$252,110	$302,129
PUBLISHING			
Revenue	**$633,449**	$695,728	$747,105
Contribution to Profit	**$125,703**	$126,058	$97,642
SOLUTIONS			
Revenue	**$231,592**	$204,531	$180,645
Contribution to Profit	**$14,822**	$3,992	$639
Total Contribution to Profit	**$392,753**	$382,160	$400,410
Unallocated Shared Services and Administrative Costs	**(186,600)**	(194,047)	(162,671)
Operating Income	**$206,153**	$188,113	$237,739

The following table reflects total Shared Services and Administrative costs by function, which are partially allocated to business segments based on the methodologies described above:

	For the years ended April 30,		
TOTAL SHARED SERVICES AND ADMINISTRATIVE COSTS	**2017**	**2016**	**2015**
Distribution & Operation Services	**$75,806**	$80,043	$85,758
Technology & Content Management	**266,801**	258,641	245,415
Finance	**47,049**	46,759	49,570
Other Administration	**117,659**	131,803	121,396
One-time Pension Settlement (see Note 15)	**8,842**	-	-
Restructuring Charges (see Note 6)	**8,023**	20,080	18,293
Total	**$524,180**	$537,326	$520,432

	For the years ended April 30,		
Total Revenue by Product/Service	**2017**	**2016**	**2015**
Journals	**$834,423**	$826,778	$894,690
Platform Services (Atypon)	**19,066**	-	-
Books and Reference Material	**487,598**	560,973	643,138
Course Workflow	**62,348**	58,519	54,200
Online Program Management	**111,638**	96,469	81,593
Professional Assessment	**59,868**	57,370	57,035
Corporate Learning	**60,086**	50,692	42,017
Other	**$83,503**	$76,236	$49,767
Total	**$1,718,530**	$1,727,037	$1,822,440
Total Assets			
Research	**$1,133,846**	$1,235,609	$1,237,969
Publishing	**582,339**	672,987	652,923
Solutions	**575,068**	439,554	459,260
Corporate/Shared Services	**314, 964**	572,946	654,091
Total	**$2,606,217**	$2,921,096	$3,004,243
Expenditures for Long Lived Assets			
Research	**$(160,544)**	$(31,615)	$(9,744)
Publishing	**(31,968)**	(37,272)	(39,421)
Solutions	**(8,739)**	-	(165,785)
Corporate/Shared Services	**(101,774)**	(82,508)	(65,821)
Total	**$(303,025)**	$(151,395)	$(280,771)
Depreciation and Amortization			
Research	**$29,330**	$26,410	$26,084
Publishing	**43,831**	47,108	46,526
Solutions	**26,792**	22,927	22,644
Corporate/Shared Services	**56,608**	59,404	58,671
Total	**$156,561**	$155,849	$153,925

Export sales from the United States to unaffiliated customers amounted to approximately $148.7 million, $164.4 million and $168.0 million in fiscal years 2017, 2016 and 2015, respectively. The pretax income for consolidated operations outside the United States was approximately $192.9 million, $159.2 million and $165.1 million in fiscal years 2017, 2016 and 2015, respectively.

Revenue from external customers based on the location of the customer and long-lived assets by geographic area were as follows (in thousands):

	Revenue			Long-Lived Assets (Technology, Property & Equipment)		
	2017	**2016**	**2015**	**2017**	**2016**	**2015**
United States	**$786,574**	$884,185	$920,166	**$208,572**	$166,878	$143,786
United Kingdom	**189,479**	153,442	142,680	**21,368**	23,246	24,711
Germany	**75,090**	69,676	83,714	**8,770**	9,629	9,781
Japan	**62,674**	76,930	84,420	**75**	35	21
China	**39,653**	52,815	45,159	**270**	244	307
India	**34,306**	38,208	39,494	**245**	234	180
Australia	**66,309**	78,786	80,380	**591**	1,041	1,696
France	**44,760**	49,970	57,492	**9,765**	9,517	6,720
Canada	**50,740**	50,243	56,949	**1,232**	1,617	1,606
Other Countries	**368,945**	272,782	311,986	**1,600**	2,329	4,202
Total	**$1,718,530**	$1,727,037	$1,822,440	**$252,488**	$214,770	$193,010

