2017 Annual Report

Proxy Statement and Form 10-K

FORWARD-LOOKING STATEMENT: This Annual Report contains forward-looking statements that are subject to safe harbors under the Securities Act of 1933, as amended and the Securities Exchange Act of 1934, as amended. Statements that refer to projections of our future financial performance, anticipated growth and trends in our businesses and in our industries, the actions we intend to take as part of our new strategy and the expected impact thereof, the anticipated impacts of our acquisitions and restructurings, our intent to pay quarterly cash dividends in the future, and other characterizations of future events or circumstances are forward-looking statements. These statements are only predictions, based on our current expectations about future events and may not prove to be accurate. We do not undertake any obligation to update these forward-looking statements to reflect events occurring or circumstances arising after the date of this report. These forward-looking statements involve risks and uncertainties, and our actual results, performance, or achievements could differ materially from those expressed or implied by the forward-looking statements on the basis of several factors, including those that we discuss in the "Risk Factors" section and throughout our 2017 Form 10-K, which is included in this Annual Report. We encourage you to read that section carefully.

Two Year Summary of Selected Financial Data[1]

($ in millions, except per share data)

	FY2017	FY2016
GAAP Financial Results		
Net revenue	**$ 4,019**	**$ 3,600**
Operating income (loss)	$ (100)	$ 457
Net income (loss)	**$ (106)**	**$ 2,488**
Diluted net income (loss) per share	**$ (0.17)**	**$ 3.71**
Diluted weighted-average shares outstanding	618	670
Cash position (including short-term investments)	**$ 4,256**	**$ 6,025**
Total assets	$ 18,174	$11,767
Deferred revenue	**$ 2,787**	**$ 2,638**
Current portion of long-term debt	$ 1,310	$ -
Long-term debt	$ 6,876	$ 2,207
Total stockholders' equity	$ 3,487	$ 3,676
Cash flow from operations	**$ (220)**	**$ 796**
Non-GAAP Financial Results		
Net revenue	**$ 4,163**	**$ 3,600**
Operating income	$ 1,194	$ 1,026
Operating margin	**28.7%**	**28.5%**
Net income	**$ 762**	**$ 698**
Diluted net income per share	**$ 1.18**	**$ 1.03**
Diluted weighted-average shares outstanding	645	676
Reconciliation of Non-GAAP Adjustments		
Gross profit		
Deferred revenue fair value adjustment	$ 144	$ -
Unallocated corporate charges	-	22
Stock-based compensation	21	10
Amortization of intangible assets	146	28
Inventory fair value adjustment	24	-
Total gross profit adjustment	335	60
Operating expenses		
Unallocated corporate charges	-	164
Stock-based compensation	419	152
Amortization of intangible assets	147	57
Restructuring, separation, transition and other	273	136
Acquisition and integration costs	120	-
Total operating expense adjustment	959	509
Operating income adjustment	1,294	569
Net income		
Non-cash interest expense and amortization of debt issuance costs	36	-
Income tax effect on above items	(332)	950
Net income adjustment from discontinued operations	(130)	(3,309)
Total net income (loss) adjustment	$ 868	$ (1,790)
Diluted net income (loss) per share		
Net income adjustment from continued operations per share	$ 1.56	$ 2.26
Net income adjustment from discontinued operations per share	$ (0.21)	$ (4.94)
Total diluted net income (loss) per share adjustment	$ 1.35	$ (2.68)

[1] Non-GAAP financial measures adjust for the following items: the impact of purchase accounting on revenue and cost of revenue, certain acquisition and integration costs, discontinued operations, stock-based compensation, restructuring, separation and transition matters, charges related to the amortization of intangible assets, non-cash interest expense and amortization of debt issuance costs and certain other income and expense items that management considers unrelated to the Company's core operations; and the associated income tax effects of the adjustments. We believe our presentation of non-GAAP financial measures, when taken together with corresponding GAAP financial measures, provides meaningful supplemental information regarding the Company's operating performance. Our management team uses these non-GAAP financial measures in assessing the Company's operating results, as well as when planning, forecasting and analyzing future periods. We believe that these non-GAAP financial measures also facilitate comparisons of the Company's performance to prior periods and to our peers and that investors benefit from an understanding of the non-GAAP financial measures. Non-GAAP financial measures are supplemental and should not be considered a substitute for financial information presented in accordance with GAAP.

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Symantec

350 Ellis Street
Mountain View, California 94043

NOTICE OF 2017 ANNUAL MEETING OF STOCKHOLDERS
to be held on:
October 5, 2017
9:00 a.m. Pacific Time

Dear Stockholder:

You are cordially invited to attend our 2017 Annual Meeting of Stockholders, which will be held at 9:00 a.m. (Pacific Time) on Thursday, October 5, 2017. We are pleased to announce that the 2017 Annual Meeting will be a completely virtual meeting of stockholders, which will be conducted via live webcast. You will be able to attend the Annual Meeting online and submit your questions prior to or during the meeting by visiting www.virtualshareholdermeeting.com/SYMC2017. You will also be able to vote your shares electronically at the Annual Meeting.

We are excited to embrace the latest technology to provide expanded access, improved communication and cost savings for our stockholders. Hosting a virtual meeting will enable increased stockholder attendance and participation since stockholders can participate from any location around the world. In addition, the online format will allow us to communicate more effectively with you via a pre-meeting forum that you can enter by visiting www.virtualshareholdermeeting.com/SYMC2017 and submit questions in advance of the Annual Meeting.

For your convenience, we are also pleased to offer a re-playable webcast of the Annual Meeting at *investor.symantec.com*.

We are holding the Annual Meeting for the following purposes, which are more fully described in the proxy statement:

1. To elect the eleven nominees named in the proxy statement to Symantec's Board of Directors;
2. To ratify the appointment of KPMG LLP as Symantec's independent registered public accounting firm for the 2018 fiscal year;
3. To approve amendments to our 2013 Equity Incentive Plan, as amended, to increase the number of shares authorized for issuance thereunder by 8,000,000 shares and to approve additional amendments;
4. To hold an advisory vote to approve executive compensation;
5. To hold an advisory vote on the frequency of future advisory votes on executive compensation;
6. To consider and vote upon two stockholder proposals, if properly presented at the meeting; and
7. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

We are furnishing proxy materials to our stockholders primarily via the Internet to expedite stockholders' receipt of proxy materials, lower the cost of the Annual Meeting and help conserve natural resources. On or about August 16, 2017, we expect to send to our stockholders (other than those who previously requested electronic or paper delivery) a Notice of Internet Availability of Proxy Materials containing instructions on how to access our proxy materials, including our proxy statement and our annual report, and to vote through the Internet or by telephone.

Only stockholders of record as of the close of business on August 7, 2017 are entitled to notice of, and vote at, the Annual Meeting or any postponement or adjournment thereof. A list of stockholders entitled to vote will be available for inspection at our offices for ten days prior to the Annual Meeting. If you would like to view this stockholder list, please contact Investor Relations at (650) 537-3511.

Your vote is very important. Whether or not you plan to virtually attend the Annual Meeting, please vote at your earliest convenience by following the instructions in the Notice of Internet Availability of Proxy Materials or the proxy card you received in the mail. You may revoke your proxy at any time before it is voted. Please refer to the "2017 Annual Meeting of Stockholders Meeting Information" section of the proxy statement for additional information.

BY ORDER OF THE BOARD OF DIRECTORS

Scott Taylor

SCOTT C. TAYLOR
Executive Vice President, General Counsel and Secretary

Mountain View, California
August 16, 2017

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON OCTOBER 5, 2017. The proxy statement and Symantec's Form 10-K for the 2017 fiscal year, as amended, are available at http://investor.symantec.com/About/Investors/financial-information/Annual-Reports/default.aspx.

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PROXY SUMMARY

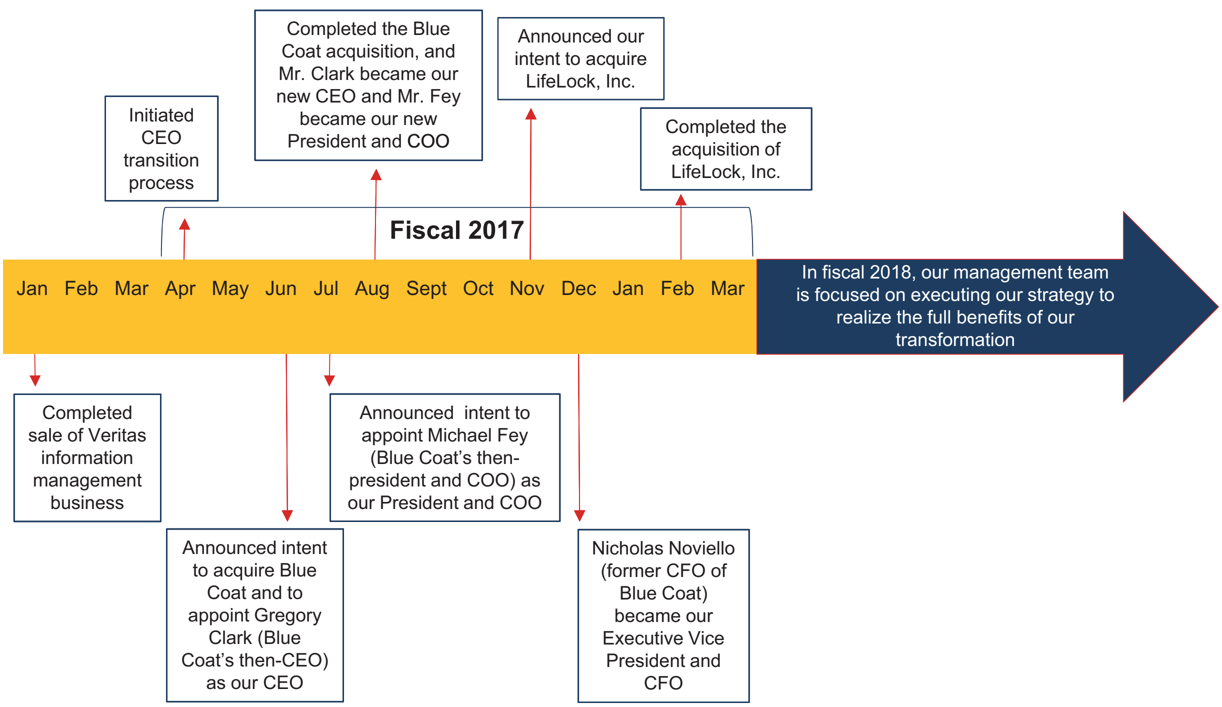
This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

2017 Annual Meeting Of Stockholders Information

Date and Time:	Thursday, October 5, 2017 at 9:00 a.m. Pacific Time
Location:	Meeting live via the Internet by visiting www.virtualshareholdermeeting.com/SYMC2017
Record Date:	August 7, 2017
Admission:	To participate in the Annual Meeting, visit www.virtualshareholdermeeting.com/SYMC2017. You will need the 16-digit control number included on your notice of Internet availability of the proxy materials, on your proxy card or on the instructions that accompanied your proxy materials.

Performance Highlights

Fiscal 2017 was a transformative year for Symantec, defined by a strategic refocus exclusively on cybersecurity, a major operational initiative to reduce costs and complexity, and a significant realignment of our executive leadership

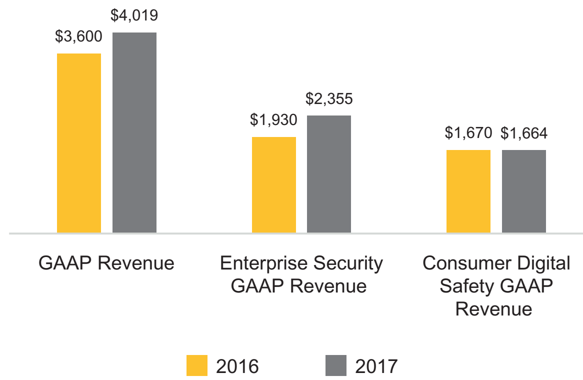


Fiscal 2017 transformation was initially reflected in the financial results of Symantec, with topline revenue growth and recognized cost efficiencies and integration synergies

Performance Highlights

- ✓ GAAP revenue in fiscal 2017 was $4.019 billion, an increase of **12%** over fiscal 2016
- ✓ Fiscal 2017 Enterprise Security segment GAAP revenue increased **2%** over fiscal 2016
- ✓ Fiscal 2017 Consumer Digital Safety segment GAAP revenue was flat over fiscal 2016
- ✓ The Company realized **over $300 million** of run rate cost efficiencies and integration synergies exiting fiscal 2017, ahead of plan

Year Over-Year Performance*



*In millions

The fiscal 2017 transformation of our company and initial benefits to the financial results from it allowed Symantec to deliver fiscal 2017 total stockholder return at 69.01%. As the Company proceeds into fiscal 2018, there is continued focus on executing the transformation, through growth in each of the Enterprise and Consumer Digital Safety segments, as well as in operating leverage, which is expected to benefit earnings, cash flow and stockholder value. In order to continue to attract, retain and motivate talent that can achieve the Company's goals, Symantec is requesting a modest increase to the number of shares available under its 2013 Equity Incentive Plan (see Proposal 3).

VOTING MATTERS

Proposals	Board Recommendation	Page Number for Additional Information
1. Election of Directors	FOR	20
2. Ratification of Independent Registered Public Accounting Firm	FOR	30
3. Amendments to the 2013 Equity Incentive Plan	FOR	32
4. Advisory Vote to Approve Executive Compensation	FOR	43
5. Advisory Vote on the Frequency of Advisory Votes to Approve Executive Compensation	1 YEAR	45
6. Stockholder Proposal regarding Executive Pay Confidential Voting	AGAINST	46
7. Stockholder Proposal regarding Executives to Retain Significant Stock	AGAINST	48

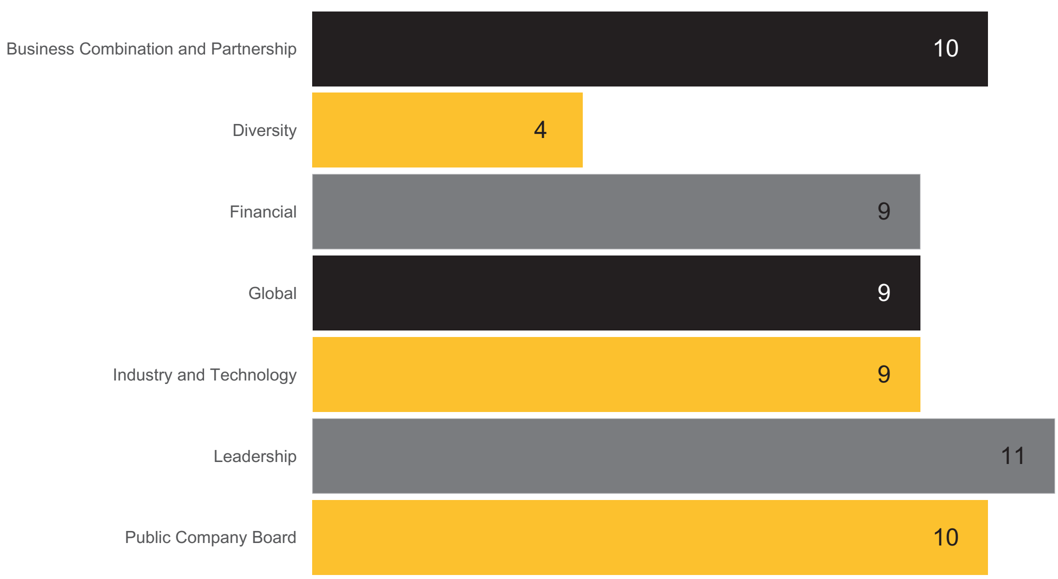
Our Director Nominees

Name	Age	Director Since	Principal Occupation	Independent	Committee Memberships AC	CC	NGC	Other Current Public Boards
Gregory S. Clark	52	2016	Chief Executive Officer	No				—
Frank E. Dangeard	59	2007	Managing Partner, Harcourt	Yes	Member		Member	2
Kenneth Y. Hao	48	2016	Managing Partner and Managing Director, Silver Lake Partners	Yes				2
David W. Humphrey	40	2016	Managing Director, Bain Capital	Yes				2
Geraldine B. Laybourne	70	2008	Chairman of the Board, Katapult Studio	Yes		Member	Member	—
David L. Mahoney	63	2003	Director	Yes		Chair	Member	2
Robert S. Miller	75	1994	President and CEO, International Automotive Components Group	Yes	Member	Member		1
Anita M. Sands	41	2013	Director	Yes	Member			2
Daniel H. Schulman	59	2000	President and CEO, PayPal Holdings, Inc.	Yes		Member	Chair	2
V. Paul Unruh	68	2005	Director	Yes	Chair			1
Suzanne M. Vautrinot	57	2013	President, Kilovolt Consulting Inc.	Yes	Member			2

AC = Audit Committee   CC = Compensation and Leadership Development Committee   NGC = Nominating & Governance Committee

■ = Member   C = Chair

Overview of Director Qualifications and Experience



Our Corporate Governance Facts

Current size of Board of Directors	11
Current number of Independent Directors	10
Board Committees Consist Entirely of Independent Directors	Yes
All Directors Attended at least 75% of Meetings Held	Yes
Annual Election of All Directors	Yes
Majority Voting for Directors	Yes
Separate Chairman and CEO	Yes
Chairman is Independent Director	Yes
Independent Directors Meet Regularly in Executive Session	Yes
Annual Board and Committee Self-Evaluations	Yes
Risk Oversight by Full Board and Committees	Yes
Stockholder Ability to Call Special Meetings (15% threshold)	Yes
Stockholder Ability to Act by Written Consent	Yes
Non-stockholder Approved Poison Pill	No
Annual Advisory Vote on Executive Compensation	Yes
Prohibit Short-selling, Hedging and Pledging Symantec Securities	Yes
Stock Ownership Requirements for Directors and Executive Officers	Yes
Proxy Access Subject to Standard Eligibility Requirements	Yes

Our Executive Compensation Philosophy and Practices

The overriding principle driving our compensation programs continues to be our belief that it benefits our employees, customers, partners and stockholders to have management's compensation tied to our near- and long-term performance. Our pay programs reward achievement of challenging performance goals that align with our business strategy. We measure shorter-term results, though the majority emphasis is placed on long-term equity compensation that provides direct alignment with stockholders. We use responsible pay policies to reinforce strong governance and enhance stockholder alignment.

Base Salary

- Aligned with role, contributions, and competitive market practice
- Supports attraction and retention of talent

Pay Policies

- Ownership guidelines
- No hedging/pledging
- Clawback policy
- Double-trigger equity

Annual Incentives

- 50% Revenue (non-GAAP)
- Encourages overall company growth, a key shareholder value driver

- 50% Operating Income (non-GAAP)
- Provides a strong focus on cost control, aligns with shareholder value growth

Long-Term Incentives

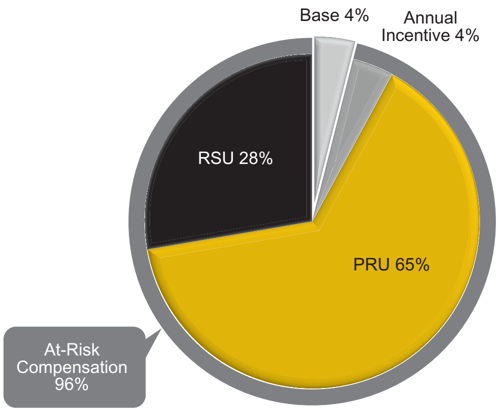
- 70% Performance Units (PRUs)*
- Special 1-time design that reinforces the multi-year business transformation and aligns to stockholder value generation*
- Measures Operating Income (non-GAAP) at the end of fiscal 2018 to assess achievement of growth and cost reduction goals

- 30% time-vested restricted stock units (RSUs)
- Promotes retention and shareholder alignment

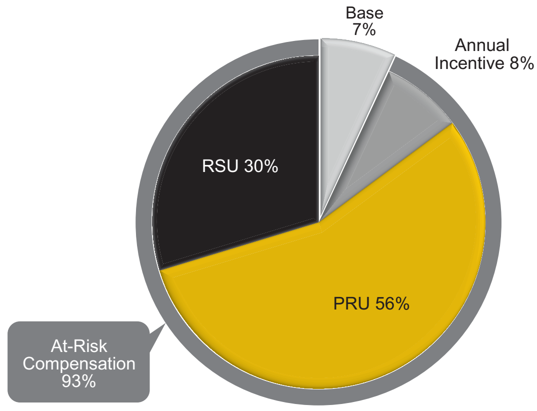
* FY18 PRU grants measure EPS with a multi-year holding period to align with stockholders, as well as 2- and 3-year relative TSR versus the Nasdaq 100.

Consistent with our pay-for-performance philosophy, our executive officers' compensation is structured so that a large portion of their total direct compensation is paid based on the performance of our company (modified by individual achievement). As illustrated by the following charts, for fiscal 2017, approximately 96% of our current CEO's target total direct compensation was at-risk, and on average approximately 93% of our other named executive officers' compensation opportunity was at-risk compensation (please see "Executive Compensation and Related Information — Compensation Discussion & Analysis (CD&A)" beginning on page 54 for more discussion of executive officer pay mix).

Fiscal 2017 Target Total Direct Compensation Mix
Excluding Blue Coat Retention Grant
(CEO)*



Fiscal 2017 Target Total Direct Compensation Mix
(NEOs except CEO)*



* Does not equal 100% due to rounding.

Compensation Associated with Leadership Transition

In addition to the components of direct compensation that we award our executives on an annual basis — base salary, annual incentive and long-term incentive as described above — the executives that joined Symantec as a result of the Blue Coat acquisition also were awarded additional equity incentives in recognition of their appointment into the CEO, President and COO and CFO positions at Symantec. These executives were granted one time PRUs and RSUs, as described in more detail on page 65. These awards were delivered in the form of equity, and were designed to align the executives with stockholders and incentivize them to achieve the goals associated with Symantec's transformation.

The following factors demonstrate our continued and heightened commitment to pay-for-performance and to corporate governance best practices:

Our Compensation Governance Facts

What We Do:	What We Do Not Do:
✓ We reward performance that meets our predetermined goals.	✗ We do not payout performance-based cash or equity awards for unmet performance goals.
✓ We cap payouts under our plans to discourage excessive or inappropriate risk taking by our NEOs.	✗ Our compensation plans do not have minimum guaranteed payout levels.
✓ We have a representative and relevant peer group and reevaluate the peer group annually, at a minimum.	✗ We do not permit short-sales, hedging or pledging of our stock.
✓ We have long-standing significant stock ownership guidelines for our executives and directors, which include stock holding requirements until the following value thresholds have been met: 10x directors' total annual cash retainer, 6x our CEO's total base salary, 3x our CFO's total base salary and 2x our other NEOs' total base salary.	✗ We do not provide tax gross-ups under §4999 of IRC for our NEOs.
✓ We have adopted a comprehensive "clawback" policy, applicable to all performance based compensation granted to the company's officers (even after they leave Symantec)	✗ We do not provide material perquisites.
✓ Only double-trigger change in control provisions apply to our regular compensation programs.	✗ We do not permit repricing of stock options without stockholder approval.
✓ We limit any potential severance payments to not more than 1x our executive officers' total target cash compensation and 2x our CEO's total base salary.	✗ We do not permit the payment of dividend or dividend equivalents on unvested equity awards.*
✓ Our Compensation and Leadership Development Committee retains an independent compensation consultant.	
✓ We hold an annual advisory vote on executive compensation.	
✓ We seek feedback on executive compensation through stockholder engagement.	
✓ We require one-year minimum vesting on stock options and stock appreciation rights (SAR) awards.	

* Subject to stockholder approval on Proposal 3.

Pay For Performance Summary

The performance relative to the core financial operating metrics in the short-term incentive plan were at or above target in fiscal 2017. Accordingly, our NEOs earned payments of 111.5% of target for the related performance (see below).

Fiscal 2017 Performance	Incentive Award Outcome
Our non-GAAP operating income was 105% of the targeted performance level, and our non-GAAP revenue was 100% of the targeted performance level.*	Our non-GAAP operating income metric funded at 125.8% of target and non-GAAP revenue funded at 100% of target. The approved funding level was 111.5% of target, slightly below the formulaic payout.*

* See "Compensation Components — II. Executive Annual Incentive Plan" below for a description of non-GAAP operating income and non-GAAP revenue. See also "Compensation Components — III. Equity Incentive Awards" below for a description of fiscal 2017 PRU grants, which are eligible to be earned only if we achieve a threshold of non-GAAP operating income at the end of fiscal 2018.

The fiscal 2015 Performance Restricted Unit (PRU) equity incentive plan performance cycle closed at the end of fiscal 2017. The fiscal 2015 EPS performance for this cycle was just under target. Symantec's Total Stockholder Return ("TSR") results versus the S&P 500 were above median and near the 90th percentile for the two subsequent relative TSR measurement cycles. Based on these achievements, the fiscal 2015 PRU grants were earned at just above 125% of the target shares granted.

Amendments to the 2013 Equity Incentive Plan

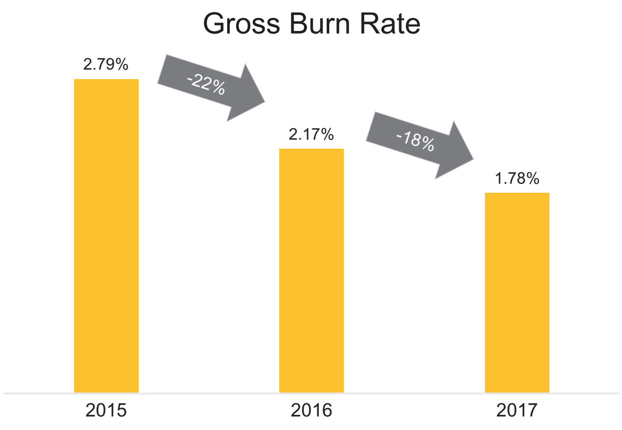
We are asking stockholders to approve the following amendments to our 2013 Equity Incentive Plan, as amended (the "2013 Plan"), which were approved by our Board in August 2017:

(i) an increase to the number of shares reserved for issuance under the 2013 Plan by 8,000,000 shares;

(ii) a prohibition on dividend payments on unvested equity awards under the 2013 Plan; and

(iii) a requirement that all awards granted under the 2013 Plan shall be subject to our insider trading and recoupment policies in accordance with the clawback policy adopted by the Board.

Our Board takes seriously its commitment to stockholders to use equity responsibly, and in recent years our gross burn rate has been decreasing:



If approved, with the 8,000,000 share increase, approximately 26,291,290 shares will be available for future issuance under the 2013 Plan, which represents approximately 4.3% of our outstanding shares as of July 19, 2017. For information about our overhang, please see "Plan History" under Proposal 3.

As discussed more fully below in Proposal 3, increasing the number of shares reserved for issuance under the 2013 Plan is in the best interests of our company because of the continuing need to provide equity-based incentives to attract, motivate and retain the most qualified personnel and to respond to relevant market changes in equity compensation practices. This is particularly important as we execute the transformation following the acquisitions of both Blue Coat and LifeLock in fiscal 2017.

The use of equity compensation has historically been a significant part of our overall compensation philosophy at Symantec and is a practice that we plan to continue.

For a more detailed discussion of Proposal 3, please see page 32.

Meeting Information

We provide information about Symantec's 2017 Annual Meeting of Stockholders (the "Annual Meeting"), voting and additional information starting on page 99.

CORPORATE GOVERNANCE

Symantec is strongly committed to good corporate governance practices. These practices provide an important framework within which our Board and management can pursue our strategic objectives for the benefit of our stockholders.

Corporate Governance Guidelines

Our Corporate Governance Guidelines generally specify the distribution of rights and responsibilities of Symantec's Board of Directors (the "Board"), management and stockholders, and detail the rules and procedures for making decisions on corporate affairs. In general, the stockholders elect the Board and vote on certain extraordinary matters; the Board is responsible for the general governance of our company, including selection and oversight of key management; and management is responsible for running our day-to-day operations.

Our Corporate Governance Guidelines are available on the Investor Relations section of our website, which is located at *investor.symantec.com*, by clicking on "Company Charters," under "Corporate Governance." The Corporate Governance Guidelines are reviewed at least annually by our Nominating and Governance Committee, and changes are recommended to our Board for approval as appropriate. The fundamental premise of our board-level corporate governance guidelines is the independent nature of our Board and its responsibility to our stockholders.

Code of Conduct and Code of Ethics

We have adopted a code of conduct that applies to all of our Board members, officers and employees. We have also adopted a code of ethics for our Chief Executive Officer and senior financial officers, including our principal financial officer and principal accounting officer. Our *Code of Conduct* and *Code of Ethics for Chief Executive Officer and Senior Financial Officers* are posted on the Investor Relations section of our website located at *investor.symantec.com*, by clicking on "Company Charters," under "Corporate Governance." Any amendments or waivers of our *Code of Conduct* and *Code of Ethics for Chief Executive Officer and Senior Financial Officers* pertaining to a member of our Board or one of our executive officers will be disclosed on our website at the above-referenced address.

Policy Against Short-Selling, Hedging and Pledging Symantec Securities

Our Insider Trading Policy prohibits all directors and employees from short-selling Symantec stock or engaging in transactions involving Symantec-based derivative securities, including hedging transactions. This policy was established in part because there is often a conflict of interest involved when an employee bets against or hedges a bet regarding our company's performance. In addition, our Insider Trading Policy prohibits pledging Symantec stock as collateral for a loan, since the stock may be sold in foreclosure if the borrower defaults on the loan at a time when the pledgor is aware of material, nonpublic information.

Stock Ownership Guidelines

It is the policy of the Board that our directors' and officers' interests align with those of our stockholders. In furtherance of this policy, our Board adopted stock ownership guidelines to better align our directors' and officers' interests with those of our stockholders. Details of our directors' stock ownership guidelines are disclosed under Director Compensation on page 27, and details of our executive officers' stock ownership guidelines, including the newly adopted increased holding requirements for our CEO, are disclosed under Stock Ownership Requirements in the Compensation Discussion & Analysis section on page 77. The Compensation and Leadership Development Committee (the "Compensation Committee") determines the stock ownership guidelines and the Nominating and Governance Committee monitor compliance under such guidelines.

Stockholder Engagement

We are committed to ongoing engagement with our stockholders to gain valuable insight into the issues that matter most to them and to enable our company to address them effectively. Through July 2017, we engaged in discussions with approximately 70% of our outstanding stockholder base to discuss our strategy, recent transformation and intense focus on delivering financial results that create significant stockholder value, as well as corporate governance, executive compensation and other company matters. Our stockholders were generally supportive of the direction of the company and provided valuable insights and feedback, which was shared with the full Board for review and consideration.

Majority Vote Standard and Director Resignation Policy

Our Bylaws and Corporate Governance Guidelines provide for a majority voting standard for the election of directors. Under the majority vote standard, each nominee must be elected by a majority of the votes cast with respect to such nominee at any meeting for the election of directors at which a quorum is present. A "majority of the votes cast" means the votes cast "for" a nominee's election must exceed the votes cast "against" that nominee's election. A plurality voting standard will apply instead of the majority voting standard if: (i) a stockholder has provided us with notice of a nominee for director in accordance with our Bylaws; and (ii) that nomination has not been withdrawn as of 10 days before we first deliver proxy materials to stockholders.

To effectuate this policy with regard to incumbent directors, the Board will not nominate an incumbent director for re-election unless prior to such nomination the director has agreed to promptly tender a resignation if such director fails to receive a sufficient number of votes for re-election at the stockholder meeting with respect to which such nomination is made. Such resignation will be effective upon the earlier of (i) the Board's acceptance of such resignation or (ii) the 90th day after certification of the election results of the meeting; provided, however, that prior to the effectiveness of such resignation, the Board may reject such resignation and permit the director to withdraw such resignation.

If an incumbent director fails to receive the required vote for re-election, the Nominating and Governance Committee shall act on an expedited basis to determine whether to recommend acceptance or rejection of the director's resignation and will submit such recommendation for prompt consideration by the Board. The Board intends to act promptly on the Committee's recommendation and will decide to accept or reject such resignation and publicly disclose its decision within 90 days from the date of certification of the election results. The Nominating and Governance Committee and the Board may consider such factors they deem relevant in deciding whether to accept or reject a resignation tendered in accordance with this policy. The Board expects a director whose resignation is under consideration to abstain from participating in any decision regarding the resignation.

Proxy Access

In May 2017 our Board amended our Bylaws to adopt "proxy access" which permits a stockholder, or a group of up to 50 stockholders, owning continuously for at least three years a number of shares of our common stock that constitutes at least 3% of our outstanding shares of common stock, to nominate and include in our proxy materials director nominees constituting up to the greater of two individuals or 20% of the Board of Directors, provided that the stockholder(s) and the nominee(s) satisfy the requirements specified in the Bylaws. Our Bylaws specifically allow funds under common management to be treated as a single stockholder, and permit share lending with a five day recall. They do not contain any post-meeting holding requirements, do not have any limits on resubmission of failed nominees, and do not contain restrictions on third-party compensation.

Board Leadership Structure

Our Board does not have a policy on whether the roles of Chief Executive Officer and Chairman should be separate. Instead, it retains the flexibility to determine on a case-by-case basis whether the

Chief Executive Officer, or an independent director, should serve as Chairman. During those periods in which the positions of Chairman and Chief Executive Officer are combined, the independent directors appoint an independent director as a Lead Independent Director. Currently, the roles of Chief Executive Officer and Chairman are separate. Daniel Schulman, one of our independent directors, was appointed as non-executive Chairman of the Board in January 2013. The Board believes that having an independent director serve as the non-executive Chairman of the Board is the appropriate leadership structure for our company at this time because it allows our Chief Executive Officer to focus on executing our company's strategic plan and managing our company's operations and performance, while allowing the Chairman of the Board to focus on the effectiveness of the Board and independent oversight of our senior management team.

Board Independence

It is the policy of the Board and NASDAQ's rules require that listed companies have a board of directors with at least a majority of independent directors, as defined under NASDAQ's Marketplace Rules. Currently, each member of our Board, other than our Chief Executive Officer, Gregory S. Clark, is an independent director, and all standing committees of the Board are composed entirely of independent directors, in each case under NASDAQ's independence definition. The NASDAQ independence definition includes a series of objective tests, such as that the director is not an employee of the company and has not engaged in various types of business dealings with the company. In addition, the Board has made a subjective determination as to each independent director that no relationship exists which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the directors reviewed and discussed information provided by the directors and our company with regard to each director's business and other activities as they may relate to Symantec and our management. Based on this review and consistent with our independence criteria, the Board has affirmatively determined that the following current directors and director nominees are independent: Frank E. Dangeard, Kenneth Y. Hao, David W. Humphrey, Geraldine B. Laybourne, David L. Mahoney, Robert S. Miller, Anita M. Sands, Daniel H. Schulman, V. Paul Unruh and Suzanne M. Vautrinot.

Change in Director Occupation

Our Corporate Governance Guidelines include a policy that our Board should consider whether a change in any director's professional responsibilities directly or indirectly impacts that person's ability to fulfill his or her directorship obligations. To facilitate the Board's consideration, all directors shall submit a resignation as a matter of course upon retirement, a change in employer, or other significant change in their professional roles and responsibilities. Such resignation may be accepted or rejected in the discretion of the Board.

Board and Committee Effectiveness

It is important to Symantec that our Board and its committees are performing effectively and in the best interests of our company and its stockholders. The Nominating and Governance Committee reviews the size, composition and needs of the Board with established criteria to ensure the Board has the appropriate skills and expertise to effectively carry out its duties and responsibilities. In addition, an evaluation of the Board's and its committees' operations and performance is conducted annually by the Nominating and Governance Committee. Changes are recommended by the Nominating and Governance Committee for approval by the full Board as appropriate.

Board's Role in Risk Oversight

The Board executes its risk management responsibility directly and through its committees. The Audit Committee has primary responsibility for overseeing our company's enterprise risk management process. The Audit Committee receives updates and discusses individual and overall risk areas during its meetings, including our company's financial risk assessments, risk management policies and major financial risk exposures and the steps management has taken to monitor and control such exposures. The Compensation Committee oversees risks associated with our compensation policies and practices with respect to both executive compensation and compensation generally. The Compensation Committee receives reports and reviews whether Symantec's compensation policies and practices to confirm that they are not reasonably likely to have a material adverse effect on our company or encourage unnecessary risk-taking. The Nominating and Governance Committee oversees the management of risks that may arise in connection with our company's governance structures, processes and policies.

The Board is kept abreast of its committees' risk oversight and other activities via reports of the committee chairmen to the full Board during the Board meetings. In addition, the Board participates in regular discussions with our senior management of many core subjects, including strategy, operations and finance, in which risk oversight is an inherent element. The Board believes that its leadership structure, as described above under "Board Leadership Structure," facilitates the Board's oversight of risk management because it allows the Board, with leadership from the independent, non-executive Chairman and each independent committee chair, to participate actively in the oversight of management's actions.

Outside Advisors

The Board and its committees are free to engage independent outside financial, legal and other advisors as they deem necessary to provide advice and counsel on various topics or issues, at Symantec's expense, and are provided full access to our officers and employees.

Board Structure and Meetings

The Board and its committees meet throughout the year on a set schedule, and also hold special meetings and act by written consent from time to time. The Board held a total of 14 meetings during fiscal 2017. During this time, no directors attended fewer than 75% of the aggregate of the total number of meetings held by the Board and the total number of meetings held by all committees of the Board on which such director served (during the period which such director served).

Agendas and topics for board and committee meetings are developed through discussions between management and members of the Board and its committees. Information and data that are important to the issues to be considered are distributed in advance of each meeting. Board meetings and background materials focus on key strategic, operational, financial, governance and compliance matters applicable to us, including the following:

- Reviewing annual and longer-term strategic and business plans;
- Reviewing key product, industry and competitive issues;
- Reviewing and determining the independence of our directors;
- Reviewing and determining the qualifications of directors to serve as members of committees, including the financial expertise of members of the Audit Committee;
- Selecting and approving director nominees;
- Selecting, evaluating and compensating the Chief Executive Officer;
- Reviewing and discussing succession planning for the senior management team, and for lower management levels to the extent appropriate;
- Reviewing and approving material investments or divestitures, strategic transactions and other significant transactions that are not in the ordinary course of business;
- Evaluating the performance of the Board;
- Overseeing our compliance with legal requirements and ethical standards; and
- Overseeing our financial results.

Executive Sessions

After each regularly scheduled Board meeting, the independent members of our Board hold a separate closed meeting, referred to as an "executive session." These executive sessions are used to discuss such topics as the independent directors deem necessary or appropriate. At least annually, the independent directors hold an executive session to evaluate the Chief Executive Officer's performance and compensation. Executive sessions of the Board are led by the independent, non-executive Chairman.

Succession Planning

Our Board recognizes the importance of effective executive leadership to Symantec's success, and meets to discuss executive succession planning at least annually. Our Board develops and reviews emergency and long-term succession plans and evaluates succession candidates for the CEO and other senior leadership positions under both. The Board also oversees management's senior executive talent development plans, including ensuring that our succession candidates below the NEO have regular interactions with the board.

Attendance of Board Members at Annual Meetings

We encourage our directors to attend our annual meetings of stockholders. All directors who were elected to the Board at our 2016 Annual Meeting were in attendance at that meeting.

THE BOARD AND ITS COMMITTEES

There are three primary committees of the Board: the Audit Committee, Compensation and Leadership Development Committee and Nominating and Governance Committee. The Board has delegated various responsibilities and authorities to these different committees, as described below and in the committee charters. The Board committees regularly report on their activities and actions to the full Board. Each member of the Audit Committee, Compensation and Leadership Development Committee and Nominating and Governance Committee was appointed by the Board. Each of the Board committees has a written charter approved by the Board and available on our website at *investor.symantec.com*, by clicking on “Company Charters,” under “Corporate Governance.”

The following table shows our current directors, their independence status, their roles on the Board and its committees, and the number of meetings the Board and each of its committees held in fiscal 2017:

Director	Independent	Board	Audit	Compensation	Nominating & Governance
Gregory S. Clark	No	■			
Frank E. Dangeard	Yes	■	■		■
Kenneth Y. Hao	Yes	■			
David W. Humphrey	Yes	■			
Geraldine B. Laybourne	Yes	■		■	■
David L. Mahoney	Yes	■		C	■
Robert S. Miller	Yes	■	■	■	
Anita M. Sands	Yes	■	■		
David H. Schulman	Yes	C		■	C
V. Paul Unruh	Yes	■	C		
Suzanne M. Vautrinot	Yes	■	■		
Number of Meetings in Fiscal 2017		14	8	12	4

■ = Member   C = Chair

Audit Committee

Our Audit Committee oversees our company’s accounting and financial reporting processes and the audits of our financial statements, including oversight of our systems of internal controls and disclosure controls and procedures, compliance with legal and regulatory requirements, internal audit function and the appointment, retention and compensation of our independent auditors. Its duties and responsibilities include, among other things, to:

- Review our company’s quarterly and annual financial statements.
- Review the adequacy and effectiveness of our company’s accounting and financial reporting processes.
- Appoint and, if necessary, terminate any registered public accounting firm engaged to render an audit report or to perform other audit, review or attest services for our company.

- Review and approve processes and procedures to ensure the continuing independence of our company's independent auditors.
- Review the internal audit function of our company, including the independence and authority of its reporting obligations and the coordination of our company's internal audit function with the independent auditors.
- Review our company's practices with respect to risk assessment and risk management and meet with management and members of internal audit to discuss our company's significant risk exposures and the steps management has taken to monitor, control and mitigate such exposures.
- Review our company's ethics compliance program, including policies and procedures for monitoring compliance, and the implementation and effectiveness of our company's ethics and compliance program.

Our Board has unanimously determined that all Audit Committee members are financially literate under current NASDAQ listing standards, and at least one member has financial sophistication under NASDAQ listing standards. In addition, our Board has unanimously determined that V. Paul Unruh qualifies as an "audit committee financial expert" under the Securities and Exchange Commission (the "SEC") rules and regulations. Mr. Unruh is independent as defined by current NASDAQ listing standards for Audit Committee membership. Designation as an "audit committee financial expert" is an SEC disclosure requirement and does not impose any additional duties, obligations or liability on any person so designated.

Compensation and Leadership Development Committee

Our Compensation and Leadership Development Committee (the "Compensation Committee") oversees our compensation policies and practices so that they align with the interests of our stockholders; encourage a focus on our company's long-term success and performance; and incorporate sound corporate governance principles. It also oversees our programs to attract, retain and develop our executive officers. Its duties and responsibilities include, among other things, to:

- Review executive and leadership development practices that support our company's ability to retain and develop the executive and leadership talent required to deliver against our company's short term and long term business strategies, including succession planning for the executive officers.
- Review our company's compensation policies, plans and programs to confirm they: (i) are designed to attract, motivate and retain talented executive officers; (ii) compensate the executive officers effectively in a manner consistent with the strategy of our company and the interests of stockholders; (iii) are consistent with a competitive framework; and (iv) support the achievement of our company's overall financial results and individual contributions.
- Review and recommend to the independent directors of our Board all compensation arrangements for our Chief Executive Officer.
- Determine stock ownership guidelines for our Board and executive officers.
- Review our company's overall compensation and benefits and programs.
- Administer our equity incentive and stock purchase plans.
- Review and recommend to the Board compensation for non-employee members of the Board.
- Review our company's compensation policies and practices to confirm that such policies and practices are not likely to have a material adverse effect on our company and do not encourage excessive or inappropriate risk-taking by our executives.
- Review and make recommendations to the Board with respect to stockholder proposals and stockholder advisory votes related to executive compensation matters.

Nominating and Governance Committee

Our Nominating and Governance Committee oversees our company's corporate governance procedures and policies, and ensures that they represent best practices and are in the best interests of our company and its stockholders, which includes establishing appropriate criteria for nominating qualified candidates to the Board. Its duties and responsibilities include, among other things, to:

- Establish the criteria and determine the desired qualifications, expertise and characteristics of the Board, with the goal of developing a diversity of perspectives, backgrounds, experiences, knowledge and skills on the Board.
- Consider the size, composition and needs of the Board and evaluate and recommend qualified candidates for election to the Board consistent with the established criteria to ensure the Board has the appropriate skills and expertise.
- Advise the Board on corporate governance matters and recommend to the Board appropriate or necessary actions to be taken by our company, the Board and the Board's committees.
- Identify best corporate governance practices and develop and recommend to the Board a set of corporate governance guidelines applicable to our company.
- Review and assess the adequacy of our company's corporate governance policies, including our company's Corporate Governance Guidelines and Code of Conduct, and recommend modifications to the Board as appropriate.
- Oversee and review our company's policies and programs concerning: (i) corporate social responsibility; (ii) public policy; (iii) philanthropy; (iv) political activities and expenditures; (v) our company's participation and visibility as a global corporate citizen; and (vi) our company's sustainability performance, including impacts to our business of environmental, social and governance issues.
- Monitor compliance under the stock ownership guidelines as set by the Compensation Committee for the Board and executive officers.
- Implement and oversee the processes for evaluating the Board, its committees and the CEO on an annual basis.
- Oversee the management of risks that may arise in connection with our company's governance structures and processes.

DIRECTOR NOMINATIONS AND COMMUNICATION WITH DIRECTORS

Criteria for Nomination to the Board

The Nominating and Governance Committee will consider candidates submitted by Symantec stockholders, as well as candidates recommended by directors and management, for nomination to the Board. The Nominating and Governance Committee has generally identified nominees based upon recommendations by outside directors, management and executive recruiting firms. The goal of the Nominating and Governance Committee is to assemble a Board that offers a diverse portfolio of perspectives, backgrounds, experiences, knowledge and skills derived from high-quality business and professional experience. The Nominating and Governance Committee annually reviews the appropriate skills and characteristics required of directors in the context of the current composition of the Board, our operating requirements and the long-term interests of our stockholders.