Supplementary Financial Information - Results By Quarter (Unaudited)

$ In millions, except per share data	2017	2016
Revenue		
First Quarter	$ **404.3**	$ 422.9
Second Quarter	**425.6**	433.4
Third Quarter	**436.4**	436.4
Fourth Quarter	**452.2**	434.3
Fiscal Year	$ **1,718.5**	$ 1,727.0
Gross Profit		
First Quarter	$ **290.8**	$ 303.3
Second Quarter	**314.0**	316.8
Third Quarter	**320.1**	316.2
Fourth Quarter	**332.9**	324.6
Fiscal Year	$ **1,257.8**	$ 1,260.9
Operating Income		
First Quarter (a)	$ **43.8**	$ 44.9
Second Quarter (b)	**47.7**	60.3
Third Quarter (c)	**51.2**	39.6
Fourth Quarter (d)	**63.5**	43.3
Fiscal Year	$ **206.2**	$ 188.1
Net Income		
First Quarter (a)	$ **31.0**	$ 32.5
Second Quarter (b)	**(11.5)**	43.6
Third Quarter (c)	**47.4**	35.5
Fourth Quarter (d)	**46.7**	34.2
Fiscal Year	$ **113.6**	$ 145.8

	2017		2016	
Income Per Share	**Diluted**	**Basic**	**Diluted**	**Basic**
First Quarter (a)	$ **0.53**	$ **0.54**	$ 0.55	$ 0.55
Second Quarter (b)	**(0.20)**	**(0.20)**	0.74	0.75
Third Quarter (c)	**0.82**	**0.83**	0.61	0.62
Fourth Quarter (d)	**0.81**	**0.82**	0.59	0.60
Fiscal Year	$ **1.95**	$ **1.98**	$ 2.48	$ 2.51

a) In the first quarters of fiscal years 2017 and 2016, the Company recorded restructuring (credits) charges of $(0.9) million ($0.01 per share) and $3.4 million ($0.03 per share), respectively, under its restructuring programs.

b) In the second quarters of fiscal years 2017 and 2016, the company recorded restructuring charges of $6.8 million ($0.08 per share) and $3.7 million ($0.04 per share), respectively, under its restructuring programs. In the second quarter of fiscal year 2017, the Company also recorded a one-time pension settlement of $8.8 million ($0.10 per share); an unfavourable tax settlement of $48 million ($0.82 per share) related to an unfavourable tax ruling in Germany; and a deferred tax benefit of $2.6 million ($0.04 per share) associated with tax legislation enacted in the United Kingdom that reduced the UK corporate income tax rates by 1%.

c) In the third quarters of fiscal years 2017 and 2016, the Company recorded restructuring charges of $9.1 million ($0.10 per share) and $13.7 million ($0.16 per share), respectively, under its restructuring programs. In the third quarter of fiscal year 2016, the Company also recorded a deferred tax benefit of $5.9 million ($0.10 per share) associated with tax legislation enacted in the UK that reduced the UK corporate income tax by 2%.

d) In the fourth quarters of fiscal years 2017 and 2016, the Company recorded restructuring (credits) charges of $(1.7) million ($0.02 per share) and $7.8 million ($0.08 per share), respectively, under its restructuring programs. In the fourth quarter of fiscal year 2017, the Company recorded an additional $1.6 million ($0.03 per share) to finalize the unfavourable tax settlement related to the unfavourable tax ruling in Germany issued by the German Federal Fiscal Court in Wiley's longstanding tax appeal.