The key attributes, experience and skills we consider important for our directors in light of our current business and structure are:

- *Industry and Technology Expertise.* As a cybersecurity company, understanding new technologies and emerging industry trends or having experience in security and related technologies is useful in understanding our business and the market segments in which we compete, our research and development efforts, competing technologies, the various products and processes that we develop, and evolving customer requirements.
- *Global Expertise.* We are a global organization with employees, offices and customers in many countries. Directors with global operating expertise can provide a useful business and cultural perspective regarding many significant aspects of our business.
- *Leadership Experience.* Directors who have served in a senior leadership position, as a general manager of a business or as the functional leader of a global sales, marketing or product development organization, are important to us, because they bring experience and perspective in analyzing, shaping, and overseeing the execution of important strategic, operational and policy issues at a senior level.
- *Public Company Board Experience.* Directors who have served on other public company boards can offer advice and insights with regard to the dynamics and operation of a board of directors; the relations of a board to the company's chief executive officer and other senior management personnel and the importance of public-company corporate governance, including oversight matters, strategic decisions and operational and compliance-related matters.
- *Business Combinations and Partnerships Experience.* Directors who have a background in mergers and acquisitions and strategic partnership transactions can provide insight into developing and implementing strategies for growing our business through combination and/or partnerships with other organizations.
- *Financial Expertise.* Knowledge of financial markets, financing operations, and accounting and financial reporting processes is important because it assists our directors in understanding, advising, and overseeing Symantec's capital structure, financing and investing activities, financial reporting, and internal control of such activities.
- *Diversity.* In addition to a diverse portfolio of professional background, experiences, knowledge and skills, the composition of the Board should reflect the benefits of diversity as to gender, race, and ethnic background.

The information provided under "Director Qualifications" below each of the brief biographical descriptions set forth under Proposal 1, "Election of Directors — Nominees for Director" below includes the key individual attributes, experience and skills of each of our directors that led to the conclusion that each director should serve as a member of the Board of Directors at this time.

Process for Identifying and Evaluating Nominees

The Nominating and Governance Committee considers candidates by first evaluating the current members of the Board who intend to continue in service, balancing the value of continuity of service with that of obtaining new perspectives, skills and experience. If the Nominating and Governance Committee determines that an opening exists, it identifies the desired skills and experience of a new nominee, including the need to satisfy rules of the SEC and NASDAQ.

The Nominating and Governance Committee generally will evaluate each candidate based on the extent to which the candidate contributes to the range of talent, skill and expertise appropriate for the Board generally, as well as the candidate's integrity, business acumen, diversity, availability, independence of thought, and overall ability to represent the interests of Symantec's stockholders. The Nominating and Governance Committee does not assign specific weights to particular criteria, and no particular criterion is necessarily applicable to all prospective nominees. Although the Nominating and Governance Committee uses these and other criteria as appropriate to evaluate potential nominees, it has no stated minimum criteria for nominees. In addition, we do not have a formal written policy with regard to the consideration of diversity in identifying candidates; however, as discussed above, diversity is one of the numerous criteria the Nominating and Governance Committee reviews before recommending a candidate. We have from time to time engaged, for a fee, a search firm to identify and assist the Nominating and Governance Committee with identifying, evaluating and screening Board candidates for Symantec and may do so in the future.

Stockholder Proposals for Nominees

The Nominating and Governance Committee will consider potential nominees properly submitted by stockholders. Stockholders seeking to do so should provide the information set forth in our corporate Bylaws regarding director nominations. The Nominating and Governance Committee will apply the same criteria for candidates proposed by stockholders as it does for candidates proposed by management or other directors.

To be considered for nomination by the Nominating and Governance Committee at next year's annual meeting of stockholders, submissions by stockholders must be submitted by mail and must be received by the Corporate Secretary no later than April 18, 2018 to ensure adequate time for meaningful consideration by the Nominating and Governance Committee. Each submission must include the following information:

- the full name and address of the candidate;
- the number of shares of Symantec common stock beneficially owned by the candidate;
- a certification that the candidate consents to being named in the proxy statement and intends to serve on the Board if elected; and
- biographical information, including work experience during the past five years, other board positions, and educational background, such as is provided with respect to nominees in this proxy statement.

Information regarding requirements that must be followed by a stockholder who wishes to make a stockholder nomination for election to the Board for next year's annual meeting is described in this proxy statement under "Additional Information — Stockholder Proposals for the 2018 Annual Meeting."

Pursuant to the proxy access provisions of our Bylaws, an eligible stockholder or group of stockholders may nominate one or more director candidates to be included in our proxy materials. The nomination notice and other materials required by these provisions must be delivered or mailed to and received by our Corporate Secretary in writing between March 19, 2018 and April 18, 2018 (or, if the 2018 annual meeting is called for a date that is not within 30 calendar days of the anniversary of the date of the 2017 Annual Meeting, by the later of the close of business on the date that is 180 days prior to the date of the 2018 annual meeting or within 10 calendar days after our public announcement of the date of the 2018 annual meeting) to the Corporate Secretary at the address listed below. When submitting nominees for inclusion in our proxy materials pursuant to the proxy access provisions of our Bylaws, stockholders must follow the notice procedures and provide the information required therein.

Contacting the Board of Directors

Any stockholder who wishes to contact members of our Board may do so by mailing written communications to:

Symantec Corporation
350 Ellis Street
Mountain View, California 94043
Attn: Corporate Secretary

The Corporate Secretary will review all such correspondence and provide regular summaries to the Board or to individual directors, as relevant, will retain copies of such correspondence for at least six months, and make copies of such correspondence available to the Board or individual directors upon request. Any correspondence relating to accounting, internal controls or auditing matters will be handled in accordance with Symantec's policy regarding accounting complaints and concerns.

PROPOSAL NO. 1

ELECTION OF DIRECTORS

Our Board currently consists of eleven directors, each of whom is nominated for election at the Annual Meeting, including ten independent directors and our Chief Executive Officer. Each director is elected on an annual basis. At the recommendation of the Nominating and Governance Committee, the Board has nominated the following eleven persons to serve as directors for the term beginning at the Annual Meeting on October 5, 2017: Gregory S. Clark, Frank E. Dangeard, Kenneth Y. Hao, David W. Humphrey, Geraldine B. Laybourne, David L. Mahoney, Robert S. Miller, Anita M. Sands, Daniel H. Schulman, V. Paul Unruh and Suzanne M. Vautrinot.

Unless proxy cards are otherwise marked, the persons named as proxies will vote all proxies **FOR** the election of each nominee named in this section. Proxies submitted to Symantec cannot be voted at the Annual Meeting for nominees other than those nominees named in this proxy statement. However, if any director nominee is unable or unwilling to serve at the time of the Annual Meeting, the persons named as proxies may vote for a substitute nominee designated by the Board. Alternatively, the Board may reduce the size of the Board. Each nominee has consented to serve as a director if elected, and the Board does not believe that any nominee will be unwilling or unable to serve if elected as a director. Each director will hold office until the next annual meeting of stockholders and until his or her successor has been duly elected and qualified or until his or her earlier resignation or removal.

Nominees for Director

The names of each nominee for director, their ages as of August 1, 2017, and other information about each nominee is shown below.

Nominee	Age	Principal Occupation	Director Since
Gregory S. Clark	52	Chief Executive Officer	2016
Frank E. Dangeard	59	Managing Partner, Harcourt	2007
Kenneth Y. Hao	48	Managing Partner and Managing Director, Silver Lake Partners	2016
David W. Humphrey	40	Managing Director, Bain Capital	2016
Geraldine B. Laybourne	70	Chairman of the Board, Katapult Studio	2008
David L. Mahoney	63	Director	2003
Robert S. Miller	75	President and Chief Executive Officer, International Automotive Components Group	1994
Anita M. Sands	41	Director	2013
Daniel H. Schulman	59	President and Chief Executive Officer, PayPal Holdings, Inc.	2000
V. Paul Unruh	68	Director	2005
Suzanne M. Vautrinot	57	President, Kilovolt Consulting Inc.	2013

Mr. Clark has served as our Chief Executive Officer and a member of our Board since August 2016. Prior to joining Symantec, he served as the Chief Executive Officer of Blue Coat and as a member of Blue Coat's board of directors from September 2011 to August 2016, when we acquired that company. From 2008 to August 2011, Mr. Clark was the President and Chief Executive Officer of Mincom, a global software and service provider to asset-intensive industries. Before joining Mincom, he was a Founder and served as President and Chief Executive Officer of E2open, a provider of cloud-based supply chain software, from 2001 until 2008. Earlier in his career, Mr. Clark founded a security software firm, Dascom, which was acquired by IBM in 1999. He served as a distinguished engineer and Vice President of IBM's Tivoli Systems, a division providing security and management products, from 1999 until 2001. Mr. Clark holds a Bachelor's degree from Griffith University.

Director Qualifications:

- *Industry and Technology Experience* — Chief Executive Officer of Symantec Corporation; former Chief Executive Officer of Blue Coat and former President and Chief Executive Officer of Mincom.
- *Global Experience* — Chief Executive Officer of Symantec Corporation; former Chief Executive Officer of Blue Coat and former President and Chief Executive Officer of Mincom.
- *Leadership Experience* — Chief Executive Officer of Symantec Corporation; former Chief Executive Officer of Blue Coat; former President and Chief Executive Officer of Mincom and Founder, President and Chief Executive Officer of E2open.
- *Business Combinations and Partnerships Experience* — Chief Executive Officer of Symantec Corporation; former Chief Executive Officer of Blue Coat; former President and Chief Executive Officer of Mincom and Founder, President and Chief Executive Officer of E2open.
- *Financial Experiences* — Chief Executive Officer of Symantec Corporation; former Chief Executive Officer of Blue Coat; former President and Chief Executive Officer of Mincom and Founder, President and Chief Executive Officer of E2open.

Mr. Dangeard has served as a member of our Board since January 2007. He has been the Managing Partner of Harcourt, an advisory firm, since March 2008. Mr. Dangeard was Chairman and Chief Executive Officer of Thomson, a provider of digital video technologies, solutions and services, from September 2004 to February 2008. From September 2002 to September 2004, he was Deputy Chief Executive Officer of France Telecom, a global telecommunications operator. From 1997 to 2002, Mr. Dangeard was Senior Executive Vice President of Thomson and served as its Vice Chairman in 2000. Prior to joining Thomson, he was Managing Director of SG Warburg & Co. Ltd. from 1989 to 1997 in London, Paris and Madrid and Chairman of SG Warburg France from 1995 to 1997. Prior to that, Mr. Dangeard was a lawyer with Sullivan & Cromwell, in New York and London. He serves on the boards of RPX Corporation and Royal Bank of Scotland Group PLC (“RBS Group”), and on a number of advisory boards. Mr. Dangeard has previously served as a director of a variety of companies, including Crédit Agricole CIB, Eutelsat, Home Credit, SonaeCom, Thomson, Electricité de France and Telenor. He graduated from the École des Hautes Études Commerciales, the Paris Institut d’Études Politiques and holds an LLM degree from Harvard Law School.

Director Qualifications:

- *Industry and Technology Experience* — Former Chairman and Chief Executive Officer of Thomson; former Deputy Chief Executive Officer of France Telecom; former Deputy Chairman of Telenor; former member of the boards of directors of Eutelsat and SonaeCom and member of the board of directors of RPX Corporation.
- *Global Experience* — Member of the board of directors of RBS Group (the United Kingdom); former Chairman and Chief Executive Officer of Thomson (France); former Deputy Chief Executive Officer of France Telecom (France); former Deputy Chairman of Telenor (Norway) and former member of the boards of directors of Crédit Agricole CIB (France), Eutelsat (France), Home Credit (Czech Republic), Electricité de France (France) and SonaeCom (Portugal).
- *Leadership Experience* — Managing Partner of Harcourt; former Chairman and Chief Executive Officer of Thomson; former Deputy Chief Executive Officer of France Telecom; former Deputy Chairman of Telenor and former Chairman of SG Warburg France and Managing Director of SG Warburg & Co. Ltd.
- *Public Company Board Experience* — Current member of the board of directors of RPX Corporation and of RBS Group; former Deputy Chairman of Telenor and former member of the boards of directors of Eutelsat, Electricité de France, Thomson, and SonaeCom.

- *Business Combinations and Partnerships Experience* — Former Chairman and Chief Executive Officer of Thomson; former Deputy Chief Executive Officer of France Telecom; former Deputy Chairman of Telenor; former Chairman of SG Warburg France and former lawyer at Sullivan & Cromwell LLP.
- *Financial Experiences* — Former Chairman and Chief Executive Officer of Thomson; former Deputy Chief Executive Officer of France Telecom; former Chairman of the Audit Committee of Electricité de France and former Deputy Chairman of Telenor.

Mr. Hao has served as a member of our Board since March 2016. Mr. Hao joined Silver Lake Partners in 2000 and currently serves Silver Lake as a Managing Partner and Managing Director. Mr. Hao also serves on the boards of directors of Broadcom Limited and SMART Global Holdings, Inc., as well as on the board of directors of a number of private companies in Silver Lake's portfolio. Prior to joining Silver Lake, he was an investment banker with Hambrecht & Quist, where he served as a Managing Director in the Technology Investment Banking group. He also serves on the Executive Council for UCSF Health. Mr. Hao graduated from Harvard University with a Bachelor's degree in economics.

Director Qualifications:

- *Industry and Technology Experience* — over 25 years of technology investment experience; member of the boards of directors of Broadcom Limited, SMART Global Holdings, Inc., and a number of private technology companies.
- *Global Experience* — Extensive experience investing in large global businesses and established Silver Lake's Asia business.
- *Leadership Experience* — Managing Partner and Managing Director of Silver Lake and member of the boards of directors of Broadcom Limited and SMART Global Holdings, Inc.
- *Public Company Board Experience* — Current member of the boards of directors of Broadcom Limited and SMART Global Holdings, Inc.
- *Business Combinations and Partnerships Experience* — Managing Partner and Managing Director of Silver Lake Partners and former investment banker with Hambrecht & Quist.
- *Financial Experiences* — over 25 years of investment experience in complex transactions.

Mr. Humphrey has served as a member of our Board since August 2016 when he joined in connection with Bain Capital's investment in Symantec, prior to which he served on Blue Coat's board of directors since May 2015. He is a Managing Director of Bain Capital, a private equity firm, where he co-leads the firm's investing efforts in technology, media and telecom investments and where he has worked since 2001. Prior to joining Bain Capital, Mr. Humphrey was an investment banker in the mergers and acquisitions group at Lehman Brothers from 1999 to 2001. He serves on the boards of directors of BMC Software and Genpact Ltd. and on the board of directors of a number of private companies in Bain Capital's portfolio. Mr. Humphrey previously served on the boards of directors of Bright Horizons Family Solutions, Inc. Burlington Coat Factory Warehouse Corporation, Skillsoft PLC and Bloomin' Brands, Inc. He received a Master of Business Administration degree from Harvard Business School and a Bachelor's degree from Harvard University.

Director Qualifications:

- *Industry and Technology Experience* — Former member of the board of directors of Blue Coat; Managing Director of Bain Capital; and member of the boards of directors of BMC Software, Inc., Viewpoint Construction Software, Navicure, Inc. and Genpact Ltd.
- *Global Experience* — Extensive experience investing in large global businesses.

- *Leadership Experience* — Managing Director of Bain Capital and leader of its technology, media and telecom vertical; and member of the boards of directors of BMC Software, Inc. Viewpoint Construction Software, Navicure, Inc. and Genpact Ltd.
- *Public Company Board Experience* — Current member of the board of directors of BMC Software and Genpact Ltd. and former member of the boards of directors of Bright Horizons Family Solutions, Inc. Burlington Coat Factory Warehouse Corporation, Skillsoft PLC and Bloomin' Brands, Inc.
- *Business Combinations and Partnerships Experience* — Managing Director of Bain Capital and former investment banker with Lehman Brothers.
- *Financial Experiences* — Managing Director of Bain Capital and former investment banker with Lehman Brothers.

Ms. Laybourne has served as a member of our Board since January 2008. She has been the Chairman of the Board of Katapult Studio (formerly Kandu), a children's software company, since May 2013, and was acting Chief Executive Officer from October 2014 to May 2015. Ms. Laybourne was the Chairman of the Board of Defy Media, LLC, a media company, from November 2010 to April 2015. She founded Oxygen Media in 1998 and served as its Chairman and Chief Executive Officer until November 2007, when the network was acquired by NBC Universal. Prior to starting Oxygen Media, Ms. Laybourne spent 16 years at Nickelodeon. From 1996 to 1998, she was President of Disney/ABC Cable Networks where she managed cable programming for the Walt Disney Company and ABC. Ms. Laybourne is also currently a member of the board of directors of four private companies, serves on the Board of Trustees for Vassar College, and is a former member of the board of directors of J.C. Penney, Electronic Arts and Move, Inc. She earned a Bachelor's degree in art history from Vassar College and a Master of Science degree in elementary education from the University of Pennsylvania.

Director Qualifications:

- *Leadership Experience* — Chairman of Katapult Studio; Founder and former Chairman and Chief Executive Officer of Oxygen Media LLC; former President of Disney/ABC Cable Networks; former President of Nickelodeon and former Vice Chairman of MTV Networks.
- *Public Company Board Experience* — Former board member of J.C. Penney Company, Electronic Arts Inc. and Move, Inc.
- *Business Combinations and Partnerships Experience* — Founder, former Chairman and Chief Executive Officer of Oxygen Media LLC until it was acquired by NBC Universal.

Mr. Mahoney has served as a member of our Board since April 2003. He previously served as co-Chief Executive Officer of McKesson HBOC, Inc., a healthcare services company, and as Chief Executive Officer of iMcKesson LLC, also a healthcare services company, from July 1999 to February 2001. Mr. Mahoney is a member of the boards of directors of Adamas Pharmaceuticals, Inc. Corcept Therapeutics Incorporated and two non-profit organizations, a member of the board of trustees of Mount Holyoke College, as well as a trustee of the Schwab/Laudus fund family. He has previously served as a director of a variety of companies, including Tercica Inc. Mr. Mahoney has a Bachelor's degree from Princeton University and a Master of Business Administration degree from Harvard Business School.

Director Qualifications:

- *Industry and Technology Experience* — Former co-Chief Executive Officer of McKesson HBOC, Inc.; former Chief Executive Officer of iMcKesson LLC; various executive roles at McKesson Corporation and former Principal at McKinsey & Co.
- *Leadership Experience* — Former co-Chief Executive Officer of McKesson HBOC, Inc.; former Chief Executive Officer of iMcKesson LLC; various executive roles at McKesson Corporation and former Principal at McKinsey & Co.

- *Public Company Board Experience* — Current member of the board of directors of Corcept Therapeutics Incorporated; Lead Independent Director at Adamas Pharmaceuticals, Inc. and former member of the board of directors of Tercica, Inc.
- *Business Combinations and Partnerships Experience* — Former co-Chief Executive Officer of McKesson HBOC, Inc.; former Chief Executive Officer of iMcKesson LLC; various executive roles at McKesson Corporation and former Principal at McKinsey & Co.
- *Financial Experiences* — Former roles at McKesson HBOC; serves on the Audit Committees of Adamas Pharmaceuticals, Inc. and Corcept Therapeutics Incorporated (former Chair of the Audit Committee) and the Investment Committee of the Schwab/Laudus fund family; and served on the Audit Committees of Tercica Inc. and Symantec.

Mr. Miller has served as a member of our Board since September 1994. He is President and Chief Executive Officer of International Automotive Components (IAC) Group, a global supplier of automotive components and systems. Mr. Miller is also the Chairman of the Board of MidOcean Partners, a private equity firm specializing in leveraged buyouts, recapitalizations and growth capital investments in middle-market companies. He served as Chairman of the Board of American International Group (AIG), an insurance and financial services organization, from July 2010 to June 2015. Mr. Miller served as Chief Executive Officer of Hawker Beechcraft, an aircraft manufacturing company, from February 2012 to February 2013. He served as Executive Chairman of Delphi Corporation, an auto parts supplier, from January 2007 until November 2009 and as Chairman and Chief Executive Officer from July 2005 until January 2007. From January 2004 to June 2005, Mr. Miller was non-executive Chairman of Federal Mogul Corporation, an auto parts supplier. From September 2001 until December 2003, he was Chairman and Chief Executive Officer of Bethlehem Steel Corporation, a large steel producer. Prior to joining Bethlehem Steel, Mr. Miller served as Chairman and Chief Executive Officer on an interim basis upon the departure of Federal Mogul's top executive in September 2000. Hawker Beechcraft filed a voluntary petition for reorganization under the United States Bankruptcy Code (USBC) in May 2012. He is also a member of the boards of directors of Dow Chemical and two private companies in addition to IAC Group and MidOcean Partners. In addition to his executive roles, Mr. Miller has previously served as a director of a variety of companies, including AIG, UAL Corporation, WL Ross Holding Corp., Reynolds American, Inc., U.S. Bancorp, and Waste Management, Inc. He earned a degree in economics from Stanford University, a law degree from Harvard Law School and a Master of Business Administration, majoring in finance from Stanford Business School.

Director Qualifications:

- *Global Experience* — President and Chief Executive Officer of IAC Group; former Chairman of AIG; former Chief Executive Officer of Hawker Beechcraft, Inc.; former Chief Executive Officer of Delphi Corporation and former Vice Chairman of Chrysler Corporation.
- *Leadership Experience* — President and Chief Executive Officer of IAC Group; Chairman of Mid Ocean Partners; former Chairman of AIG; former Chief Executive Officer of Hawker Beechcraft, Inc.; former Chairman and Chief Executive Officer of Delphi Corporation; former Chairman and Chief Executive Officer of Federal Mogul Corporation and former Chairman and Chief Executive Officer of Bethlehem Steel Corporation.
- *Public Company Board Experience* — Current member of the board of directors of Dow Chemical and served on the boards of directors of AIG, UAL Corporation, WL Ross Holding Corp., Reynolds American, Inc., U.S. Bancorp and Waste Management, Inc.
- *Business Combinations and Partnerships Experience* — President and Chief Executive Officer of IAC Group; former Chief Executive Officer of Hawker Beechcraft, Inc., Delphi Corporation and Federal Mogul Corporation and former Vice Chairman of Chrysler Corporation.
- *Financial Experiences* — Former Chief Financial Officer of Chrysler Corporation and served on the Audit Committees of AIG, UAL Corporation, Reynolds American, Waste Management, U.S. Bancorp, Federal Mogul Corporation and Pope & Talbot.

Ms. Sands has served as a member of our Board since October 2013. She served as Group Managing Director, Head of Change Leadership and a member of the Wealth Management Americas Executive Committee of UBS Financial Services, a global financial services firm, from April 2012 to September 2013. Ms. Sands was Group Managing Director and Chief Operating Officer of Wealth Management Americas at UBS Financial Services from April 2010 to April 2012. Prior to that, she was a Transformation Consultant at UBS Financial Services from October 2009 to April 2010. Prior to joining UBS Financial Services, Ms. Sands was Managing Director, Head of Transformation Management at Citigroup's Global Operations and Technology organization. She also held several leadership positions with RBC Financial Group and CIBC. Ms. Sands is on the boards of directors of ServiceNow, Inc. and Pure Storage, Inc. She received a Bachelor's degree in physics and applied mathematics from The Queen's University of Belfast, Northern Ireland, a Doctorate in atomic and molecular physics from The Queen's University of Belfast, Northern Ireland and a Master of Science degree in public policy and management from Carnegie Mellon University.

Director Qualifications:

- *Industry and Technology Experience* — Former Managing Director and Chief Operating Officer at UBS Financial Services and various executive positions of global financial services firms.
- *Global Experience* — Former Managing Director and Chief Operating Officer at UBS Financial Services and various executive positions of global financial services firms.
- *Leadership Experience* — Former Managing Director and Chief Operating Officer at UBS Financial Services and various executive positions of global financial services firms.
- *Public Company Board Experience* — Current member of the boards of directors of ServiceNow, Inc. and Pure Storage, Inc.
- *Financial Experiences* — Former Managing Director and Chief Operating Officer at UBS Financial Services and various executive positions of global financial services firms.

Mr. Schulman has served as a member of our Board since March 2000. He has served as President and then Chief Executive Officer of PayPal Holdings, Inc., an online payment system company, since September 2014. Previously, Mr. Schulman served as Group President, Enterprise Group of American Express, a financial services company, from August 2010 to September 2014. He was President, Prepaid Group of Sprint Nextel Corporation, a cellular phone service provider, from November 2009 until August 2010. Mr. Schulman served as Chief Executive Officer of Virgin Mobile USA, a cellular phone service provider, from September 2001 to November 2009, when Sprint Nextel acquired that company. He also served as a member of the board of directors of Virgin Mobile USA from October 2001 to November 2009. Mr. Schulman is a member of the boards of directors of PayPal Holdings, Inc., Flextronics International Ltd. and a non-profit organization. He received a Bachelor's degree in economics from Middlebury College and a Master of Business Administration degree, majoring in Finance, from New York University.

Director Qualifications:

- *Industry and Technology Experience* — President and Chief Executive Officer of PayPal; former Group President, Enterprise Group of American Express and former Chief Executive Officer and Chief Operating Officer of priceline.com.
- *Global Experience* — President and Chief Executive Officer of PayPal and former Group President of American Express.
- *Leadership Experience* — President and Chief Executive Officer of PayPal; former Group President, Enterprise Group of American Express; former President, Prepaid Group of Sprint Nextel Corporation; former Chief Executive Officer of Virgin Mobile USA and former Chief Executive Officer and Chief Operating Officer of priceline.com.

- *Public Company Board Experience* — Member of the boards of directors of PayPal Holdings, Inc. and Flextronics International Ltd. and former member of the board of directors of Virgin Mobile USA.
- *Business Combinations and Partnerships Experience* — President and Chief Executive Officer of PayPal and former Chief Executive Officer of Virgin Mobile USA.
- *Financial Experiences* — President and Chief Executive Officer of PayPal; former Group President, Enterprise Group of American Express; former President, Prepaid Group of Sprint Nextel Corporation; former Chief Executive Officer of Virgin Mobile USA and former Chief Executive Officer and Chief Operating Officer of priceline.com.

Mr. Unruh has served as a member of our Board since July 2005 following the acquisition of Veritas. He had served on Veritas' board of directors since 2003. Mr. Unruh retired as Vice Chairman of Bechtel Group, Inc., a global engineering and construction services company, in June 2003. During his 25-year tenure at Bechtel Group, he held a number of management positions including Treasurer, Controller and Chief Financial Officer. Mr. Unruh also served as President of Bechtel Enterprises, the finance, development and ownership arm from 1997 to 2001. He is a member of the board of directors of Aconex Ltd., which is traded on the Australian Stock Exchange, and a private company. Mr. Unruh is a Certified Public Accountant.

Director Qualifications:

- *Global Experience* — Former Vice Chairman of and held various executive positions at Bechtel Group, Inc.; former President of Bechtel Enterprises and member of the board of directors of Aconex Ltd. (Australia).
- *Leadership Experience* — Former Vice Chairman of and held various executive positions at Bechtel Group, Inc. and former President of Bechtel Enterprises.
- *Public Company Board Experience* — Member of the board of directors of Aconex Ltd. (Australia); former member of the boards of directors of Heidrick & Struggles International Inc., Move, Inc. and URS Corporation.
- *Business Combinations and Partnerships Experience* — Former board member of Veritas Corporation, Move, Inc. and URS Corporation.
- *Financial Experiences* — Certified public accountant; former Chief Financial Officer, Treasurer and Controller of Bechtel Group, Inc.; former President of Bechtel Enterprises; served on the Audit Committees of Heidrick & Struggles International, Inc. and Move, Inc.

Ms. Vautrinot has served as a member of our Board since October 2013. She has been President of Kilovolt Consulting Inc., an advisory firm, since October 2013. Ms. Vautrinot retired from the United States Air Force in October 2013 after over 30 years of service. During her career with the United States Air Force, she served in a number of leadership positions including Major General and Commander, 24th Air Force/Network Operations from April 2011 to October 2013; Special Assistant to the Vice Chief of Staff from December 2010 to April 2011; Director of Plans and Policy, U.S. Cyber Command from May 2010 to December 2010 and Deputy Commander, Network Warfare, U.S. Strategic Command, from June 2008 and May 2010. Ms. Vautrinot is a member of the board of directors of Ecolab, Inc., Wells Fargo & Company and a private company. She received a Bachelor of Science degree from the U.S. Air Force Academy, a Master of Systems Management degree from University of Southern California, and completed Air Command and Staff College as well as Air War College. Ms. Vautrinot was a National Security Fellow at the John F. Kennedy School of Government at Harvard University. In 2017 she was inducted into the National Academy of Engineering.

Director Qualifications:

- *Industry and Technology Experience* — Major General and Commander (retired) and various leadership positions of United States Air Force.

- *Global Experience* — Major General and Commander (retired) and various leadership positions of United States Air Force.
- *Leadership Experience* — Major General and Commander (retired) and various leadership positions of United States Air Force.
- *Public Company Board Experience* — Member of the boards of directors of Ecolab, Inc. and Wells Fargo & Company.
- *Financial Experiences* — Serves on the Audit Committees of Ecolab, Inc. and Wells Fargo & Company.

Summary of Director Qualifications and Experience

	Clark	Dangeard	Hao	Humphrey	Laybourne	Mahoney	Miller	Sands	Schulman	Unruh	Vautrinot
Industry and Technology Expertise	√	√	√	√		√		√	√	√	√
Global Expertise	√	√	√	√			√	√	√	√	√
Leadership Experience	√	√	√	√	√	√	√	√	√	√	√
Public Company Board Experience		√	√	√	√	√	√	√	√	√	√
Business Combinations and Partnerships Experience	√	√	√	√	√	√	√		√	√	
Financial Expertise	√	√	√	√		√	√	√	√	√	√
Diversity			√		√			√			√

Director Compensation

The policy of the Board is that compensation for independent directors should be a mix of cash and equity-based compensation. Symantec does not pay employee directors for Board service in addition to their regular employee compensation. Independent directors may not receive consulting, advisory or other compensatory fees from the Company. The Compensation Committee, which consists solely of independent directors, has the primary responsibility to review and consider any revisions to director compensation.

Director Stock Ownership Guidelines: Effective fiscal 2017, the Compensation Committee instituted the following revised stock ownership guidelines for our non-employee directors to better align our directors' interests with those of our stockholders:

- Directors must maintain a minimum holding of Company stock with a fair market value equal to ten times (10x) such director's total annual cash retainer;
- In the event the annual retainer (or any portion thereof) is paid to a non-employee director in equity instead of cash, the value of such annual retainer for purposes of calculating the minimum holding requirement means the grant date fair value of the annual equity award (or applicable portion thereof);
- New directors will have three years to reach the minimum holding level; and
- Notwithstanding the foregoing, directors may sell enough shares to cover their income tax liability on vested grants.

Symantec stock ownership information for each of our directors is shown under the heading "Security Ownership of Certain Beneficial Owners and Management" on page 52 of this proxy statement.

Annual Fees: In accordance with the recommendation of the Compensation Committee, the Board determined the non-employee directors' compensation for fiscal 2017 as follows:

- $50,000 annual cash retainer;
- $15,000 annual fee for committee membership ($20,000 for Audit Committee membership);
- $25,000 annual fee for chairing a committee of the Board ($15,000 for chairing the Nominating and Governance Committee); and
- $100,000 annual fee for the Lead Independent Director/Independent Chairman.

The payment of the annual cash retainer is subject to the terms of the 2000 Director Equity Incentive Plan, as amended, which allows directors to choose to receive common stock in lieu of cash for all or a portion of the retainer payable to each director for serving as a member. We pay the annual retainer fee and any additional annual fees to each director at the beginning of the fiscal year. Directors who join the Company after the beginning of the fiscal year receive a prorated cash payment in respect of their annual retainer fee and fees. These payments are considered earned when paid. Accordingly, we do not require them to be repaid in the event a director ceases serving in the capacity for which he or she was compensated.

Annual Equity Awards. Pursuant to a Non-Employee Director Grant Policy adopted by our Board, each non-employee member of the Board receives an annual award of fully-vested restricted stock under the 2013 Plan, having a fair market value on the grant date equal to a pre-determined dollar value, which was $275,000 for fiscal 2017.

Symantec stock ownership information for each of our directors is shown under the heading "Security Ownership of Certain Beneficial Owners and Management" on page 52 of this proxy statement.

The following table provides information for fiscal year 2017 compensation for all of our non-employee directors:

Fiscal 2017 Director Compensation

Name	Fees Earned or Paid in Cash ($)(1)(2)	Stock Awards ($)(3)(4)	Total ($)
Frank E. Dangeard	85,013	275,000	360,013
Kenneth Y. Hao	15,023	325,000(6)	340,023
David W. Humphrey	46,747(5)	183,585	230,332
Geraldine B. Laybourne	65,012	275,000	340,012
David L. Mahoney	45,023	325,000(6)	370,023
Robert S. Miller	105,013	275,000	380,013
Anita M. Sands	70,013	275,000	345,013
Daniel H. Schulman	180,013	275,000	455,013
V. Paul Unruh	95,013	275,000	370,013
Suzanne M. Vautrinot	20,023	325,000(6)	345,023

(1) Non-employee directors receive an annual retainer fee of $50,000 plus an additional annual fee of $15,000 (Compensation Committee and Nominating and Governance Committee) or $20,000 (Audit Committee) for membership on each committee. The chair of each committee receives an additional annual fee of $15,000 (Nominating and Governance Committee) or $25,000 (Audit Committee and Compensation Committee).

(2) Includes cash payout of $12.98 for fractional share from stock awards granted to each non-employee director.

(3) Amounts shown in this column reflect the aggregate full grant date fair value calculated in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("FASC") Topic 718 for awards granted during fiscal 2017.

(4) Each non-employee director other than Mr. Humphrey was granted 16,233 RSUs on May 17, 2016, with a per-share fair value of $16.94 and an aggregate grant date fair value of $275,000. Mr. Humphrey, who joined our Board on August 1, 2016, was granted 8,475 RSUs on August 9, 2016, with a per-share fair value of $21.66 and an aggregate grant date fair value of $183,585, which represents a pro-rated portion of the annual RSU grant for his service in fiscal 2017.

(5) Mr. Humphrey joined our Board on August 1, 2016 and received a pro-rated portion of the $50,000 annual cash retainer fee for his service on the Board and a pro-rated portion of the $20,000 annual cash retainer for his services on the Compensation Committee for fiscal 2017.

(6) In lieu of cash, Messrs. Hao and Mahoney and Ms. Vautrinot each received 100% of his or her respective annual retainer fee of $50,000 in the form of our common stock. Accordingly, pursuant to the terms of the 2000 Director Equity Incentive Plan, each was granted 2,951 shares at a per share fair value of $16.94 and an aggregate grant date fair value of $50,000. The balance of each such director's fee was paid in cash as reported in the "Fees Earned or Paid in Cash" column in the table above.

THE BOARD RECOMMENDS A VOTE "*FOR*" ELECTION OF EACH OF THE ELEVEN NOMINATED DIRECTORS.

PROPOSAL NO. 2

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed KPMG LLP ("KPMG") as our principal independent registered public accounting firm to perform the audit of our consolidated financial statements for fiscal 2018. As a matter of good corporate governance, the Audit Committee has decided to submit its selection of independent audit firm to stockholders for ratification. In the event that this appointment of KPMG is not ratified by a majority of the shares of common stock present or represented at the Annual Meeting and entitled to vote on the matter, the Audit Committee will review its future selection of KPMG as our independent registered public accounting firm.

The Audit Committee first approved KPMG as our independent auditors in September 2002, and KPMG audited our financial statements for fiscal 2017. Representatives of KPMG are expected to attend the meeting with the opportunity to make a statement and respond to appropriate questions from stockholders present at the meeting.

Principal Accountant Fees and Services

We regularly review the services and fees from our independent registered public accounting firm, KPMG. These services and fees are also reviewed with the Audit Committee annually. In accordance with standard policy, KPMG periodically rotates the individuals who are responsible for our audit. Our Audit Committee has determined that the providing of certain non-audit services, as described below, is compatible with maintaining the independence of KPMG.

In addition to performing the audit of our consolidated financial statements, KPMG provided various other services during fiscal years 2017 and 2016. Our Audit Committee has determined that KPMG's provisioning of these services, which are described below, does not impair KPMG's independence from Symantec. The aggregate fees billed for fiscal years 2017 and 2016 for each of the following categories of services are as follows:

Fees Billed to Symantec	2017	2016
Audit fees(1)	$ 9,985,434	$21,972,001
Audit related fees(2)	2,215,628	1,431,411
Tax fees(3)	248,467	284,052
All other fees(4)	—	61,131
Total fees	$12,449,529	$23,748,595

The categories in the above table have the definitions assigned under Item 9 of Schedule 14A promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and these categories include in particular the following components:

(1) *"Audit fees"* include fees for audit services principally related to the year-end examination and the quarterly reviews of our consolidated financial statements, consultation on matters that arise during a review or audit, review of SEC filings, audit services performed in connection with our acquisitions and divestitures and statutory audit fees.

(2) *"Audit related fees"* include fees which are for assurance and related services other than those included in Audit fees.

(3) *"Tax fees"* include fees for tax compliance and advice.

(4) *"All other fees"* include fees for all other non-audit services, principally for services in relation to certain information technology audits.

An accounting firm other than KPMG performs supplemental internal audit services for Symantec. Another accounting firm provides the majority of Symantec's outside tax services.

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

The Audit Committee's policy is to pre-approve all audit and permissible non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent registered public accounting firm and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval, and the fees for the services performed to date. The Audit Committee may also pre-approve particular services on a case-by-case basis.

All of the services relating to the fees described in the table above were approved by the Audit Committee.

THE BOARD RECOMMENDS A VOTE *"FOR"* APPROVAL OF PROPOSAL NO. 2

PROPOSAL NO. 3

AMENDMENTS TO OUR 2013 EQUITY INCENTIVE PLAN, AS AMENDED

We are asking stockholders to approve the following amendments to our 2013 Equity Incentive Plan, as amended (the "2013 Plan"), which were approved by our Board in August 2017:

(i) an increase to the number of shares reserved for issuance under the 2013 Plan by 8,000,000 shares;

(ii) a prohibition on dividend payments on unvested equity awards under the 2013 Plan; and

(iii) a requirement that all awards granted under the 2013 Plan shall be subject to our insider trading and recoupment policies in accordance with the clawback policy adopted by the Board.

With the proposed 8,000,000 share increase, approximately 26,291,290 shares will be available for future issuance under the 2013 Plan, which represents approximately 4.3% of our 611,095,925 shares outstanding as of July 19, 2017.

Promotion of Good Compensation Practices

The 2013 Plan, as amended, is designed to promote good compensation practices and plan an important part of our pay-for-performance philosophy. Including the above proposed amendments, the 2013 Plan, as amended, contains the following important features which we believe promote good compensation practices:

- *No "evergreen" provision.* The 2013 Plan has a fixed number of shares available for issuance. It is not an "evergreen" plan.
- *No "fungible share reserve."* The 2013 Plan does not contain a "fungible share reserve." Instead, each one share granted as a restricted stock award, RSU (including PRUs), stock option or SAR under the 2013 Plan will count as the issuance of one share reserved for issuance under the 2013 Plan for the purpose of computing shares remaining available for issuance.
- *No discounted options of SARs.* Stock options and SARs must be granted with an exercise price that is not less than 100% of the fair market value on the date of grant.
- *One year minimum vesting on options and SARs.* Each stock option and SAR granted under the 2013 Plan, other than a stock option or SAR granted in substitution for a stock option or SAR granted under a stock plan of a company acquired by the Company, is subject to a minimum service vesting requirement of one year from the date of grant of such stock option or SAR.
- *Repricing prohibited.* Repricing or certain other exchanges of stock options and SARs for new 2013 Plan awards or cash is prohibited unless stockholder approval is first obtained.
- *No recycling or liberal share counting.* No recycling of shares or "liberal share counting" practices are permitted under the 2013 Plan. Shares tendered to us or retained by us in the exercise or settlement of an award or for tax withholding, or shares that are repurchased on the open market with the proceeds of an option exercise price will not become available again for issuance under the 2013 Plan. In addition, the gross shares subject to a stock appreciation right (SAR) award and not the net number of shares actually issued upon exercise of such SAR counts against the 2013 Plan reserve.

Planned Frequency of Share Requests

Our request for 8,000,000 shares this year follows last year's request for additional shares under the 2013 Plan. In an effort to increase accountability and transparency, the Board has determined to seek stockholder approval for smaller increases in the number of shares for reserve and issuance and, as a result, present proposals to stockholders on such increases on a more frequent basis going forward. This approach gives stockholders a more frequent opportunity to evaluate and vote on our usage of equity compensation across our company. Our current reserve of shares plus this year's request, if approved, is expected to be sufficient for equity awards to employees across our company for at least one year, at which point we anticipate we will request stockholders approve additional shares.

As part of the Blue Coat and LifeLock transactions, we assumed outstanding equity awards that were awarded by Blue Coat and LifeLock prior to the completion of the transactions. This had an impact on our stock compensation expense and increased the number of outstanding equity compensation awards that could be potentially dilutive. However, the awards that we assumed as part of those transactions did not count against our existing share reserve, and it was always our intention to request shares this year as part of our plan for increased transparency and accountability. In fact, our fiscal 2017 gross burn rate was below our fiscal 2016 gross burn rate. Even without the Blue Coat and LifeLock transactions, we would have still needed to request additional shares to compensate our broad employee base.

Share Request Background

We believe that the increase in the number of shares reserved for issuance under the 2013 Plan is in the best interests of our company because of the continuing need to provide equity-based incentives to attract, motivate and retain the most qualified personnel and to respond to relevant market changes in equity compensation practices. This is particularly important this year as the Company undergoes a significant and important transformation following the acquisitions of both Blue Coat and LifeLock in fiscal 2017. The use of equity compensation has historically been a significant part of our overall compensation philosophy at Symantec and is a practice that we plan to continue. The 2013 Plan serves as an important part of this practice and is a critical component of the overall compensation package that we offer to retain and motivate our employees. In addition, awards under the 2013 Plan provide our employees an opportunity to acquire or increase their ownership stake in us, and we believe this aligns their interests with those of our stockholders, creating strong incentives for our employees to work hard for our future growth and success. If Proposal No. 3 is not approved by our stockholders, we believe our ability to attract, motivate and retain the talent we need to compete in our industry would be seriously and negatively impacted and this could affect our long-term success.

Based on a review of Symantec's historical practice, the recent trading price of our common stock, advice from its independent compensation consultant, and stockholder feedback, the Compensation Committee and the Board currently believe the additional share request will be sufficient to cover awards for at least one year. Our future burn rate will depend on a number of factors, including the number of participants in the 2013 Plan, the price per share of our common stock, any changes to our compensation strategy, changes in business practices or industry standards, changes in the compensation practices of our competitors, or changes in compensation practices in the market generally, and the methodology used to establish the equity award mix.

In connection with its approval of the amendment of the 2013 Plan, the Board considered Symantec's current stock repurchase program, under which approximately $800 million remained authorized for future repurchases as of July 19, 2017, with no expiration date. We believe that stock repurchases reduce the potential dilutive effect of the issuance of additional equity incentives to employees. For example, the weighted average common shares outstanding decreased from 688,798,363 shares in fiscal 2015 to 617,726,034 shares in fiscal 2017, due in part to Symantec's stock repurchase programs.

Equity Plan Philosophy

We have always placed an emphasis on the importance of using equity-based incentives to attract, motivate and retain the most qualified personnel in our industry, and this is particularly important this year as the company undergoes a significant transformation following the acquisitions of both Blue Coat and LifeLock in fiscal 2017. We award equity to a broad-based section of our employee base, which positions us for success in attracting, engaging and retaining key employee talent globally including many highly competitive markets. Over the last two fiscal years, we have granted equity to more than 35% of new hires. We typically grant equity awards to over 40% of employees at all levels globally during our annual review, with a focus on retention of higher performers with critical skills. As of July 19, 2017, over 70% of our employees, across 35 countries, owned unvested equity in our company. We believe this points to a culture of ownership at the Company—at all levels of the organization and across the vast majority of countries in which we operate. Equity is also a significant portion of our CEO and NEO's overall compensation package (93% of total target compensation for our CEO and 86% of total target compensation for our NEOs).

Our broad-based use of equity for compensation purposes can have a material impact on our burn rate versus that of our peers, however, we believe that granting equity is an important part of our value proposition to our employees and, ultimately, our stockholders.

Plan History

The 2013 Plan was originally adopted by the Board in July 2013, and it was approved by our stockholders in October 2013. In 2016, the 2013 Plan was amended by the Board to provide the Committee the authority to make certain adjustments under the 2013 Plan in the event of an extraordinary cash dividend by Symantec. The 2013 Plan was further amended in 2016 to require that each stock option and SAR granted under the 2013 Plan, other than a stock option or SAR granted in substitution for a stock option or SAR granted under a stock plan of a company acquired by the Company, shall be subject to a minimum service vesting requirement of one year from the date of grant of such stock option or SAR.

Upon adoption, our stockholders approved the reservation of an aggregate of 45 million shares for issuance under the 2013 Plan. In 2016, our stockholders approved an increase to the number of shares reserved for issuance under the 2013 Plan by 17,000,000 shares. With the proposed 8,000,000 share increase, 70,000,000 shares of our common stock will be reserved for issuance under the 2013 Plan, which represents approximately 11.3% of our outstanding shares as of July 19, 2017. No shares carried over from our 2004 Equity Incentive Plan (the "Prior Plan"), which was our primary equity compensation plan prior to the adoption of the 2013 Plan. We no longer grant awards under the Prior Plan.

The following table summarizes certain information regarding our equity incentive program, which includes our 2013 Plan and awards granted under our prior plans, including our assumed plans. Our only active equity plans with available shares for future issuance are our 2013 Plan and our 2000 Director Equity Plan, as referenced below.

	As of July 19, 2017
Total number of shares of common stock subject to outstanding full value awards (including RSUs and PRUs) under all plans(1)	31,514,380
Total number of shares of common stock subject to outstanding stock options under all plans(1)	18,307,674
Weighted-average exercise price of outstanding stock options	$ 8.7102
Weighted-average remaining term of outstanding stock options	8.15 years
Total number of shares of common stock available for future grant under the 2013 Plan(2)	18,291,290
Total number of shares of common stock available for future grant under the 2000 Director Equity Plan	47,683

(1) The number of shares of common stock subject to outstanding full value awards and the number of shares of common stock subject to outstanding stock options are higher than average due to the large number of equity awards (RSU, PRUs and stock options) we assumed in connection with the Blue Coat and LifeLock acquisitions during fiscal 2017. These assumed equity awards were granted under assumed equity plans and not under the 2013 Plan. No shares are available for future issuance under the assumed plans. While these two transformative acquisitions increased

our overhang, these transactions along with our business transformation initiatives resulted in significant stockholder return in fiscal 2017.

(2) Excludes the proposed increase of 8,000,000 shares under this Proposal 3.