Schedule II

JOHN WILEY & SONS, INC., AND SUBSIDIARIES
VALUATION AND QUALIFYING ACCOUNTS
FOR THE YEARS ENDED APRIL 30, 2017, 2016, AND 2015

(Dollars in thousands)

Description	Balance at Beginning of Period	Additions/ (Deductions) Charged to Expenses and Other	Deductions From Reserves[2]	Balance at End of Period
Year Ended April 30, 2017				
Allowance for Sales Returns [1]	**$19,861**	**$53,482**	**$49,043**	**$24,300**
Allowance for Doubtful Accounts	**$7,254**	**$2,913**	**$2,981**	**$7,186**
Allowance for Inventory Obsolescence	**$21,968**	**$9,538**	**$10,410**	**$21,096**
Year Ended April 30, 2016				
Allowance for Sales Returns [1]	$25,340	$56,094	$61,573	$19,861
Allowance for Doubtful Accounts	$8,290	$698	$1,734	$7,254
Allowance for Inventory Obsolescence	$21,901	$15,167	$15,100	$21,968
Year Ended April 30, 2015				
Allowance for Sales Returns [1]	$28,633	$52,848	$56,141	$25,340
Allowance for Doubtful Accounts	$7,946	$3,100[3]	$2,756	$8,290
Allowance for Inventory Obsolescence	$25,087	$17,655	$20,841	$21,901

(1) Allowance for Sales Returns represents anticipated returns net of a recovery of inventory and royalty costs. The provision is reported as a reduction of gross sales to arrive at revenue and the reserve balance is reported as a reduction of Accounts Receivable with a corresponding increase in Inventories and a reduction in Accounts and Royalties Payable (See Note 2).

(2) Deductions from reserves include foreign exchange translation adjustments and accounts written off, less recoveries.

(3) Additions to Allowance for Doubtful Accounts includes approximately $2 million related to the CrossKnowledge acquisition on May 1, 2014.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None

Item 9A. Controls and Procedures

Disclosure Controls and Procedures: The Company's Chief Executive Officer and Chief Financial Officer, together with the Chief Accounting Officer and other members of the Company's management, have conducted an evaluation of the Company's disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act") as of the end of the period covered by this report. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in reports filed or submitted under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission's rules and forms and (ii) accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Management's Report on Internal Control over Financial Reporting: Our Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Exchange Act. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based upon the framework in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. The entities acquired in the Atypon Systems, Inc. acquisition have been excluded from management's assessment of internal control over financial reporting as of April 30, 2017, because they were acquired by the Company in September 2016. The aggregate amount of total assets and revenues for Atypon Systems, Inc. included in our consolidated financial statements as of and for the year ended April 30, 2017 was $118 million and $19 million, respectively. Based on that evaluation, our management concluded that our internal control over financial reporting is effective as of April 30, 2017.

KPMG LLP, an independent registered public accounting firm, has audited the consolidated financial statements included in this Annual Report on Form 10-K and, as part of their audit, has issued their report, included herein, on the effectiveness of our internal control over financial reporting.

Changes in Internal Control over Financial Reporting: There were no changes in our internal control over financial reporting in the fourth quarter of fiscal year 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None

PART III

Item 10. Directors, Executive Officers and Corporate Governance

For information with respect to Executive Officers of the Company, see "Executive Officers of the Company" included as a separate item at the end of Part I of this Form 10-K.

The name, age and background of each of the directors nominated for election are contained under the caption “Election of Directors” in the Proxy Statement for our 2017 Annual Meeting of Shareholders (“2017 Proxy Statement”) and are incorporated herein by reference.

Information on the audit committee financial experts is contained in the 2017 Proxy Statement under the caption “Report of the Audit Committee” and is incorporated herein by reference.

Information on the Audit Committee Charter is contained in the 2017 Proxy Statement under the caption “Committees of the Board of Directors and Certain Other Information concerning the Board.”