The following table summarizes our outstanding equity as of July 19, 2017 excluding the equity awards assumed with the Blue Coat and LifeLock acquisitions:

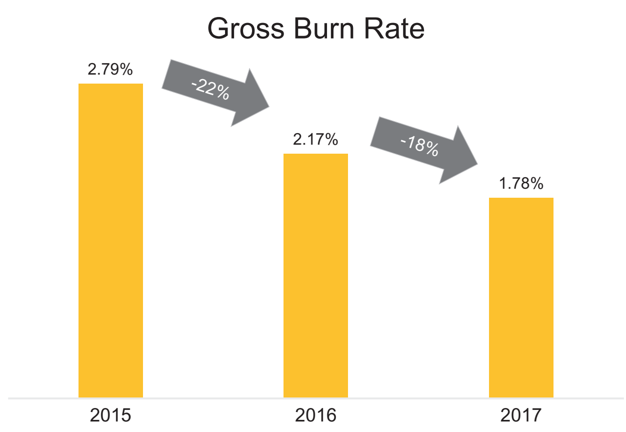
	As of July 19, 2017
Total number of shares of common stock subject to outstanding full value awards (including RSUs and PRUs) excluding awards assumed with the Blue Coat and LifeLock acquisitions	22,543,846
Total number of shares of common stock subject to outstanding stock options excluding awards assumed with the Blue Coat and LifeLock acquisitions	87,429

The Blue Coat and LifeLock acquisitions therefore had a material impact on the potential dilutive effect of outstanding equity awards (also commonly referred to as overhang). However, as noted below, and above in the section titled "Planned Frequency of Share Requests", the number of shares granted to Symantec employees during fiscal 2017 was below that of fiscal 2016, demonstrating our careful consideration of our burn rate. While the assumption of the Blue Coat and LifeLock awards will have a temporary impact on our overhang, they do not demonstrate any increase in our use of equity or deviation from our historical or planned burn rate.

Plan History — Burn Rate

A key factor that we consider in administering our equity compensation programs and in determining our share increase request is our "burn rate," which is generally the number of shares that we utilize under the 2013 Plan each year relative to our total shares outstanding shares outstanding. We analyze our burn rate in terms of gross burn rate and net burn rate. We define "gross burn rate" as the total number of shares granted under all of our equity incentive plans during a period divided by the weighted average number of shares of common stock outstanding during that period and expressed as a percentage. We define "net burn rate" as the total number of shares granted under all of our equity incentive plans during a period, minus the total number of shares returned to such plans through awards cancelled during that period, divided by the weighted average number of shares of common stock outstanding during that period, and expressed as a percentage.

Our Board of Directors takes seriously its commitment to stockholders to use equity responsibly, and in recent years our gross burn rate has been decreasing:



The following table sets forth our gross burn rate for fiscal 2017, 2016 and 2015. Our net burn rate for the same period was 1.19%, 0.24% and 1.75%, respectively.

Gross Burn Rate Summary

Grant Year	Restricted Stock Granted (#)(1)(2)	Performance-based Restricted Stock Released (#)(2)(3)	Options & SARs Granted (#)(3)(4)	Weighted Average Common Shares Outstanding (#)	Gross Burn Rate (%)
Fiscal 2017	10,421,909	583,640	—	617,726,034	1.78
Fiscal 2016	14,116,762	400,449	—	670,002,129	2.17
Fiscal 2015	18,185,270	1,023,897	—	688,798,363	2.79

(1) Includes time-based RSUs granted by Symantec. Does not include PRUs granted by Symantec; PRU stock released is included in a separate column above.

(2) This table only includes awards granted by Symantec and does not include awards assumed in acquisitions (e.g., Blue Coat or LifeLock).

(3) Includes PRUs and performance-contingent stock units ("PCSUs") released upon vesting. Our fiscal 2015 annual report on Form 10-K did not disclose the number of PRUs/PCSUs released but it was included in our fiscal 2016 and 2017 annual report on Form10-K.

(4) While we assumed stock options with acquisitions in fiscal 2017, no stock options or SARs were granted by Symantec in fiscal 2015, 2016 and 2017.

Our burn rates for fiscal 2015 through fiscal 2017 were higher than we initially estimated for reasons including the following:

- Our weighted average number of shares of common stock outstanding during each of those periods has decreased as we maintain ongoing share buyback plans to return capital to our stockholders;
- In preparation for the separation of the Veritas business unit, we hired executives for Veritas resulting in an increased utilization of the 2013 Plan's share reserve;
- Approximately 10% of our workforce received additional grants in fiscal 2015 to help mitigate the retention risks and provide stability through the sale of Veritas; and
- We also granted additional equity awards for retention purposes in fiscal 2017 as we integrated Blue Coat and Symantec into one organization while undertaking our business transformation initiatives.

The table below summarizes the number of PRUs granted at target under the 2013 Plan in each of the past three fiscal years but not included in our burn rate calculations. Our burn rate calculations consider Performance-based Restricted Stock released, rather than granted. PRUs released is a more accurate measure of the compensation expense and dilutive impact than awards granted, and that calculation is also more frequently used by third parties evaluating our equity compensation plans.

Grant Year	Performance-based Restricted Stock Granted (#)
Fiscal 2017	1,978,638
Fiscal 2016	917,460
Fiscal 2015	1,661,320

The following table presents a summary of the number of awards assumed in fiscal 2017 in connection with the Blue Coat and LifeLock acquisitions, and excluded from our fiscal 2017 burn rate calculations, as noted above.

	RSUs (#)	PRUs (#)	Options & SARs (#)
Fiscal 2017 awards assumed(1)	7,983,644	3,011,119	24,028,593

(1) These amounts include the total awards assumed at the closing of the Blue Coat and LifeLock transactions; the number of awards currently outstanding is less due to terminations, cancellations and exercises after the assumption.

Please see “Executive Compensation and Related Information — Compensation Discussion & Analysis (CD&A)” beginning on page 54 for more discussion of equity awards made to our senior executives

Summary of our 2013 Equity Incentive Plan, as Amended

The following is a summary of the principal provisions of the 2013 Plan, as proposed to be amended. This summary does not purport to be a complete description of all of the provisions of the 2013 Plan. It is qualified in its entirety by reference to the full text of the 2013 Plan. A copy of the 2013 Plan has been filed with the SEC with this proxy statement, and any stockholder who wishes to obtain a copy of the 2013 Plan may do so by written request to the Secretary at Symantec’s headquarters in Mountain View, California.

Eligibility. Employees (including officers), consultants, independent contractors, advisors and members of the Board (including non-employee directors) are eligible to participate in the 2013 Plan. As of July 19, 2017, there were approximately 12,625 employees and consultants, including eight executive officers, and ten non-employee directors that would have been eligible to receive awards under the 2013 Plan if the 2013 Plan, as proposed to be amended, had been effective as of that date. Since our executive officers and non-employee directors may participate in the 2013 Plan, each of our executive officers, non-employee directors and director nominees has an interest in Proposal No. 3.

Types of Awards. Awards that may be granted are stock options (both nonstatutory stock options and incentive stock options (which may only be granted to employees)), restricted stock awards, RSUs (including PRUs and performance-contingent stock units (“PCSUs”)) and stock appreciation rights (each individually, an “award”).

Shares Reserved for Issuance. If Proposal No. 3 is approved, the total number of shares reserved under the 2013 Plan will be 70,000,000 shares, with 26,291,290 available for future issuance (including the available reserve as of July 19, 2017).

Shares Returned to the Plan. Shares that are subject to issuance upon exercise of an option but cease to be subject to such option for any reason (other than exercise of such option), shares that are subject to an award that is granted but is subsequently forfeited or repurchased by Symantec at the original issue price and shares that are subject to an award that terminates without shares being issued will again be available for grant and issuance under the 2013 Plan.

Shares Not Returned to the Plan. Shares that are withheld to pay the exercise or purchase price of an award or to satisfy any tax withholding obligations in connection with an award, shares that are not issued or delivered as a result of the net settlement of an outstanding option or SAR and shares that are repurchased on the open market with the proceeds of an option exercise price will not be available again for grant and issuance under the 2013 Plan.

Reduction of Shares. For purposes of determining the number of shares available for grant under the 2013 Plan, any equity award (i.e., an option, SAR, award of restricted stock or RSUs) will reduce the number of shares available for issuance by one share.

Per-Share Exercise Price. The per-share exercise price of stock options and SARs granted under the 2013 Plan must equal at least the fair market value of a share of our common stock on the grant date of the option.

No Repricing. The exercise price of an option or SAR may not be reduced (repriced) without first obtaining stockholder approval (other than in connection with certain corporate transactions, including stock splits, stock dividends, mergers, spin-offs and certain other similar transactions).

Recoupment ("Clawback") Policy; Insider Trading Policy. Under the 2013 Plan as proposed to be amended, awards granted under the 2013 Plan are subject to a clawback policy adopted by the Board or required by law. In August 2017, our Board adopted a formal clawback policy for recoupment of performance based equity compensation, PRUs and other performance based compensation granted under the 2013 Plan from the Company's executive officers, including all Named Executive Officers. Pursuant to this policy, the Board of Directors may seek to recoup certain incentive compensation from executives in the event that the Company is required to restate its financial statements due to fraud or intentional misconduct for three fiscal years preceding the date on which the Company is required to prepare an accounting restatement. This policy operates in addition to any compensation recoupment provided for under the Company's Executive Annual Incentive Plans. Awards under the 2013 Plan are also subject to compliance with the Company's insider trading policy.

Number of Shares Per Calendar Year. No person will be eligible to receive more than 2,000,000 shares in any calendar year pursuant to the grant of awards under the 2013 Plan, except that new employees are eligible to receive up to a maximum of 3,000,000 shares in the calendar year in which they commence employment with us.

Vesting and Exercisability. Awards become vested and exercisable, as applicable, within such periods, or upon such events, as determined by the administrator and as set forth in the related award agreement. Vesting may be based on the passage of time in connection with services performed for us or upon achievement of performance goals or other criteria. The maximum term of each option and SAR is ten years from the date of grant. As a matter of practice, options have generally been subject to a four-year vesting period with a one-year period before any vesting occurs and are currently granted with a maximum term of seven years from the date of grant. Options cease vesting on the date of termination of service or the death or disability of the employee, and generally expire three months after the termination of the employee's service to Symantec or up to 12 months following the date of death or disability. However, if an employee is terminated for cause, the option expires upon termination. SARs become exercisable as they vest and are settled in cash or shares, as determined by the administrator, having a value at the time of exercise equal to (1) the number of shares deemed exercised, times (2) the amount by which Symantec's stock price on the date of exercise exceeds the exercise price of SARs. RSUs are settled in cash or shares, depending on the terms upon which they are granted, and only to the extent that they are vested. Shares subject to a restricted stock award that are unvested remain subject to our right of repurchase.

Minimum Vesting. No stock option or SAR award granted on or after November 1, 2016 will vest until at least 12 months following the date of grant of the award; *provided, however*, that up to 5% of the shares authorized for issuance under the 2013 Plan as of November 1, 2016 may be subject to stock options and SAR awards granted on or after November 1, 2016 which do not meet such vesting (and, if applicable, exercisability) requirements.

No Dividends Paid on Unvested Awards. Under the 2013 Plan as proposed to be amended, no dividend or dividend equivalent payments may be accrued by not paid on unvested equity awards. Any dividends or dividend equivalents on unvested awards are subject to the same vesting conditions as the awards on which they relate and may be paid at the time of vesting.

Method of Exercise. The exercise price of options and the purchase price, if any, of other stock awards may be paid by cash, check, broker assisted same-day sales or other methods permitted by the 2013 Plan, the administrator and applicable law.

Adjustment of Shares. In the event of a stock dividend, recapitalization, stock split, reverse stock split, subdivision, combination, reclassification or similar change in the capital structure of Symantec without consideration or if there is a change in the corporate structure of Symantec, then (a) the number of shares reserved for issuance and future grant under the 2013 Plan, (b) the limits on the number of shares that may be issued to participants in a calendar year, (c) the exercise price and number of shares subject to outstanding options and SARs (d) the maximum number of shares that may be issued as incentive stock options, (e) the maximum number of shares that may be issued to non-employee directors in a fiscal year and (f) the purchase price and number of shares subject to other outstanding awards, including restricted stock awards, will be proportionately adjusted, subject to any required action by the Board or our stockholders and subject to compliance with applicable securities laws. In the event of an extraordinary cash dividend, the Company may make certain adjustments in lieu of the above including cash payments.

Administration. The Compensation Committee administers the 2013 Plan (except when the Board decides to directly administer the 2013 Plan).

Section 162(m) Considerations. Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code") generally disallows a federal income tax deduction to public companies for compensation paid to the company's chief executive officer and three other most highly compensated officers (excluding our chief financial officer) ("covered employees") to the extent that any of them receive more than $1.0 million in compensation in any single year. However, if compensation qualifies as performance based compensation for Section 162(m) purposes, an employer may deduct the compensation for federal income tax purposes, even if the compensation exceeds $1.0 million in a single year. The 2013 Plan is intended to comply with the requirements of Section 162(m) of the Code such that performance-based awards in excess of $1.0 million payable to our covered employees may be deductible by us but the Compensation Committee has discretion to grant awards that do not comply with Section 162(m).

Non-Employee Director Equity Awards. Under the 2013 Plan, non-employee directors may be granted stock options and other equity awards either on a discretionary basis or pursuant to policy adopted by the Board, except that no non-employee director will be eligible to receive more than 2,000,000 shares in any one fiscal year. Pursuant to a policy adopted by the Board effective April 2, 2016, each non-employee member of the Board receives an annual award of fully-vested restricted stock units having a fair market value on the grant date equal to $275,000, with this value prorated for new non-employee directors from the date of such director's appointment to the Board to the end of the fiscal year.

Corporate Transaction. In the event of a change of control of Symantec (as set forth in the 2013 Plan), the buyer may either assume outstanding awards or substitute equivalent awards. If the buyer fails to assume or substitute awards issued under the 2013 Plan, all awards will expire upon the closing of the transaction, and the Board will determine whether the change of control will have any additional effect, including acceleration of the vesting of the awards. Unless otherwise determined by the Board, all unvested stock option and RSU awards made to non-employee directors under the 2013 Plan will accelerate and vest in full. A change of control of Symantec must also qualify as a change in control within the meaning of Section 409(A) of Code and the regulations thereunder.

Amendment or Termination of 2013 Plan. The Board may at any time amend or terminate the 2013 Plan in any respect; provided, that the Board may not, without the approval of the stockholders of Symantec, amend the 2013 Plan to increase the number of shares that may be issued under the 2013 Plan, change the designation of employees or class of employees eligible for participation in the 2013 Plan or materially modify a provision of the 2013 Plan if the modification requires stockholder approval under rules of the NASDAQ Stock Market.

Termination Date. The 2013 Plan will terminate on October 22, 2023 unless terminated earlier.

Summary of Federal Income Tax Consequences of Awards Granted under the 2013 Equity Incentive Plan, as Amended

The following is a general summary as of the date of this proxy statement of the U.S. federal income tax consequences to Symantec and participants in the 2013 Plan with respect to awards granted under the 2013 Plan. U.S. federal tax laws may change and U.S. federal, state and local tax consequences for any participant will depend upon his or her individual circumstances.

Tax Treatment of the Participant

Incentive Stock Options. An optionee will recognize no income upon the grant of an incentive stock option ("ISO") and will incur no tax upon exercise of an ISO unless for the year of exercise the optionee is subject to the alternative minimum tax ("AMT"). If the optionee holds the shares purchased upon exercise of the ISO (the "ISO Shares") for more than one year after the date the ISO was exercised and for more than two years after the ISO's grant date (the "required holding period"), then the optionee generally will realize long-term capital gain or loss (rather than ordinary income or loss) upon disposition of the ISO Shares. This gain or loss will equal the difference between the amount realized upon such disposition and the amount paid for the ISO Shares upon the exercise of the ISO.

If the optionee disposes of ISO Shares prior to the expiration of the required holding period (a "disqualifying disposition"), then gain realized upon such disposition, up to the difference between the option exercise price and the fair market value of the ISO Shares on the date of exercise (or, if less, the amount realized on a sale of such ISO Shares), will be treated as ordinary income. Any additional gain will be capital gain, and treated as long-term capital gain or short-term capital gain depending upon the amount of time the ISO Shares were held by the optionee.

Alternative Minimum Tax. The difference between the exercise price and fair market value of the ISO Shares on the date of exercise is an adjustment to income for purposes of the AMT. Alternative minimum taxable income is determined by adjusting regular taxable income for certain items, increasing that income by certain tax preference items and reducing this amount by the applicable exemption amount. If a disqualifying disposition of the ISO Shares occurs in the same calendar year as exercise of the ISO, there is no AMT adjustment with respect to those ISO Shares. Also, upon a sale of ISO Shares that is not a disqualifying disposition, alternative minimum taxable income is reduced in the year of sale by the excess of the fair market value of the ISO Shares at exercise over the amount paid for the ISO Shares.

Nonstatutory Stock Options. An optionee will not recognize any taxable income at the time a NSO is granted. However, upon exercise of a NSO, the optionee must include in income as compensation an amount equal to the difference between the fair market value of the shares on the date of exercise and the optionee's exercise price. The included amount must be treated as ordinary income by the optionee and will be subject to income tax withholding by Symantec if the optionee is an employee. Upon resale of the shares by the optionee, any subsequent appreciation or depreciation in the value of the shares will be treated as long-term or short-term capital gain or loss depending upon the amount of time the NSO shares were held by the optionee.

Restricted Stock Units. In general, no taxable income is realized upon the grant of a RSU award (including awards of PRUs and PCSUs). The participant will generally include in ordinary income, which will be subject to income tax withholding by Symantec if the participant is an employee, the fair market value of the shares of stock that are delivered to the participant upon settlement, which generally occurs at the time the RSUs vest. The 2013 Plan allows Symantec to withhold shares from the RSU award to satisfy the participant's withholding tax obligation, with Symantec retiring those shares from issuance and being required to tender cash from its general funds to the applicable tax authorities in an amount equal to the value of the shares withheld.

Restricted Stock. A participant receiving restricted shares for services recognizes taxable income when the shares become vested. Upon vesting, the participant will include in ordinary income an amount, which will be subject to income tax withholding by Symantec if the participant is an employee, equal to the difference between the fair market value of the shares at the time they become substantially vested and any amount paid for the shares. Upon resale of the shares by the participant, subsequent appreciation or depreciation in the value of the shares is treated as long-term or short-term capital gain or loss depending on the amount of time the shares were held by the participant.

If the participant makes an election under Section 83(b) of the Code ("83(b) Election"), the participant will include in income as ordinary income the fair market value of the shares of stock on the date of receipt of the award, less any purchase price paid for such shares. The income will be subject to withholding by Symantec (either by payment in cash or withholding out of the participant's award). If the award is subsequently forfeited, the participant will not receive any deduction for the amount treated as ordinary income.

Stock Appreciation Rights. A grant of a SAR has no federal income tax consequences at the time of grant. Upon the exercise of SARs, the value of the shares or other consideration received is generally taxable to the recipient as ordinary income, which will be subject to income tax withholding by Symantec if the recipient is an employee.

Tax Treatment of Symantec

Subject to any withholding requirement, the standard of reasonableness, and (if applicable) Section 162(m) of the Code, Symantec generally will be entitled to a deduction to the extent any participant recognizes ordinary income from an award granted under the 2013 Plan.

ERISA Information

The 2013 Plan is not subject to any of the provisions of the Employee Retirement Income Security Act of 1974, as amended.

Accounting Treatment

Symantec will recognize compensation expense in connection with awards granted under the 2013 Plan as required under applicable accounting standards. Symantec currently recognizes compensation expense associated with equity awards over an award's requisite service period and establishes fair value of equity awards in accordance with applicable accounting standards.

New Plan Benefits

Except as described in "— Summary of our 2013 Equity Incentive Plan, as Amended — Non-Employee Director Equity Awards" above, future awards to directors, executive officers, employees and other eligible participants under the 2013 Plan are discretionary and cannot be determined at this time. Further, since the number of shares subject to the RSUs to be granted to non-employee directors under the 2013 Plan depends on the fair market value of our common stock at future dates, it is not possible to determine the exact number of shares that will be subject to such future RSU awards. The following table sets forth the aggregate number of shares subject to RSU awards (including PRUs at 100% of target as disclosed in our fiscal 2017 annual report on Form 10-K) granted in fiscal 2017 under the 2013 Plan for the individuals identified. No stock options were granted under the 2013 Plan in fiscal 2017. Messrs. Clark, Fey and Noviello did not receive any 2013 Plan-based awards in fiscal 2017.

Name	Restricted Stock Units Granted
Named Executive Officers:	
Francis C. Rosch	295,919
Scott C. Taylor	236,736
Thomas J. Seifert	355,103
Michael Brown	—
All current executive officers as a group (7 persons)	788,550
All current non-employee directors as a group (10 persons)	154,572
All employees, excluding current executive officers	11,457,425

Equity Compensation Plan Information

The following table gives information about Symantec's common stock that may be issued upon the exercise of options, warrants and rights under all of Symantec's existing equity compensation plans as of March 31, 2017:

	Equity Compensation Plan Information		
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 (Excluding Securities Reflected in Column (a))**
	(a)	**(b)**	**(c)**
Equity compensation plans approved by security holders	140,426	$13.13	85,324,824(1)
Equity compensation plans not approved by security holders	—(2)	—	—
Total	140,426	$13.13	85,324,824

(1) Represents 53,931 shares remaining available for future issuance under Symantec's 2000 Director Equity Incentive Plan, 209,599 shares remaining available for future issuance under Symantec's 2002 Executive Officer's Stock Purchase Plan, 38,965,625 shares remaining available for future issuance under Symantec's 2008 Employee Stock Purchase Plan, 18,205,815 shares issuable upon settlement of RSUs and 27,889,854 shares issuable for future grant under our 2013 Plan as of March 31, 2017. Note, this does not include shares granted after March 31, 2017 and excludes the proposed increase of 8,000,000 shares under this Proposal 3.

(2) Excludes outstanding options to acquire 19,390,010 shares as of March 31, 2017 that were assumed as part of various acquisitions. The weighted average exercise price of these outstanding options was $8.91 as of March 31, 2017. In connection with these acquisitions, Symantec has only assumed outstanding options and rights, but not the plan themselves, and therefore, no further options may be granted under these acquired-company plans.

THE BOARD RECOMMENDS A VOTE "*FOR*" APPROVAL OF PROPOSAL NO. 3

PROPOSAL NO. 4

ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION

In accordance with Section 14A of the Exchange Act, stockholders are entitled to cast an advisory vote to approve the compensation of our named executive officers, as disclosed in this proxy statement. Accordingly, you are being asked to vote on the following resolution at the Annual Meeting:

"**Resolved**, that the compensation paid to Symantec Corporation's named executive officers, as disclosed in this proxy statement pursuant to the Securities and Exchange Commission's compensation disclosure rules, including the Compensation Discussion & Analysis, compensation tables and narrative discussion, is hereby approved."

As described more fully in the Compensation Discussion & Analysis section of this proxy statement, fiscal 2017 was a transformative year for Symantec, defined by a strategic refocus exclusively on cybersecurity, a major operational initiative to reduce costs and complexity, and a significant realignment of our executive leadership. Our executive compensation programs for fiscal 2017 reflect these significant changes to our management team and to our business while promoting our pay-for-performance philosophy and corporate governance best practices. A few highlights, which are discussed further in the Compensation Discussion & Analysis, are:

- We reward performance that meets our predetermined goals. Our compensation plans do not have guaranteed payout levels, and our named executive officers do not receive any payouts under performance-based cash or equity awards if the goals are not met. Our compensation plans are also capped to discourage excessive or inappropriate risk-taking by our executive officers.
- The majority of the annual, at-target equity compensation of our named executive officers is in the form of performance-based restricted stock units ("PRUs"), which do not have any value unless our company achieves targeted non-GAAP operating income for fiscal 2018. We do not award any stock options to our executives.
- Our various incentive plans use multiple, non-duplicative measures that correlate to stockholder value, such that no single metric is overly emphasized in determining payouts in a year.
- Our peer group consists primarily of businesses with a focus on software development, or software and engineering-driven companies that compete with us for talent. Our peer group companies are comparable to us in terms of complexity, global reach, revenue and market capitalization. We reevaluate our peer group on an annual basis and, when necessary, make adjustments.
- We have long-standing stock ownership guidelines for our named executive officers, requiring them to hold a significant minimum value in shares so that they have a material financial stake in our company, thereby further aligning the interests of our executive officers with those of our stockholders. We also prohibit the sale of any shares (except to meet tax withholding obligations) if doing so would cause them to fall below the required ownership levels.
- We do not provide for gross-ups of excise tax values under Section 4999 of the Internal Revenue Code.
- We limit any potential cash severance payments to not more than 1x our executive officers' total target cash compensation and 2x our CEO's total base salary.
- We have traditionally included clawback provisions in all of our executive compensation plans (providing for the return of any excess compensation received by an executive officer if our financial statements are the subject of a restatement due to error or misconduct). In August 2017, our Board went a step further and adopted a "clawback" policy, applicable to all performance based compensation granted to the company's officers (even after they leave Symantec).

This policy supplements the contractual “clawback” rights described above we have had in place for many years, noted herein. See Proposal 3 for more information on the “clawback policy.”

- Our executive officers are prohibited from short-selling Symantec stock or engaging in transactions involving Symantec-based derivative securities, and are also prohibited from pledging their Symantec stock.
- Our equity incentive plan prohibits the repricing or exchange of equity awards without stockholder approval.
- We seek stockholder feedback on our executive compensation through an annual advisory vote and ongoing stockholder engagement.

We believe that our compensation program balances the interests of all of our constituencies — our stockholders, our executive officers, the remainder of our employee base, our business partners and our community — by, among other things, focusing on achievement of corporate objectives, attracting and retaining highly-qualified executive management and maximizing long-term stockholder value. We encourage you to read the Compensation Discussion & Analysis, compensation tables and narrative discussion in this proxy statement.

The vote to approve the compensation of our named executive officers is advisory, and therefore not binding. Although the vote is non-binding, the Compensation Committee and the Board value your opinion and will consider the outcome of the vote in establishing compensation philosophy and making future compensation decisions.

THE BOARD RECOMMENDS A VOTE *“FOR”* APPROVAL OF PROPOSAL NO. 4

PROPOSAL NO. 5

ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION

Section 14A of the Exchange Act also provides stockholders the opportunity to indicate how frequently the Company should hold future advisory votes on the compensation of our named executive officers. Stockholders may indicate whether they would prefer to have future advisory votes on executive compensation every year, every two years, every three years or abstain from voting on this proposal.

Our prior say-on-frequency vote occurred in 2011. At the 2011 Annual Meeting, our stockholders agreed with the Board's recommendation that advisory votes on executive compensation should occur every year. After careful consideration, the Board recommends to continue holding future advisory votes on compensation of our named executive officers annually. Our Board believes that holding a vote every year is the most appropriate option because (i) it would enable our stockholders to provide us with input regarding the compensation of our named executive officers on a timely basis; and (ii) it is consistent with our practice of engaging with our stockholders, and obtaining their input, on our corporate governance matters and our executive compensation philosophy, policies and practices.

Stockholders are not voting to approve or disapprove the Board's recommendation. Instead, stockholders may indicate their preference regarding the frequency of future advisory votes on the compensation of our named executive officers by selecting one year, two years or three years. Stockholders that do not have a preference regarding the frequency of future advisory votes should abstain from voting on the proposal. For the reasons discussed above, we are asking our stockholders to vote for an advisory vote on the compensation for our named executive officers every one year.

The frequency with which future advisory votes on compensation of our named executive officers are held is advisory, and therefore not binding. Although the vote is non-binding, the Compensation Committee and the Board value your opinion and will consider the outcome of the vote in establishing the frequency with which the advisory vote on compensation of our named executive officers will be held in the future.

THE BOARD RECOMMENDS A VOTE TO HOLD FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION EVERY "ONE YEAR" UNDER PROPOSAL NO. 5

PROPOSAL NO. 6

STOCKHOLDER PROPOSAL REGARDING EXECUTIVE PAY CONFIDENTIAL VOTING

Proposal 6 is a stockholder proposal. If the stockholder proponent, or representative who is qualified under state law, is present at the Annual Meeting and submits the proposal for a vote, then the proposal will be voted upon. The stockholder proposal is included in this proxy statement exactly as submitted by the stockholder proponent. The Board's recommendation on the proposal is presented immediately following the proposal. We will promptly provide you with the name, address and, to Symantec's knowledge, the number of voting securities held by the proponent of the stockholder proposal, upon receiving a written or oral request directed to: Symantec Corporation, Attn: Scott C. Taylor, Corporate Secretary, 350 Ellis Street, Mountain View, California 94043, telephone: (650) 527-8000.

Proposal 6 — Executive Pay Confidential Voting

Shareholders request our Board of Directors to take the steps necessary to adopt a bylaw that prior to the Annual Meeting, the outcome of votes cast by proxy on certain executive pay matters, including a running tally of votes for and against, shall not be available to management or the Board and shall not be used to solicit votes. Certain matters include the topics of say on executive pay and management-sponsored or board-sponsored resolutions seeking approval of executive pay plans.

This proposal would not prohibit management access to shareholder comments submitted along with shareholder meeting ballots. This proposal is limited to executive pay items. Shareholders could still waive the confidentiality of their ballots on executive pay items — for instance by checking a box on the ballot to, for instance, request dialog with the company on its executive pay. If management needed to ensure a quorum it could obtain enough information from Broadridge or another similar service and still maintain confidentiality on executive pay voting.

Our management can now monitor incoming votes and then use shareholder money to blast shareholders with costly solicitations on matters where they have a direct self-interest such as such as the ratification of lucrative stock options and to obtain artificially high votes for their lucrative executive pay.

Our management can now do an end run on the effectiveness of say on pay votes. Instead of improving executive pay practices in response to disapproving shareholder votes, our management can efficiently manipulate the say on pay vote to a higher percentage. Without executive pay confidential voting our management can simply blast shareholders by using multiple professional proxy solicitor firms at shareholder expense (no timely disclosure of the cost) with one-way communication by mail and electronic mail (right up to the deadline) to artificially boost the vote for their self-interested executive pay ballot items.

It is important for shareholders that the company get executive pay right in order to give management the best-focused incentive for long-term shareholder value. Executive pay is not ordinary business.

Please vote to enhance shareholder value.

Executive Pay Confidential Voting- Proposal 6

Our Board of Directors' Statement in Opposition to Proposal 6

The Board believes that our current voting procedures are in the best interests of our stockholders and that the proponent's proposal is unnecessary and, as such, should not be adopted.

The proponent's proposal would limit communication between the Company and stockholders rather than fostering it. We regularly communicate with our stockholders and monitor the voting tally prior to our annual meetings in an effort to better understand our stockholders' needs on an ongoing and current basis. By seeking to withhold from the Company a running tally of votes for and against executive compensation matters, this proposal could deprive both the Company and its stockholders of a meaningful opportunity for communication and for gaining a better understanding of the needs of our stockholders. For example, if a number of stockholders have voted against a Board proposal relating to executive compensation, communication with those stockholders prior to the final vote tally could assist the Board in deciding how best to respond to their concerns. The range of potential Board responses is wide and could include modifying or even withdrawing entirely the proposal. Without Company access to a running vote tally, stockholder engagement on important governance matters, including compensation plans that affect employees generally, may be hampered, if not rendered impossible. We believe communications such as these are fundamental to effective stockholder engagement and should not be restricted. See "Corporate Governance — Stockholder Engagement" above for more information about our stockholder engagement.

Many of our stockholders already vote confidentially. In addition, we believe the proposal is unnecessary because a significant majority of our stockholders already vote confidentially or have the means to do so. These shares are typically held in street name through a broker, bank or other nominee and, as such, these stockholders already have the means to vote confidentially. For shares registered with our transfer agent, a stockholder may attain confidential voting by re-registering their shares in street name.

For the foregoing reasons, the Board unanimously believes that this proposal is not in the best interests of Symantec or our stockholders, and recommends that you vote "AGAINST" Proposal 6.

THE BOARD RECOMMENDS A VOTE "AGAINST" PROPOSAL NO. 6. PROXIES RECEIVED BY THE COMPANY WILL BE VOTED "AGAINST" THIS PROPOSAL UNLESS OTHERWISE INSTRUCTED.

PROPOSAL NO. 7

STOCKHOLDER PROPOSAL REGARDING EXECUTIVES TO RETAIN SIGNIFICANT STOCK

Proposal 7 is a stockholder proposal. If the stockholder proponent, or representative who is qualified under state law, is present at the Annual Meeting and submits the proposal for a vote, then the proposal will be voted upon. The stockholder proposal is included in this proxy statement exactly as submitted by the stockholder proponent. The Board's recommendation on the proposal is presented immediately following the proposal. We will promptly provide you with the name, address and, to Symantec's knowledge, the number of voting securities held by the proponent of the stockholder proposal, upon receiving a written or oral request directed to: Symantec Corporation, Attn: Scott C. Taylor, Corporate Secretary, 350 Ellis Street, Mountain View, California 94043, telephone: (650) 527-8000.

Proposal 7 — Executives To Retain Significant Stock

Resolved: Shareholders urge that our executive pay committee adopt a policy requiring senior executives to retain a significant percentage of stock acquired through equity pay programs until reaching normal retirement age and to report to shareholders regarding the policy in our Company's next annual meeting proxy. For the purpose of this policy, normal retirement age would be an age of at least 60 and be determined by our executive pay committee. Shareholders recommend a share retention percentage requirement of 75% of net after-tax shares.

This single unified policy shall prohibit hedging transactions for shares subject to this policy which are not sales but reduce the risk of loss to the executive. Otherwise our directors might be able to avoid the impact of this proposal. This policy shall supplement any other share ownership requirements that have been established for senior executives, and should be implemented without violating current company contractual obligations or the terms of any current pay or benefit plan.

Requiring senior executives to hold a significant portion of stock obtained through executive pay plans would focus our executives on our company's long-term success. A Conference Board Task Force report stated that hold-to-retirement requirements give executives "an ever-growing incentive to focus on long-term stock price performance."

Please vote to protect shareholder value.

Executives To Retain Significant Stock — Proposal 7

Our Board of Directors' Statement in Opposition to Proposal 7

We believe that it is important that our compensation policies and practices firmly align the interests of our executive officers with those of our stockholders and encourage a focus on the Company's long-term success and performance. We further believe that our existing compensation policies and practices, which include (i) stock ownership requirements, (ii) anti-hedging and stock recoupment (clawback) policies, and (iii) an appropriate mix of long-term equity incentive compensation, strike the appropriate balance; therefore, this proposal is unnecessary and not in the best interests of our stockholders.

Our executive officers are subject to robust stock ownership requirements that appropriately align their interests with the long-term interests of our stockholders. We believe that in order to better align the interests of our executive officers with those of our stockholders, our executive officers should have a financial stake in our company. Since October 2005, we have implemented stock ownership requirements for our executive officers. We review the requirements on an annual basis and update them from time to time. In fiscal 2017, our chief executive officer was required to hold five times (5x) his base salary in Symantec shares. Effective August 1, 2017, this requirement was increased to six times (6x) his base salary, to further align our interests with our stockholders. In addition, each of our chief financial officer and chief operating officer is required to hold three times (3x) his base salary in Symantec shares and the rest of the executive officers are required to hold two times

(2x) their base salaries in Symantec shares. Stock options and unvested restricted stock awards or performance-based restricted stock units do not count towards satisfying our stock ownership guidelines. In addition, an executive officer who has not satisfied the applicable stock ownership level must retain at least 50% of all net (after-tax) equity grants until the required stock ownership level has been met. We have found that our revised stock ownership and retention requirements are consistent with our peers' requirements.

Our existing anti-hedging and claw-back policies further align the interests of our executives with the long-term interests of stockholders. The Company maintains other significant governance policies related to the Company's stock held by our executives. Our Insider Trading Policy prohibits our employees, including our executive officers, from short-selling our stock, engaging in transactions involving Symantec-based derivative securities, or otherwise hedging the economic risk of their Symantec shares. This policy ensures that executives bear the full economic risk and reward of share ownership with respect to their holdings. Moreover, our compensation plans contain recoupment (or "claw-back") provisions in which the executive may be required to pay back profit realized in the event of certain restatements of our financial statements. Further, our Board recently adopted a claw-back policy applicable to our executives' cash and equity-based incentive compensation in the event such executive's fraud or intentional misconduct materially contributes to certain restatements of our financial statements. In addition, we require all executive officers to pre-clear any transactions involving Symantec shares with our Compliance Officer prior to entering into the transaction.

Our executive compensation program encourages a focus on long-term performance. A significant percentage (over 50%) of our executive officers' compensation consists of long-term equity incentive awards, which consists entirely of performance-based restricted stock units (PRUs) and restricted stock units (RSUs). PRUs are contingent upon the Company achieving certain performance metrics over a three-year period, and are only awarded if the performance metrics are met. RSUs vest over four years. We believe our long-term performance compensation enhances the alignment to long-term financial performance of the Company.

A requirement for our executive officers to retain our stock until at least reaching normal retirement age could diminish our ability to attract and retain executive talent that is critical to our long-term success. In order to attract and retain executives in a competitive market, we must have a competitive compensation program, including our stock retention program. We have reviewed various data sources on the stock ownership requirements utilized by our peers, and, similar to our current program, under the executive compensation programs currently offered by our peers, executive officers are able to realize value from their equity awards during the course of their employment after they have reached their company's holding requirement threshold. If we imposed a post-employment holding requirement, it could diminish our ability to attract and retain executives or require us to compensate executives in other less effective ways to remain competitive. We believe it is in the best interests of our stockholders that we retain the flexibility to establish executive compensation programs that are competitive in attracting and retaining executives who can best drive long-term stockholder value.

Symantec has a strong and effective corporate structure practice. Symantec is committed to strong corporate governance practices, and this is reflected by its strong corporate governance ratings.

For these reasons, the Board believes that our existing stock ownership requirements and other compensation programs and policies effectively facilitate significant stock ownership by our executive officers and that establishing a holding requirement until reaching normal retirement age would not be in the best interests of our stockholders.

For the foregoing reasons, the Board unanimously believes that this proposal is not in the best interests of Symantec or our stockholders, and recommends that you vote "AGAINST" Proposal 7.

**THE BOARD RECOMMENDS A VOTE "AGAINST" PROPOSAL NO. 7.
PROXIES RECEIVED BY THE COMPANY WILL BE VOTED "AGAINST"
THIS PROPOSAL UNLESS OTHERWISE INSTRUCTED.**

OUR EXECUTIVE OFFICERS

The names of our current executive officers, their ages as of August 1, 2017, and their positions are shown below.

Name	Age	Position
Gregory S. Clark	52	Chief Executive Officer
Amy L. Cappellanti-Wolf	52	Senior Vice President and Chief Human Resources Officer
Roxane Divol	44	Executive Vice President and General Manager, Website Security
Michael D. Fey	42	President and Chief Operating Officer
Nicholas R. Noviello	48	Executive Vice President and Chief Financial Officer
Francis C. Rosch	53	Executive Vice President, Consumer Digital Safety
Scott C. Taylor	53	Executive Vice President, General Counsel and Secretary

The Board chooses executive officers, who then serve at the Board's discretion. There is no family relationship between any of the directors or executive officers and any other director or executive officer of Symantec.

For information regarding Mr. Clark, please refer to Proposal No. 1, *"Election of Directors"* above.

Ms. Cappellanti-Wolf has served as our Senior Vice President and Chief Human Resources Officer since July 2014. Prior to joining us, she was Chief Human Resources Officer at Silver Spring Networks, Inc., a smart grid products provider, from June 2009 to July 2014. From September 2001 to June 2009, Ms. Cappellanti-Wolf served as Vice President, Human Resources of Cisco Systems, Inc., a networking company. From 2000 to 2001, she served as a Human Resources Director at Sun Microsystems, Inc. Ms. Cappellanti-Wolf served as Human Resources Director for The Walt Disney Company from 1995 to 2000 and held various roles in human resources with Frito-Lay, Inc., a division of PepsiCo, Inc., from 1988 to 1995. She has a Bachelor's degree in journalism from West Virginia University and a Master's degree in industrial and labor relations from West Virginia University.

Ms. Divol has served as our Executive Vice President and General Manager, Website Security since February 2017. Previously, she served as our SVP and General Manager, Website Security from January 2016 to February 2017; as our SVP and General Manager, Trust Services from 2014 to January 2016; and as our SVP of Alliances from 2013 to 2014. Prior to joining Symantec, Ms. Divol served in a variety of capacities at McKinsey & Company, a global management consulting firm, from 1996 to 2013, including as partner from 2008 to 2013. She is a director at Wolverine Worldwide and sits on the board of the Global Fund for Women. Ms. Divol holds a Master of Business Administration degree from Insead and a Master's degree from École Polytechnique in Paris.

Mr. Fey has served as our President and Chief Operating Officer since August 2016. Prior to joining Symantec, he served as the President and Chief Operating Officer of Blue Coat from December 2014 to August 2016, when we acquired that company. Prior to joining Blue Coat, Mr. Fey served in a variety of capacities at the Intel Security Group from 2012 until 2014, including as Executive Vice President, Chief Technology Officer and as General Manager of Corporate Products. Previously, he served as Senior Vice President, Advanced Technologies and Field Engineering with McAfee, a software security company, from 2007 until 2012. Mr. Fey holds a Bachelor's degree from Embry-Riddle Aeronautical University.

Mr. Noviello has served as our Executive Vice President and Chief Financial Officer since December 2016. Prior to that, he served as our Executive Vice President and Chief Integration Officer from August 2016 to November 2016. Prior to joining Symantec, Mr. Noviello served as Blue Coat's

Chief Financial Officer from January 2016 to August 2016, when we acquired that company. Prior to joining Blue Coat, he served as Executive Vice President, Finance and Operations, and Chief Financial Officer for NetApp, a publically traded global data management and storage company, from January 2012 through January 2016. From January 2008 until January 2012, Mr. Noviello held a variety of positions of increasing seniority within the finance organization at NetApp, including Controller and Global Controller. Prior to joining NetApp, he spent eight years at Honeywell International, where he was Chief Financial Officer of two global business units, ran investor relations, and was a leader on the corporate mergers and acquisitions team. Mr. Noviello started his career at PricewaterhouseCoopers. He is a Certified Public Accountant and holds a Bachelor's degree in business administration from Boston University and a Master's degree in taxation from Fairleigh Dickinson University.

Mr. Rosch has served as our Executive Vice President, Consumer Digital Safety since February 2017. Prior to that, he served as our Executive Vice President, Norton Business Unit from June 2014 to February 2017, as our Senior Vice President, Mobility from February 2013 to June 2014, and as Vice President, Trust Services and SSL from August 2010 to January 2013. Prior to joining Symantec, Mr. Rosch held various leadership positions at Verisign, Inc., an Internet infrastructure services company, from August 1998 to August 2010, including most recently as Senior Vice President, Authentication Services. Prior to joining for Verisign in 1998, Mr. Rosch worked as an IT and security consultant for various consulting organizations. He has a Bachelor's degree in industrial engineering from Lehigh University.

Mr. Taylor has served as our Executive Vice President, General Counsel and Secretary since August 2008. From February 2007 to August 2008, he served as our Vice President, Legal. Prior to joining Symantec, Mr. Taylor held various legal and administrative positions at Phoenix Technologies Ltd., a provider of core systems software, from January 2002 to February 2007, including most recently as Chief Administrative Officer, Senior Vice President and General Counsel. From May 2000 to September 2001, he was Vice President and General Counsel at Narus, Inc., a venture-backed private company that designs IP network management software. Mr. Taylor is a director of Piper Jaffray Companies, a national advisory board member of the Stanford University Center for Comparative Studies on Race and Ethnicity and serves on the board of trustees of Menlo School. He holds a Juris Doctorate from George Washington University and a Bachelor's degree from Stanford University.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information, as of June 30, 2017, with respect to the beneficial ownership of Symantec common stock by (i) each stockholder known by Symantec to be the beneficial owner of more than 5% of Symantec common stock, (ii) each member of the Board and nominee, (iii) the named executive officers of Symantec included in the Summary Compensation Table appearing on page 81 of this proxy statement and (iv) all current executive officers and directors of Symantec as a group.

Beneficial ownership is determined under the rules of the SEC and generally includes voting or investment power with respect to securities. Unless otherwise indicated below, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable. Percentage ownership is based on 610,990,648 shares of Symantec common stock outstanding as of June 30, 2017 (excluding shares held in treasury). Shares of common stock subject to stock options and restricted stock units vesting on or before August 29, 2017 (within 60 days of June 30, 2017) are deemed to be outstanding and beneficially owned for purposes of computing the percentage ownership of such person but are not treated as outstanding for purposes of computing the percentage ownership of others.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
5% Beneficial Owner		
Capital World Investors(1)	66,441,047	10.9%
Vanguard Group Inc.(2)	61,583,993	10.1%
Franklin Mutual Advisors, LLC(3)	41,305,074	6.8%
BlackRock, Inc.(4)	39,562,423	6.5%
Directors and Executive Officers		
Gregory S. Clark(5)	4,593,111	*
Michael D. Fey(6)	1,385,581	*
Nicholas R. Noviello(7)	968,062	*
Michael Brown**(8)	431,606	*
David L. Mahoney	174,979	*
Francis C. Rosch(9)	155,956	*
Scott C. Taylor	154,910	*
Daniel H. Schulman	144,545	*
Robert S. Miller	135,513	*
Geraldine B. Laybourne	120,727	*
Frank E. Dangeard	95,426	*
V. Paul Unruh	75,267	*
Anita M. Sands	45,386	*
Roxane Divol	42,194	*
Thomas J. Seifert**(8)	41,374	*
Suzanne M. Vautrinot	32,825	*
Kenneth Y. Hao	29,418	*
Amy Cappellanti-Wolf	22,097	*
David W. Humphrey	18,630	*
All current Symantec executive officers and directors as a group (17 persons)(10)	8,194,627	1.3%

* Less than 1%.

** Former officer.

(1) Based solely on a Schedule 13G filing made by Capital World Investors on February 10, 2017, reporting sole voting and dispositive power over the shares. This stockholder's address is 333 South Hope Street, Los Angeles, CA 90071.