Information with respect to the Company’s Corporate Governance principles is publicly available on the Company’s Corporate Governance website at *www.wiley.com/WileyCDA/Section/id-301708.html.*

Item 11. Executive Compensation

Information on compensation of the directors and executive officers is contained in the 2017 Proxy Statement under the captions “Directors’ Compensation” and “Executive Compensation,” respectively, and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information on the beneficial ownership reporting for the directors and executive officers is contained under the caption “Section 16(a) Beneficial Ownership Reporting Compliance” within the “Beneficial Ownership of Directors and Management” section of the 2017 Proxy Statement and is incorporated herein by reference. Information on the beneficial ownership reporting for all other shareholders that own 5% of more of the Company’s Class A or Class B Common Stock is contained under the caption “Voting Securities, Record Date, Principal Holders” in the 2017 Proxy Statement and is incorporated herein by reference.

The following table summarizes the Company’s equity compensation plan information as of April 30, 2017:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by shareholders	2,342,027(1)	$47.39	5,384,388

(1) This amount includes the following awards issued under the 2014 Key Employee Stock Plan:

- 1,428,578 shares issuable upon the exercise of outstanding stock options with a weighted average exercise price of $47.39
- 913,449 non-vested performance-based and other restricted stock awards. Since these awards have no exercise price, they are not included in the weighted average exercise price calculation.

All of the Company’s equity compensation plans are approved by shareholders.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Information on related party transactions and the policies and procedures for reviewing and approving related party transactions are contained under the caption “Transactions with Related Persons” within the “Board and Committee Oversight of Risk” section of the 2017 Proxy Statement and are incorporated herein by reference.

Information on director independence is contained under the caption “Director Independence” within the “Board of Directors and Corporate Governance” section of the 2017 Proxy Statement.

Item 14. Principal Accountant Fees and Services

Information required by this item is contained in the 2017 Proxy Statement under the caption “Report of the Audit Committee” and is incorporated herein by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules and Reports on Form 8-K

(a) Financial Statements and Schedules are included in the attached index on page 3 and are filed as part of this report

(b) Reports on Form 8-K submitted to the Securities and Exchange Commission since the filing of the Company's 10-Q on March 10, 2017:

Announcement issued on Form 8-K on March 22, 2017 that the Wiley Board of Directors has elected David C. Dobson, Chief Executive Officer at Digital River, to join the Board of Directors effective March 22, 2017.

Announcement on Form 8-K on May 8, 2017 that Mark J. Allin, President and Chief Executive Officer of the Company and director on the Company's Board of Directors, resigned from the Company. Effective May 8, 2017, the Board of Directors appointed Matthew S. Kissner, who has been serving as the Chairman of the Board, as the Company's Interim Chief Executive Officer.

Announcement on Form 8-K on May 11, 2017 detailing the compensation arrangement for Matthew S. Kissner who was previously appointed as the Company's Interim Chief Executive Officer.

Earnings release on the fiscal year 2017 results issued on Form 8-K dated June 13, 2017, which included certain condensed financial statements of the Company.

(c) Exhibits

3.1 Restated Certificate of Incorporation (incorporated by reference to the Company's Report on Form 10-K for the year ended April 30, 1992).

3.2 Certificate of Amendment of the Certificate of Incorporation dated October 13, 1995 (incorporated by reference to the Company's Report on Form 10-K for the year ended April 30, 1997).

3.3 Certificate of Amendment of the Certificate of Incorporation dated as of September 1998 (incorporated by reference to the Company's Report on Form 10-Q for the quarterly period ended October 31, 1998).

3.4 Certificate of Amendment of the Certificate of Incorporation dated as of September 1999 (incorporated by reference to the Company's Report on Form 10-Q for the quarterly period ended October 31, 1999).

3.5 By-Laws as Amended and Restated dated as of September 2007 (incorporated by reference to the Company's Report on Form 10-K for the year ended April 30, 2008).

10.1 Amended and Restated Credit Agreement dated March 1, 2016, among the Company and Bank of America, N.A., as Administrative Agent, Swing line Lender, and L/C Issuer, and Other Lenders Party Hereto (incorporated by reference to the Company's Report on Form 10-Q for the quarterly period ended January 31, 2016).