(2) Based solely on a Schedule 13G/A filing made by the Vanguard Group on June 10, 2017, reporting sole voting and dispositive power over the shares. This stockholder's address is 100 Vanguard Blvd., Malvern, PA 19355.

(3) Based solely on a Schedule 13G/A filing made by the Franklin Mutual Advisers, LLC on February 7, 2017, reporting sole voting and dispositive power over the shares. This stockholder's address is 101 John F. Kennedy Parkway, Short Hills, NJ 07078.

(4) Based solely on a Schedule 13G/A filing made by the BlackRock, Inc. on January 27, 2017, reporting sole voting and dispositive power over the shares. This stockholder's address is 55 East 52nd Street, New York, NY 10055.

(5) Includes 207,907 shares held by the T.R. 01/29/2016 Gregory S. Clark Living Trust for which Mr. Clark exercises voting and dispositive power, 2,121,613 shares held by GSC-OZ Investment LLC for which Mr. Clark exercises voting and dispositive power, 1,932,635 shares subject to options that will be exercisable as of August 29, 2017 and 123,644 shares issuable upon the settlement of RSUs as of August 29, 2017.

(6) Includes 1,300,812 shares subject to options that will be exercisable as of August 29, 2017 and 82,722 shares issuable upon the settlement of RSUs as of August 29, 2017.

(7) Includes 926,314 shares subject to options that will be exercisable as of August 29, 2017 and 31,214 shares issuable upon the settlement of RSUs as of August 29, 2017.

(8) Beneficial ownership data is current through the date of such former officer's departure.

(9) Includes 40,000 shares subject to options that will be exercisable as of August 29, 2017.

(10) Includes 4,199,761 shares subject to options that will be exercisable as of August 29, 2017.

Symantec has adopted a policy that executive officers and members of the Board hold an equity stake in the Company. The policy requires each executive officer to hold a minimum number of shares of Symantec common stock. Newly appointed executive officers are not required to immediately establish their position, but are expected to make regular progress to achieve it. The Nominating and Governance Committee reviews the minimum number of shares held by the executive officers and directors from time to time. The purpose of the policy is to more directly align the interests of our executive officers and directors with our stockholders. See "Stock Ownership Requirements" under the Compensation Discussion & Analysis section for a description of the stock ownership requirements applicable to our executive officers.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16 of the Exchange Act requires Symantec's directors, executive officers and any persons who own more than 10% of Symantec's common stock, to file initial reports of ownership and reports of changes in ownership with the SEC. Such persons are required by SEC regulation to furnish Symantec with copies of all Section 16(a) forms that they file.

Based solely on its review of the copies of such forms furnished to Symantec and written representations from the directors and executive officers, Symantec believes that all Section 16(a) filing requirements were met in fiscal 2017.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

COMPENSATION DISCUSSION & ANALYSIS (CD&A)

This compensation discussion and analysis ("CD&A") describes the material elements of Symantec's executive compensation program for fiscal 2017. For fiscal 2017, our named executive officers, or NEOs, include the following current officers:

- **Gregory S. Clark**, Chief Executive Officer ("CEO")
- **Michael D. Fey**, President and Chief Operating Officer ("COO")
- **Nicholas R. Noviello**, Executive Vice President and Chief Financial Officer ("CFO")
- **Francis C. Rosch**, Executive Vice President, Consumer Digital Safety
- **Scott C. Taylor**, Executive Vice President, General Counsel and Secretary

Our NEOs also include, pursuant to applicable SEC rules, the following former executive officers:

- **Michael A. Brown**, former President and CEO
- **Thomas J. Seifert**, former Executive Vice President and CFO

Introduction

Fiscal 2017 was a transformative year for Symantec, defined by a strategic refocus exclusively on cybersecurity, a major operational initiative to reduce costs and complexity, and a significant realignment of our executive leadership. In January 2016 we completed the sale of our Veritas information management business ("Veritas") to The Carlyle Group (the "Veritas Sale"). In April 2016 we initiated a CEO transition process which, in June 2016, resulted in our announced intent to acquire Blue Coat, Inc. ("Blue Coat") and to appoint Gregory Clark (Blue Coat's then-CEO) as our CEO, effective upon the completion of the Blue Coat acquisition. In July 2016 we announced our intent to appoint Michael Fey (Blue Coat's then-president and COO) as our President and COO (effective upon the completion of the Blue Coat acquisition). In August 2016 we completed the Blue Coat acquisition, and Mr. Clark became our new CEO and Mr. Fey became our new President and COO. In November 2016 we announced our intent to acquire LifeLock, Inc., and we completed the acquisition in February 2017. Finally, in December 2016, Nicholas Noviello (former CFO of Blue Coat) succeeded Thomas Seifert as our Executive Vice President and CFO.

This CD&A and our executive compensation programs for fiscal 2017 reflect the significant changes to our management team and to our business described above. We made revisions to elements of executive compensation to ensure that the appropriate incentives were in place to drive strong performance through a period of significant change within our company. Specifically, we adjusted the non-GAAP (as defined below) revenue and operating income targets and payout curves under our fiscal 2017 cash incentive plans in December 2016 to reflect both the impact of the acquisition of Blue Coat on our financial plan and to account for the transformational impact on our business of our cost and complexity reduction initiative. Similarly, the performance metrics under our fiscal 2017 PRU grants (as defined below) were also revised in March 2017 for the same reasons and to also reflect the impact of the LifeLock acquisition. In both cases, the targets were adjusted upward, for both the non-GAAP operating income and non-GAAP revenue targets in the annual plan and the non-GAAP operating income target in the long-term plan, as discussed more fully beginning on page 60. Throughout this CD&A, unless otherwise indicated, the discussion of our fiscal 2017 cash incentive plan and PRUs addresses these revised metrics or payout curves, not the previously established metrics or curves, and is adjusted to exclude the related equity accounting modification charges for fiscal 2017.

Our Compensation Philosophy and Practices

The overriding principle driving our compensation programs continues to be our belief that our employees, customers, partners and stockholders all benefit when management's compensation is tied to our current and long-term performance. The following factors demonstrate our continued commitment to pay-for-performance and to corporate governance best practices:

- ***Payouts based on Performance.*** We reward performance that meets our predetermined goals. Our compensation plans do not have guaranteed payout levels, and our named executive officers do not receive any payouts under performance-based cash or equity awards if the goals are not met. Our compensation plans are also capped to discourage excessive or inappropriate risk-taking by our executive officers.

- ***Performance-based Restricted Stock Units ("PRUs"); no Options.*** The majority of the annual, at-target equity compensation of our named executive officers is in the form of PRUs, which do not have any value unless our company achieves targeted non-GAAP operating income for fiscal 2018. We do not award any stock options to our executives.

- ***Metrics correspond to Stockholder Value.*** Our various incentive plans use multiple, non-duplicative measures that correlate to stockholder value, such that no single metric is overly emphasized in determining payouts in a year.

- ***Relevant Peer Groups.*** Our peer group consists primarily of businesses with a focus on software development, or software and engineering-driven companies that compete with us for talent. Our peer group companies are comparable to us in terms of complexity, global reach, revenue and market capitalization. We reevaluate our peer group on an annual basis and, when necessary, make adjustments.

- ***Meaningful Stock Ownership Guidelines for Executives.*** We have long-standing stock ownership guidelines for our named executive officers, requiring them to hold a significant minimum value in shares such that they have a material financial stake in our company, thereby further aligning the interests of our executive officers with those of our stockholders. We also prohibit the sale of any shares (except to meet tax withholding obligations) if doing so would cause them to fall below the required ownership levels.

- ***Annual Say-on-Pay Vote and Stockholder Engagement.*** We seek stockholder feedback on our executive compensation through an annual advisory vote and ongoing stockholder engagement.

- ***No Gross-ups Permitted.*** We do not provide for gross-ups of excise tax values under Section 4999 of the Code.

- ***Limited Cash Severance.*** We limit any potential cash severance payments to not more than 1x our executive officers' total target cash compensation and 2x our Chief Executive Officer's total base salary.

- ***Clawback Provisions.*** We have traditionally included clawback provisions in all of our executive compensation plans (providing for the return of any excess compensation received by an executive officer if our financial statements are the subject of a restatement due to error or misconduct). In August 2017, our Board went a step further and adopted a "clawback" policy, applicable to all performance based compensation granted to the company's officers (even after they leave Symantec). This policy supplements the contractual "clawback" rights described above we have had in place for many years, noted herein.

- ***Short-selling and Pledging Prohibited.*** Our executive officers are prohibited from short-selling Symantec stock or engaging in transactions involving Symantec-based derivative securities and are also prohibited from pledging their Symantec stock.

- ***Stockholder approval required for Repricing or Exchanges.*** Our equity incentive plan prohibits the repricing or exchange of equity awards without stockholder approval.

Summary of Compensation Matters During Fiscal 2017

Financial and Compensation Metrics, Performance Achievement and Incentive Plan Earnings

Fiscal 2017 was a year of major change and was marked with substantial operating improvement across the entire company. The Company's financial results for fiscal 2017 demonstrate strong execution:

- The Company's Generally Accepted Accounting Principles ("GAAP") revenue in fiscal 2017 was $4.019 billion, an increase of 12% over fiscal 2016, with fiscal 2017 Enterprise Security segment GAAP revenue up 22%, and fiscal Consumer Digital Safety segment GAAP revenue flat over fiscal 2016.
- The Company realized over $300 million of run rate cost efficiencies and integration synergies exiting fiscal 2017, ahead of plan.

During fiscal 2017, we used two core financial operating metrics to assess company performance in our Fiscal 2017 Executive Annual Incentive Plan (the "FY17 Executive Annual Incentive Plan") to determine incentive compensation amounts earned by our executive officers: non-GAAP operating income and non-GAAP revenue. Our Compensation Committee selected these metrics because they are closely correlated with enterprise value for companies in our industry and encourage the appropriate focus for our leadership team while driving company performance. For a definition of these metrics, see page 61. Finally, individual performance was a factor in the potential annual incentive awards of our named executive officers under our FY17 Executive Annual Incentive Plan.

In June 2016 our Compensation Committee approved the FY17 Executive Annual Incentive Plan which is measured based on the achievement of the two core financial operating metrics noted above. The FY17 Executive Annual Incentive Plans provided our named executive officers, including Messrs. Clark, Fey and Noviello, an opportunity to receive compensation at the end of fiscal 2017 based on the Company's achievement of the non-GAAP operating income and revenue metrics, as well as each officer's individual performance, except for Mr. Clark whose FY17 Executive Annual Incentive Plan payout is based on Company performance only.

The performance relative to the core financial operating metrics and resulting earning levels under the FY17 Executive Annual Incentive Plan are as follows:

Fiscal 2017 Performance	Incentive Award Outcome
Our non-GAAP operating income was 105% of the targeted performance level, and our non-GAAP revenue was 100% of the targeted performance level.*	Our non-GAAP operating income metric funded at 125.8% of target and non-GAAP revenue funded at 100% of target. The approved funding level was 111.5% of target, slightly below the formulaic payout.*

* See "Compensation Components—II. Executive Annual Incentive Plan" below for a description of non-GAAP operating income and non-GAAP revenue. See also "Compensation Components—III. Equity Incentive Awards" below for a description of fiscal 2017 PRU grants, which are eligible to be earned only if we achieve a threshold of non-GAAP operating income at the end of fiscal 2018.

Finally, we revised the payout curves for both the FY17 Executive Annual Incentive Plans and the Performance-based Restricted Stock Units (PRUs) awarded for fiscal 2017. We reduced the maximum payout under the annual plan from 200% to 150%, and increased the maximum payout for the PRUs from 200% to 300% of target. These revisions were made only for the fiscal 2017 awards, and the Board plans to revert back to the original payout curves beginning in fiscal 2018. The Board made these decisions in light of the significant transformative transactions that took place in 2017. The increase in maximum payout under the long-term plan puts a greater emphasis on our long term performance, and provides an additional incentive for our executives to achieve the rigorous operating income goals we have set for 2018.

Named Executive Officer Compensation

General

Our named executive officers were compensated in a manner consistent with our core pay-for-performance compensation philosophy, taking into account the factors described under "—Transitioning Blue Coat Executives" below. The following are some important elements of our named executive officers' compensation for fiscal 2017:

- **Majority of pay at risk.** For fiscal 2017, based on full target award value, approximately 96% of our current CEO's target total direct compensation was at risk and on average approximately 93% of the target total direct compensation for our other named executive officers was at risk. Our former CEO's compensation package did not reflect similar weighting due to the CEO transition process announced in April 2016.

- **Short-term incentive compensation linked directly to Symantec financial results.** Our executive annual incentive compensation is structured to emphasize performance. Under the FY17 Executive Annual Incentive Plan, the named executive officers were eligible to receive performance-based incentive cash awards based on our company's achievement of targeted non-GAAP operating income and non-GAAP revenue during fiscal 2017.

- **100% Equity-Based long-term incentive compensation, the majority of which is performance-based.** For fiscal 2017, the long-term compensation component of our named executive officers' compensation packages consisted entirely of long-term equity incentive awards. 70% of the value of the target equity incentive awards granted to our executive officers, excluding the Blue Coat Retention Grant (as defined below) to our CEO, are made in PRUs (with the remaining 30% in RSUs). Under the PRUs, the named executive officers were eligible to earn shares based on our company's achievement of targeted non-GAAP operating income for fiscal 2018, which the Compensation Committee believed would appropriately focus the executive team on achieving our revenue growth objectives while reducing operating expenses under our commitment to realize cost savings of $580 million by the end of fiscal 2018, including cost synergies from the Blue Coat and LifeLock acquisitions.

- **The fiscal 2017 performance measures** were selected because they **reinforce Symantec's business transformation**, which includes substantial shifts in the operating model with the objective to **significantly reduce costs and create long-term stockholder value**, as well as because management's actions can directly impact outcomes for these operating metrics.

Transitioning Blue Coat Executives

In connection with the Blue Coat acquisition, the Compensation Committee negotiated and we entered into "at will" employment agreements or offer letters with our CEO, CFO, and President and COO, confirming and documenting the terms and conditions of their employment (collectively, the "Blue Coat Executive Compensation Arrangements"). Bringing on these executive officers to lead the combined organization following the Blue Coat acquisition was a critical factor in our Board of Directors' decision to complete the Blue Coat acquisition. As such, we believe that the terms and conditions of these employment agreements or offer letters were necessary to realize the full value we sought to obtain from the Blue Coat acquisition and to induce these individuals to forego other opportunities. In filling these executive positions, our Board of Directors and the Compensation Committee were aware that it would be necessary to recruit and retain candidates with the requisite experience and skills to manage the transition in our business in a dynamic and ever-changing industry while successfully completing the integration of the two companies and delivering the expected synergies and cost-savings therefrom. Accordingly, it recognized that it would need to develop competitive compensation packages to induce them to accept their offers of employment and be incentivized to drive the large-scale changes needed at our company. At the same time, the Compensation Committee was sensitive to the need to integrate new executive officers into the executive compensation structure that it was seeking to develop, balancing both competitive and internal equity considerations. For more information regarding the compensation packages provided to Messrs. Clark, Fey and Noviello, see "Blue Coat Executive Compensation Arrangements" below.

"Say on Pay" Advisory Vote on Executive Compensation and Stockholder Engagement

We hold an advisory vote on executive compensation, commonly known as "Say-on-Pay," on an annual basis. While these votes are not binding, we believe that it is important for our stockholders to have an opportunity to express their views regarding our executive compensation programs and philosophy as disclosed in our proxy statement on an annual basis. The Compensation Committee values our stockholders' opinions and the Board and the Compensation Committee consider the outcome of each vote when making future compensation decisions for our named executive officers. We have received approximately 96% and 97% of the votes cast on the advisory vote in favor of our executive compensation in fiscal 2015 and fiscal 2016 respectively.

In addition to the annual advisory vote on executive compensation, we are committed to ongoing engagement with our stockholders on executive compensation matters generally. These engagement efforts take place through telephone calls, in-person meetings and correspondence with our stockholders. For example, during fiscal 2017 we engaged in discussions with approximately 30 of our stockholders representing approximately 80% of our then actively managed stockholder base (45% of our then outstanding shares).

COMPENSATION COMPONENTS

The major components of compensation for our named executive officers during fiscal 2017 were: (i) base salary, (ii) short-term cash incentive awards and (iii) long-term equity incentive awards.

I. Base Salary

The Compensation Committee reviews the named executive officers' salaries annually as part of its overall competitive market assessment and may make adjustments based on talent, experience, performance, contribution levels, individual role, positioning relative to market and our overall salary budget. Except as described under "Named Executive Officer Compensation" above, the independent members of the Board review the CEO's salary in executive session (*i.e.*, without any executives present), and changes are considered in light of market pay assessments and the Board's annual CEO performance evaluation, in each case without the participation of our CEO. In setting the base salaries for the other named executive officers, the Compensation Committee also generally considers the recommendations of the CEO based upon his annual review of their performance. For fiscal 2017, because we had instituted a CEO transition process, the Compensation Committee alone assessed Messrs. Rosch, Taylor and Seifert. Additionally, the Compensation Committee took into account the factors described under "Named Executive Officer Compensation—Transitioning Blue Coat Executives" above in recommending the base salaries for Messrs. Clark, Fey and Noviello. Although the Compensation Committee takes into account the factors and information described above during its review and determination of the base salary for each executive officer, it does not assign a specific weight to any element in the evaluation of an executive officer's base salary. Instead, these reviews and determinations are based on the Compensation Committee's subjective judgment taking into account all available information, including the competitive market assessment. See "Factors We Consider in Determining Our Compensation Programs" for a discussion of how the Compensation Committee performs its competitive market assessment.

The following table presents each named executive officer's base salary for fiscal 2017 as compared to fiscal 2016. In general, the Compensation Committee deems each salary level as competitive and appropriate for the applicable position, taking into account the factors described under "Named Executive Officer Compensation—Transitioning Blue Coat Executives" above in the case of Messrs. Clark, Fey and Noviello.

Name of NEO	Fiscal 2016 Annual Salary ($)	Change in Salary	Fiscal 2017 Annual Salary($)	Description
Gregory C. Clark	n/a	n/a	1,000,000	Mr. Clark was hired as Chief Executive Officer in August 2016 upon the closing of the Blue Coat acquisition.
Michael D. Fey(1)	n/a	n/a	865,000	Mr. Fey was hired as President and COO in August 2016 upon the closing of the Blue Coat acquisition.
Nicholas R. Noviello	n/a	n/a	650,000	Mr. Noviello was hired as Executive Vice President and Chief Integration Officer in August 2016 upon the closing of the Blue Coat acquisition. In December 2016, Mr. Noviello was named Executive Vice President and Chief Financial Officer with the departure of Mr. Seifert.
Francis C. Rosch	525,000	33%	700,000	The Compensation Committee increased the base salary of Mr. Rosch effective October 1, 2016 to compensate him for his expanded role and responsibilities following the LifeLock acquisition.
Scott C. Taylor	600,000	0%	600,000	Mr. Taylor did not receive a base salary increase in fiscal 2017, as his annual base salary was deemed effective in continuing to achieve the Compensation Committee's goals for this component of his executive compensation.
Michael A. Brown(2)	1,000,000	0%	1,000,000	Mr. Brown did not receive a base salary increase in fiscal 2017, and the Compensation Committee did not consider making an increase in light of the CEO transition process announced in April 2016.
Thomas J. Seifert	720,000	0%	720,000	Mr. Seifert did not receive a base salary increase in fiscal 2017, as his annual base salary was deemed effective in continuing to achieve the Compensation Committee's goals for this component of his executive compensation.

(1) Mr. Fey's annual base salary, initially set at $800,000 in August 2016, was increased to $865,000 effective February 1, 2017 in part to compensate Mr. Fey for certain benefits Mr. Fey received at Blue Coat which did not continue after the Blue Coat acquisition.

(2) Mr. Brown earned his base salary through the closing of the Blue Coat acquisition, at which point he ceased to serve as our CEO. For more information regarding Mr. Brown's fiscal 2017 compensation, see "Potential Payments Upon Termination or Change-in-Control", below.

II. Executive Annual Incentive Plan

The Executive Annual Incentive Plans for our executive officers were adopted pursuant to the Senior Executive Incentive Plan ("SEIP") most recently approved by our stockholders in 2013. The Executive Annual Incentive Plans adopted under the SEIP are annual cash incentives designed to reward named executive officers (and other participants) for generating strong financial results for our Company in the short term. To align our senior executives' incentive awards with key drivers of the Company's financial performance, all named executive officers earn incentive compensation based on performance against pre-determined corporate goals described below. The Compensation Committee typically measures the achievement of named executive officers against individual performance targets as well.

Executive Annual Incentive Plan Target Opportunities: Under the Executive Annual Incentive Plans for a given fiscal year, each named executive officer has a target award opportunity, expressed as a percentage of base salary, with the ability to earn above or below that target based on actual performance. Target award opportunities for our Executive Annual Incentive Plans are established by the Compensation Committee using the various inputs described below. The following table presents each named executive officer's target bonus opportunity (on an actual and percentage of base salary basis) for fiscal 2017 under the FY17 Executive Annual Incentive Plan:

Name of NEO	Fiscal 2017 Target Percent of Base (%)	Fiscal 2017 Target ($)
Gregory C. Clark	100	666,667(1)
Michael D. Fey	150	815,579(1)
Nicholas R. Noviello	100	430,200(1)
Francis C. Rosch	100	559,614(3)
Scott C. Taylor	100	509,752(3)
Michael A. Brown	150	(2)
Thomas J. Seifert	100	720,000

(1) The fiscal 2017 target for the executive officers who joined us in connection with the closing of the Blue Coat acquisition had a pro-rated opportunity based on months of service during fiscal 2017.

(2) For more information regarding Mr. Brown's fiscal 2017 compensation, see "Potential Payments Upon Termination or Change-in-Control", below.

(3) The Compensation Committee increased the fiscal 2017 target percentage of base effective October 1, 2016 for Messrs. Rosch and Taylor from 80% and 70% to 100% and 100%, respectively to compensate for additional responsibilities following the LifeLock acquisition.

In general, the executive award opportunities for fiscal 2017 were determined based on relevant market data, desired market positions, the desired mix between cash and equity-based incentive pay, internal pay equity goals, and the role of the named executive officer. For the named executive officers who joined us in connection with the Blue Coat acquisition, their award opportunities were negotiated and determined based on relevant market data, desired market positions, the desired mix between cash and equity-based incentive pay, internal pay equity goals, and the role of the named executive officer, as well as the potential impact and contribution each Blue Coat executive would make to Symantec during this important time of transition as well as the other factors described under "Named Executive Officer Compensation—Transitioning Blue Coat Executives" above.

At the time award opportunities are established for continuing executive officers, there is no assurance that the performance objectives to earn the target awards will be realized. As explained below, each named executive officer must achieve at least threshold performance for each metric established in the named executive officer's executive annual incentive plan to receive any payment for such metric. The payout under the Executive Annual Incentive Plans is also capped at different levels based on the relevant performance metric.

Executive Annual Incentive Plan Performance Measures and Target Setting: Executive Annual Incentive Plan performance targets are typically established within the first 90 days of each plan year. Our management develops goals to propose to the Compensation Committee after taking into account a variety of factors, including our historical performance, internal budgets, market and peer performance and external expectations for our performance. The Compensation Committee reviews, adjusts as necessary and approves the goals, the range of performance to be rewarded and the weighting of the goals. Following the end of each fiscal year, the Compensation Committee reviews our actual performance against the performance measures established in the fiscal year's Executive Annual Incentive Plans (after making any appropriate adjustments to such measures for the effects of corporate events that were not anticipated in establishing the performance measures), determines the extent of achievement and approves the payment of annual cash incentives, if warranted.