10.2 Agreement of the Lease dated as of July 14, 2014 between Hub Properties Trust as Landlord, an independent third party and John Wiley and Sons, Inc as Tenant (incorporated by reference to the Company's Report on Form 10-Q for the quarterly period ended July 31, 2014).

10.3 2014 Director Stock Plan (incorporated by reference to the Company's Report on Form 10-Q for the quarterly period ended October 31, 2014).

10.4 2014 Executive Annual Incentive Plan (incorporated by reference to the Company's Report on Form 10-Q for the quarterly period ended October 31, 2014).

10.5 Amended 2014 Key Employee Stock Plan (incorporated by reference to the Company's Report on Form 10-Q for the quarterly period ended October 31, 2014).

10.6 Supplemental Executive Retirement Plan as Amended and Restated effective as of January 1, 2009 (incorporated by reference to the Company's Report on Form 10-K for the year ended April 30, 2010).

10.7 Amendments A and B to the Supplemental Executive Retirement Plan as Amended and Restated Effective January 1, 2009 (incorporated by reference to the Company's Report on Form 10-Q for the quarterly period ended July 31, 2010).

10.8 Resolution amending the Supplemental Executive Retirement Plan to Cease Accruals and Freeze Participation effective June 30, 2013.

10.9 Supplemental Benefit Plan Amended and Restated as of January 1, 2009, including amendments through August 1, 2010 (incorporated by reference to the Company's Report on Form 10-Q for the quarterly period ended January 31, 2011).

10.10 Resolution amending the Supplemental Benefit (Retirement) Plan to Cease Accruals and Freeze Participation effective June 30, 2013.

10.11 Deferred Compensation Plan as Amended and Restated Effective as of January 1, 2008 (incorporated by reference to the Company's Report on Form 10-K for the year ended April 30, 2010).

10.12 Resolution amending the Deferred Compensation Plan effective July 1, 2013.

10.13 Deferred Compensation Plan for Directors' 2005 & After Compensation (incorporated by reference to the Report on Form 8-K, filed December 21, 2005).

10.14* Form of the Fiscal Year 2018 Qualified Executive Long Term Incentive Plan.

10.15* Form of the Fiscal Year 2018 Qualified Executive Annual Incentive Plan.

10.16* Form of the Fiscal Year 2018 Executive Annual Strategic Milestones Incentive Plan.

10.17 Form of the Fiscal Year 2017 Qualified Executive Long Term Incentive Plan (incorporated by reference to the Company's Report on Form 10-K for the year ended April 30, 2016).

10.18 Form of the Fiscal Year 2017 Qualified Executive Annual Incentive Plan (incorporated by reference to the Company's Report on Form 10-K for the year ended April 30, 2016).

10.19 Form of the Fiscal Year 2017 Executive Annual Strategic Milestones Incentive Plan (incorporated by reference to the Company's Report on Form 10-K for the year ended April 30, 2016).

10.20 Form of the Fiscal Year 2016 Qualified Executive Long Term Incentive Plan (incorporated by reference to the Company's Report on Form 10-K for the year ended April 30, 2015).

10.21 Form of the Fiscal Year 2016 Qualified Executive Annual Incentive Plan (incorporated by reference to the Company's Report on Form 10-K for the year ended April 30, 2015).

10.22 Form of the Fiscal Year 2016 Executive Annual Strategic Milestones Incentive Plan (incorporated by reference to the Company's Report on Form 10-K for the year ended April 30, 2015).

10.23 Senior Executive Employment Agreement to Arbitrate dated as of April 29, 2003 (incorporated by reference to the Company's Report on Form 10-K for the year ended April 30, 2003).

10.24 Senior Executive Non-competition and Non-Disclosure Agreement dated as of April 29, 2003 (incorporated by reference to the Company's Report on Form 10-K for the year ended April 30, 2003).

10.25 Senior Executive Employment Agreement dated as of April 15, 2015 between Mark Allin and the Company (incorporated by reference to the Company's Report on Form 8-K dated as of April 15, 2015).

10.26 Senior executive Employment Agreement dated as of May 20, 2013 between John A. Kritzmacher and the Company (incorporated by reference to the Company's Report on Form 8-K dated as of June 4, 2013).

10.27 Senior executive Employment Agreement letter dated as of March 15, 2004, between Gary M. Rinck and the Company (incorporated by reference to the Company's Report on Form 10-K for the year ended April 30, 2011).

21* List of Subsidiaries of the Company

23* Consent of KPMG LLP

31.1* Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2* Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1* Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2* Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

* Filed herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

JOHN WILEY & SONS, INC.
(Company)

Dated: June 29, 2017

By: /s/ Matthew S. Kissner
Matthew S. Kissner
Interim President and Chief Executive Officer and
Chairman of the Board

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

Signatures	Titles	Dated
/s/ Matthew S. Kissner Matthew S. Kissner	Interim President and Chief Executive Officer and Chairman of the Board	June 29, 2017
/s/ John A. Kritzmacher John A. Kritzmacher	Chief Financial Officer and Executive Vice President, Technology and Operations	June 29, 2017
/s/ Christopher F. Caridi Christopher F. Caridi	Senior Vice President, Controller and Chief Accounting Officer	June 29, 2017
/s/ Jesse C. Wiley Jesse C. Wiley	Manager, Business Development Client Solutions and Director	June 29, 2017
/s/ William J. Pesce William J. Pesce	Director	June 29, 2017
/s/ William B. Plummer William B. Plummer	Director	June 29, 2017
/s/ Kalpana Raina Kalpana Raina	Director	June 29, 2017
/s/ Mari J. Baker Mari J. Baker	Director	June 29, 2017
/s/ David C. Dobson David C. Dobson	Director	June 29, 2017
/s/ Raymond W. McDaniel, Jr. Raymond W. McDaniel, Jr.	Director	June 29, 2017
/s/ George D. Bell George D. Bell	Director	June 29, 2017
/s/ Laurie A. Leshin Laurie A. Leshin	Director	June 29, 2017
/s/ William Pence William Pence	Director	June 29, 2017

Exhibit 21

SUBSIDIARIES OF JOHN WILEY & SONS, INC. [1]
As of April 30, 2017

	Jurisdiction In Which Incorporated
John Wiley & Sons International Rights, Inc.	Delaware
Wiley.edu, LLC	Delaware
Wiley Periodicals, Inc.	Delaware
Wiley Publishing Services, Inc.	Delaware
Wiley Subscription Services, Inc.	Delaware
Inscape Publishing LLC	Delaware
Profiles International, LLC	Texas
Atypon Systems LLC	Delaware
Atypon Systems Ltd UK	United Kingdom
Wiley India Private Ltd.	India
WWL Corp.	Delaware
John Wiley & Sons Rus LLC	Delaware
John Wiley & Sons UK LLP	United Kingdom
John Wiley & Sons UK 2 LLP	United Kingdom
Wiley Japan KK	Japan
Wiley Europe Investment Holdings, Ltd.	United Kingdom
Wiley U.K. (Unlimited Co.)	United Kingdom
Wiley Europe Ltd.	United Kingdom
John Wiley & Sons, Ltd.	United Kingdom
John Wiley & Sons Singapore Pte. Ltd.	Singapore
John Wiley & Sons Commercial Service (Beijing) Co., Ltd.	China
J Wiley Ltd.	United Kingdom
John Wiley & Sons GmbH	Germany
Wiley-VCH Verlag GmbH & Co. KGaA	Germany
CrossKnowledge Group Limited	United Kingdom
E-Learning SAS	France
Wiley Heyden Ltd.	United Kingdom
Wiley Distribution Services Ltd.	United Kingdom
Blackwell Publishing (Holdings) Ltd.	United Kingdom
Blackwell Science Ltd.	United Kingdom
Blackwell Science (Overseas Holdings)	United Kingdom
John Wiley & Sons A/S	Denmark
Wiley Publishing Japan KK	Japan
Blackwell Publishing (HK) Ltd.	Hong Kong
Wiley Publishing Australia Pty Ltd.	Australia
John Wiley and Sons Australia, Ltd.	Australia
John Wiley & Sons Canada Limited	Canada
John Wiley & Sons (HK) Limited	Hong Kong

[1]\ The names of other subsidiaries that would not constitute a significant subsidiary in the aggregate have been omitted.

Exhibit 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders
John Wiley & Sons, Inc.:

We consent to the incorporation by reference in Registration Statement Nos. 33-62605 and 333-167697 on Form S-8 of John Wiley & Sons, Inc. and subsidiaries (the "Company") of our reports dated June 29, 2017, with respect to the consolidated statements of financial position of John Wiley & Sons, Inc. and subsidiaries as of April 30, 2017 and 2016, and the related consolidated statements of income, comprehensive income, cash flows and shareholders' equity for each of the years in the three-year period ended April 30, 2017, and the related financial statement schedule, and the effectiveness of internal control over financial reporting as of April 30, 2017, which reports appear in the April 30, 2017 annual report on Form 10-K of John Wiley & Sons, Inc. and subsidiaries. Our report dated June 29. 2017, on the effectiveness of internal control over financial reporting as of April 30, 2017, contains an explanatory paragraph relating to the exclusion from management's assessment of and from our evaluation of John Wiley and Sons, Inc. and subsidiaries' internal control over financial reporting as of April 30, 2017 associated with the acquisition of Atypon Systems, Inc.

/s/ KPMG LLP

New York, New York
June 29, 2017

CERTIFICATIONS PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Matthew S. Kissner, Interim President and Chief Executive Officer and Chairman of the Board of John Wiley & Sons, Inc. (the “Company”), hereby certify that:

1. I have reviewed this annual report on Form 10-K of the Company;
2. Based on my knowledge, this annual report does not contain any untrue statements of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and
    d. Disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the Company’s most recent fiscal quarter (the Company’s fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and
5. The Company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of the Company’s board of directors (or persons performing the equivalent function):
    a. all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting that are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and
    b. any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.

By: /s/ Matthew S. Kissner

Matthew S. Kissner
Interim President and Chief Executive Officer and
Chairman of the Board
Dated: June 29, 2017

Exhibit 31.2

CERTIFICATIONS PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, John A. Kritzmacher, Chief Financial Officer and Executive Vice President, Technology and Operations, of John Wiley & Sons, Inc. (the “Company”), hereby certify that:

1. I have reviewed this annual report on Form 10-K of the Company;
2. Based on my knowledge, this annual report does not contain any untrue statements of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. The Company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and
    d. Disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the Company’s most recent fiscal quarter (the Company’s fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and
5. The Company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of the Company’s board of directors (or persons performing the equivalent function):
    a. all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting that are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and
    b. any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.

By: /s/ John A. Kritzmacher

John A. Kritzmacher
Chief Financial Officer and
Executive Vice President, Technology and Operations
Dated: June 29, 2017

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of John Wiley & Sons, Inc. (the “Company”) on Form 10-K for the year ended April 30, 2017 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Matthew S. Kissner, Interim President and Chief Executive Officer and Chairman of the Board of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

(1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Matthew S. Kissner

Matthew S. Kissner
Interim President and Chief Executive Officer and
Chairman of the Board
Dated: June 29, 2017

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of John Wiley & Sons, Inc. (the “Company”) on Form 10-K for the year ended April 30, 2017 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, John A. Kritzmacher, Chief Financial Officer and Executive Vice President, Technology and Operations, of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

(1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ John A. Kritzmacher
John A. Kritzmacher
Chief Financial Officer and
Executive Vice President, Technology and Operations
Dated: June 29, 2017