The FY17 Executive Annual Incentive Plans were funded by two primary measures: non-GAAP operating income and non-GAAP revenue. We used the above performance metrics because:

- over time, we believe that non-GAAP operating income and non-GAAP revenue measures have strongly correlated with stockholder value creation for Symantec;
- the non-GAAP operating income and non-GAAP revenue measures are transparent to investors and are included in our quarterly earnings releases and supplemental materials;
- the non-GAAP operating income and non-GAAP revenue measures are designed to balance growth and profitability;
- the performance goals used for the individual performance component align with our operational and strategic objectives;
- the executive team can have a direct impact on these metrics through skillful management and oversight; and
- non-GAAP operating income and non-GAAP revenue can be measured at various sub-business unit levels within our company.

Consistent with the presentation in our quarterly earnings releases and supplemental materials, under our executive compensation programs, we define (i) non-GAAP operating income as GAAP gross profit less operating expenses, adjusted to exclude stock-based compensation expense, charges related to the amortization of intangible assets, restructuring, separation, transition and other related expenses, acquisition and integration expenses, the impact from inventory fair value adjustments as part of business combination accounting entries and certain other income and expense items that management considers unrelated to Symantec's core operations including non-GAAP revenue adjustments; and (ii) non-GAAP revenue as GAAP revenue adjusted to exclude certain litigation contingencies and settlements, and the impact from deferred revenue fair value adjustments as part of business combination accounting entries. For purposes of calculating achievement of both metrics, foreign exchange movements were held constant at plan rates, pursuant to the terms of the plans. In prior fiscal years, we have also used non-GAAP earnings per share ("EPS") as a performance metric.

The determination of achievement of the non-GAAP operating income and non-GAAP revenue metrics is formulaic, while the individual performance metric is determined based on a qualitative evaluation of the individual's performance against pre-established objectives with input from our CEO. In rating the individual's performance, the Compensation Committee gives weight to the input of our CEO, but final decisions about the compensation of our named executive officers are made solely by the Compensation Committee. Although the Compensation Committee has discretion to adjust individual awards as appropriate, it did not exercise such discretion for fiscal 2017.

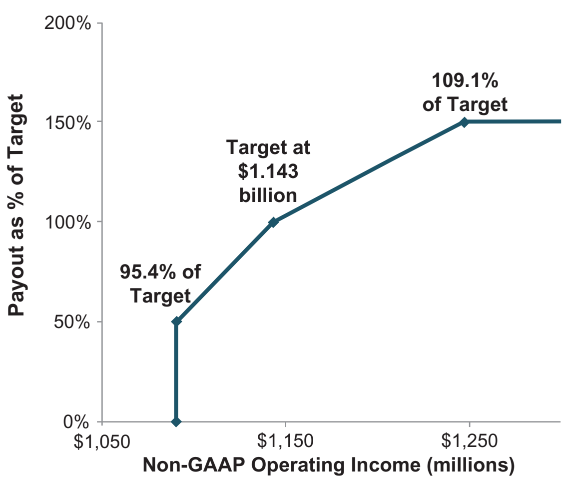
Base Salary $ × Annual Incentive Target % × Weighted Average of Revenue and Operating Income Funding % × Individual Performance Factor % = Individual Payout Amount $

In fiscal 2017, Symantec deviated somewhat from its typical goal-setting practices as a result of the Blue Coat acquisition. As part of the acquisition, Symantec refocused its strategy and established more aggressive fiscal year 2017 and long-term performance goals. As such, the Compensation Committee approved revised goals in December 2016 that reflected the integrated business objectives, while also reducing the potential upside in the plan relative to prior years (to 150% of target from 200%) given the relatively short period of time for performance to be delivered.

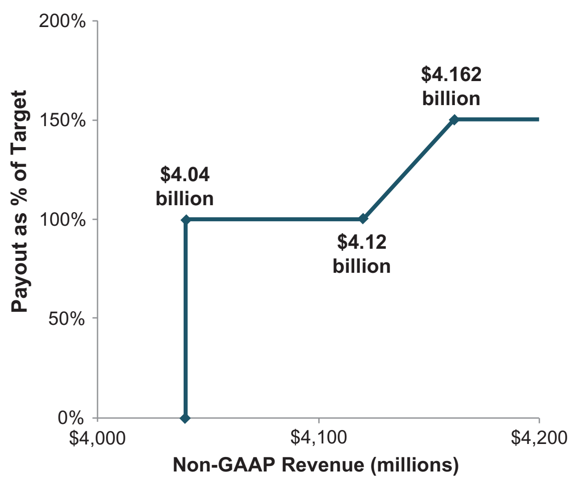
For the fiscal 2017 non-GAAP operating income metric, (a) at the threshold achievement level of 95.4% of target, the funding level is 50%; (b) above the threshold achievement level, the funding level increases incrementally, up to a funding level of 100% at a target achievement level of 100%; (c) above the target achievement level, funding increases incrementally, up to a cap of a 150% funding based on a maximum achievement level of at least 109.1% of target; and (d) there is zero funding below the threshold achievement level of 95.4%.

For the non-GAAP revenue metric: (a) we established a target achievement range of $4.04 billion to $4.12 billion, where the funding level is 100% for the achievement of the levels between this range; (b) below the threshold achievement level of $4.04 billion, the funding level is 0%; and (c) above the $4.12 billion achievement level, funding increases incrementally, up to a cap of a 150% funding based on a maximum achievement level of at $4.162 billion. The targets for and achievement of non-GAAP operating income and revenue were normalized to exclude the financial impact of the LifeLock acquisition as it was not completed until near the end of our fiscal year (February 2017).

Fiscal 2017 Non-GAAP Operating Income Performance and Payout Ranges



Fiscal 2017 Non-GAAP Revenue Performance and Payout Ranges



The non-GAAP operating income and non-GAAP revenue metrics are tested and funded independently of each other and are weighted equally. With the exception of our CEO, the actual individual payouts are further modified based on the individual performance factor generally in the range of 0% to 140% based on the performance achievement against pre-established goals for the fiscal year.

	Non-GAAP Operating Income (%)	Non-GAAP Revenue (%)	Individual Performance Modifier (%)	Total Payout as a Percentage of Target (%)
Threshold	50	100	35	26.25
Target	100	100	100	100
Maximum	150	150	140	210

Non-GAAP operating income and non-GAAP revenue performance targets were established based on a range of inputs at first without giving effect to the then-proposed acquisition of Blue Coat, including external market economic conditions, growth outlooks for our product portfolio, the competitive environment, our internal budgets and market expectations. The non-GAAP revenue and operating income targets and payout curves for the FY17 Executive Annual Incentive Plans were revised in December 2016 to reflect the impact of the Blue Coat acquisition on our financial plan. As presented in the tables below, for fiscal 2017, our non-GAAP operating income target was $1,143 million and our non-GAAP revenue target was $4,040 million. The non-GAAP operating income and non-GAAP revenue targets prior to the revision were $985 million and $3,550 million, respectively.

The individual award is determined based on an assessment of individual performance results and impact against both quantitative and qualitative expectations for the executive's role. The individual performance modifier does not apply to the CEO's payout opportunity.

An executive's individual performance is evaluated based on both quantitative and qualitative results in the following key areas:

- financial and operational goals for their area of responsibility and the entire company;
- leadership qualities as well as functional competencies and knowledge for their area of responsibility; and
- development and management of their team of employees.

Leadership skills are a common component to each of these objectives and are a significant factor in the assessment of individual performance. The executive's willingness to contribute to cross-functional initiatives outside his or her primary area of responsibility, and the executive's contribution to our company's performance-based culture, are also extremely important aspects of the individual performance assessment.

The CEO evaluates the level of each named executive officer's individual performance against the pre-determined goals following the end of fiscal year and then makes a recommendation to the Compensation Committee. The Compensation Committee then reviews the CEO's compensation recommendations for the other named executive officers, makes any appropriate adjustments, and approves their compensation, if warranted.

Achievement of Fiscal 2017 Performance Metrics:

The Compensation Committee determined that we achieved 104.7% of the non-GAAP operating income metric, resulting in 125.8% funding for that portion of the plan based on the incentive plan target amount, and 100% for the non-GAAP revenue metric, resulting in 100% funding for that portion of the plan based on the incentive plan target amount. With each metric equally weighted, the formulaic result would have been 112.9%. Management recommended and the Committee approved a slightly lower payout of 111.5% for fiscal 2017.

Fiscal 2017

	Target ($)(millions)	Actual ($)(millions)	Achievement (%)	Funding (%)
Operating Income	1,143	1,197	104.7	125.8
Revenue	4,040 - 4,120	4,086	100	100.0
Fiscal 2017 Funding				111.5

For fiscal 2017, the individual performance payout level for our named executive officers reflected performance assessment as measured by the objectives for the key areas described above. In particular, the decision to apply the individual performance modifier at 100% was a function of all current participants having made significant individual contributions resulting in a collectively strong performance overall. Our named executive officers' fiscal 2017 annual incentive payout level by performance metric, total payout as percentage of target opportunity and total payout amounts are provided in the table below:

Name	Non-GAAP Operating Income Funding & Non-GAAP Revenue Funding (%)	Individual Performance Modifier Funding (%)	Total Payout as % of Target Opportunity (%)	Payout Amount ($)
Gregory C. Clark[1]	111.5	n/a	111.5	743,333
Michael D. Fey[1]	111.5	100	111.5	909,370
Nicholas R. Noviello[1]	111.5	100	111.5	479,673
Francis C. Rosch	111.5	100	111.5	623,970
Scott C. Taylor	111.5	100	111.5	568,374
Michael A. Brown	[2]	[2]	[2]	[2]
Thomas J. Seifert[3]	n/a	n/a	75	540,000

(1) The fiscal 2017 target for the executive officers who joined us in connection with the closing of the Blue Coat acquisition had a pro-rated opportunity based on months of service during fiscal 2017.

(2) In connection with the CEO transition process announced in April 2016, we amended Mr. Brown's employment agreement pursuant to which he was entitled to receive an amount equal to 100% of his FY17 Executive Annual Incentive Plan target prorated to the October 28, 2017 transition date. For more information regarding Mr. Brown's fiscal 2017 compensation, see "Potential Payments Upon Termination or Change-in-Control", below.

(3) Mr. Seifert received his FY17 Executive Annual Incentive Plan payment at 75% of target pursuant to the terms of the Symantec Executive Severance Plan. For more information regarding Mr. Seifert's fiscal 2017 compensation, see "Potential Payments Upon Termination or Change-in-Control", below.

III. Equity Incentive Awards

The primary purpose of our equity incentive awards is to align the interests of our named executive officers with those of our stockholders by rewarding the named executive officers for creating stockholder value over the long term. By compensating our executives with equity incentive awards, our executives hold a stake in Symantec's financial future. The gains realized in the long term depend on our executives' ability to drive the financial performance of Symantec as reflected in the share price. Equity incentive awards are also a useful vehicle for attracting and retaining executive talent in the highly competitive market for talent in which we compete.

Our 2013 Equity Incentive Plan, as amended (the "2013 Plan"), provides for the award of stock options, stock appreciation rights, restricted stock, and restricted stock units (including PRUs). In connection with the Blue Coat acquisition, pursuant to the Blue Coat Executive Compensation Arrangements, the named executive officers who joined Symantec from Blue Coat were granted equity awards by Blue Coat under a Blue Coat equity plan. These equity awards and the underlying equity plan were designed to provide for, upon our assumption of those awards in the Blue Coat acquisition, the same terms as provided for in the equity awards granted to our other named executive officers prior to the Blue Coat acquisition. For purposes of this discussion, reference to the equity plans include both our 2013 Plan and the relevant Blue Coat plan. For fiscal 2017, the equity incentive component of our executive compensation program consisted of PRUs and RSUs for all of our named executive officers. We also offer all employees the opportunity to participate in the 2008 Employee Stock Purchase Plan, which allows for the purchase of our stock at a discount to the fair market value through payroll deductions. This plan is designed to comply with Section 423 of the Code. During fiscal 2017, five of the named executive officers participated in the 2008 Employee Stock Purchase Plan.

We seek to provide equity incentive awards that are competitive with companies in our peer group and the other information technology companies that the Compensation Committee includes in its competitive market assessment. As such, we establish target equity incentive award grant guideline levels for the named executive officers based on competitive market assessments. When making annual equity awards to named executive officers, we consider our company performance during the past year, the role, responsibility and performance of the individual named executive officer, the competitive market assessment described above, prior equity awards, and the level of vested and unvested equity awards then held by each named executive officer. In making equity awards, we also generally take into consideration gains recognizable by the executive from equity awards made in prior years. Additionally, the Compensation Committee took into account the factors described under "Named Executive Officer Compensation—Transitioning Blue Coat Executives" above in determining the equity awards for Messrs. Clark, Fey and Noviello. Mercer, an outside consulting firm, provides the Compensation Committee with market data on these matters, as well as providing to the Compensation Committee summaries of the prior grants made to the individual named executive officers.

As discussed below, the Compensation Committee believes that for fiscal 2017, a mix of PRUs and time-vested RSUs is the appropriate long-term equity incentive for named executive officers. For fiscal 2017, our current CEO received approximately 70% of the value of his target annual equity incentive award, excluding the Blue Coat Retention Grant (as defined below), in the form of PRUs and 30% in the form of RSUs. This is consistent with our philosophy to allocate a significant portion of the value of the CEO's target total long-term equity incentive award in the form of PRUs rather than time-vested RSUs. For the fiscal 2017 awards, in order to provide a strong incentive to deliver on our longer- term performance objectives, we applied the same philosophy to grant a majority of the value of the target total long-term equity incentive award in the form of PRUs with our other named executive officers as well. 70% of the other named executive officers' equity incentive award target value was granted in the form of PRUs and approximately 30% in the form of RSUs. Our former CEO, Mr. Brown, did not receive an equity grant in fiscal 2017 in light of the CEO transition process announced in April 2016.

Restricted Stock Units (RSUs): RSUs represent the right to receive one share of Symantec common stock for each RSU vested upon the settlement date, which is the date on which certain conditions, such as continued employment with us for a pre-determined length of time, are satisfied. The Compensation Committee believes that RSUs align the interests of the named executive officers with the interests of our stockholders because the value of these awards appreciates if the trading price of our common stock appreciates, and these awards also have retention value even during periods in which our trading price does not appreciate, which supports continuity in the senior management team.

Shares of our common stock are issued to RSU holders as the awards vest. The vesting schedule for RSUs granted to our named executive officers in fiscal 2017 as part of the annual review process provide that each award vests in three installments: 30% in June 2017, 30% in June 2018 and 40% in June 2019. As part of the Blue Coat Executive Compensation Arrangements, in connection with the closing of the Blue Coat acquisition, Mr. Clark was granted by Blue Coat an additional 867,052 RSUs to induce him to forego other opportunities in favor of the acquisition, and to further align him with stockholders while incentivizing him to achieve our rigorous transformation related goals, which we refer to herein as the "Blue Coat Retention Grant", 50% of which vested in November 2016 and 50% will vest in November 2017.

In addition to the grants described above, in order to compensate Messrs. Clark, Fey and Noviello for the increase in Symantec's common stock price between the announcement of the transaction in June 2016 and the closing of the Blue Coat acquisition in August 2016, each of these Blue Coat executives received an additional equity award by Blue Coat prior to the closing of the acquisition. Messrs. Clark and Fey's grants were comprised of 70% PRUs and 30% RSUs, while Mr. Noviello's grant was 100% RSUs (such RSUs collectively referred to as the "Price Adjustment RSUs"). Mr. Noviello's Price Adjustment RSUs vest quarterly over two years through August 2019, while Messrs. Clark's and Fey's Price Adjustment RSUs vest over three years, with 30% vesting in August 2017, 30% vesting in August 2018 and 40% vesting in August 2019. See the table "Equity Grant Summary" below for more information regarding the Price Adjustment RSUs.

(Details of RSUs granted to our named executive officers in fiscal 2017 are disclosed in the Grants of Plan-Based Awards table on page 86 and summarized in the last table within the next subsection below. The Price Adjustment RSUs and the Blue Coat Retention Grant are not included in the Grants of Plan Based Awards table, as these were granted by Blue Coat prior to its acquisition.)

Performance-based Restricted Stock Units (PRUs): The Compensation Committee grants PRUs in furtherance of our pay for performance philosophy. Our Compensation Committee established this program to enhance our pay for performance culture with components directly linked to company performance against established metrics over two- and three-year periods. Unlike our RSU awards, the shares underlying the PRUs awarded for fiscal 2017 are eligible to be earned only if we achieve a threshold of non-GAAP operating income at the end of fiscal 2018, as described below. The fiscal 2017 PRU awards reflect a one-time design that reinforces the multi-year business transformation and aligns to stockholder value generation.

As a key component of our fiscal 2017 long-term equity incentive compensation program, in June 2016, our Compensation Committee granted PRUs to our then-current executive team, including Messrs. Rosch, Taylor and Seifert, under our 2013 Plan. Similarly, in anticipation of their joining our executive team, pursuant to the Blue Coat Compensation Arrangements, Blue Coat granted Messrs. Clark, Fey and Noviello PRUs under an identical Blue Coat equity plan prior to the Blue Coat acquisition closing, which together with the PRUs granted under our 2013 Plan, we collectively refer to as the "fiscal 2017 PRU grants." The performance metric under our fiscal 2017 PRU grants was revised in March 2017 to more closely align our executive officers' rewards with Symantec's transformative goals following two significant acquisitions. The Compensation Committee determined to use a financial operating metric that reflected our business transformation goal but also required the executive team to more generally produce profitable growth. Accordingly, vesting and settlement of the fiscal 2017 PRU grants is based on Symantec's fiscal 2018 non-GAAP operating income results.

The Compensation Committee originally established a target for non-GAAP operating income margin in fiscal 2017 under the fiscal 2017 PRU grants. In evaluating the financial impact of the Blue Coat acquisition, the LifeLock acquisition, as well as the new financial plans for the combined company for fiscal 2018, our Compensation Committee changed the metric under the fiscal 2017 PRU grants from non-GAAP operating income margin to non-GAAP operating income, and established a non-GAAP operating income target for the subsequent fiscal year measurement period, fiscal 2018. For purposes of calculating performance under the PRUs, we define non-GAAP operating income as our fiscal 2018 non-GAAP operating income reported as part of our earnings release, as adjusted for any positive or negative foreign exchange impacts (subject to cap on negative impacts to revenue of up to $91 million), plus the aggregate pre-tax dollar value of the benefit to non-GAAP EPS in the period from any capital structure changes, such as cash interest expense savings due to prepayment of indebtedness. We have not disclosed the specific target for non-GAAP operating income for fiscal 2018 as that internal target is highly confidential and not reported publicly. Disclosing the specific non-GAAP operating income target would provide competitors and third parties with insights into the Company's internal planning processes which might allow our competitors to predict certain business strategies and cause us competitive harm.

The Committee believed that using the fiscal 2018 operating income target that is aligned with our fiscal 2018 financial plan would appropriately incentivize our executive officers to achieve Symantec's transformative goals following two significant acquisitions. Depending on our achievement of this metric, 0% to 300% of the target shares will be eligible to be earned at the end of fiscal 2018, subject to additional vesting conditions in certain cases as discussed below, based on and subject to the achievement of this metric. Subject to certain exceptions (including acceleration of vesting upon a change in control of our company under the terms of the Symantec Executive Retention Plan, as amended), the award shall be considered earned, if at all, only at the end of fiscal 2018, and the named executive officer must be employed by us at the end of such period in order to earn in the award. To further encourage continued service to our company and our stockholders, for any achievement above 250% of target to be earned, the participant must generally be employed by our company through the end of fiscal 2019 when the additional payout in excess of 250% will be made. In addition to the grants described above, in order to compensate Messrs. Clark and Fey for the increase in the price per share of Symantec's common stock between the grant date of the initial award and the closing of the Blue Coat acquisition, both Mr. Clark and Mr. Fey received an additional award of PRUs by Blue Coat prior to the closing of the Blue Coat acquisition (the "Price Adjustment PRUs"). The terms of the Price Adjustment PRUs are identical to the fiscal 2017 PRUs. See the table "Equity Grant Summary" below for more information regarding the Price Adjustment PRUs.

(Details of PRUs granted to our named executive officers in fiscal 2017 are disclosed in the Grants of Plan-Based Awards table on page 86 and summarized in the last table within the next subsection below. The Price Adjustment PRUs are not included in the Grants of Plan Based Awards table, as these were granted by Blue Coat prior to its acquisition.)

Prior Year PRUs: The PRUs granted to our named executive officers in fiscal 2015 and fiscal 2016 were eligible to be earned only if we achieved a threshold of non-GAAP EPS for fiscal 2015 and fiscal 2016, respectively. For purposes of calculating achievement for fiscal 2015 and fiscal 2016, we define non-GAAP EPS as diluted net income per share as adjusted to exclude the items described above, as well as non-cash interest expense and the related tax impact of these adjustments. For purposes of calculating achievement of this metric, foreign exchange movements were held constant at plan rates. Our fiscal 2015 and fiscal 2016 awards were granted and specifically designed by our Compensation Committee to enhance our pay for performance culture with a component directly linked to our total stockholder return over two- and three-year periods. Depending on our achievement of this metric, 0% to 133% of the target shares would be eligible to be earned at the end of the second and third fiscal year after the fiscal year of grant, based on, and subject to further adjustment as a result of, the achievement of the TSR ranking for our company as compared to the S&P 500. If any target shares became eligible (the "eligible shares") to be earned in the second and third fiscal year after the fiscal year of grant as a result of achievement of the non-GAAP EPS metric for the fiscal year of grant, then 50% to 150% of one-half of the eligible shares would be earned based on the achievement of the TSR goal for the two years ended at the end of the second fiscal year after the fiscal year of grant and 50% to 150% of one-half of the eligible shares (plus any eligible shares not earned at the end of the second fiscal year after the fiscal year of grant if less than 100% of the TSR goal is achieved for the two-year period then ended) would be earned based on the achievement of the TSR goal for the three years ended at the end of the third fiscal year after the fiscal year of grant. For the PRUs granted in fiscal 2016, we measure the performance period of the TSR to 1 year (fiscal 2017) and 2 years (fiscal 2017-2018 period) to exclude in each case the impact of the Veritas separation which took place during fiscal 2016. Subject to certain exceptions (including acceleration of vesting upon a change in control of our company under the terms of the Symantec Executive Retention Plan, as amended), the award shall vest, if at all, only at the end of the third year of the performance period (i.e., fiscal 2017 for the PRUs granted in fiscal 2015 and fiscal 2018 for the PRUs granted in fiscal 2016), and the named executive officer must be employed by us at the end of such period in order to vest in the award.

Below is the summary of our PRU performance metrics achievements since fiscal 2015. The PRU awards granted in fiscal 2015 finished the 3-year performance period at the end of fiscal 2017 resulting in an overall payout of 125.82% of the target award level. This result reflects fiscal 2015 non-GAAP

EPS performance that approximated target and a 3-year TSR result that put Symantec at the 87th percentile of companies in the S&P 500. As described above, our fiscal 2017 PRU awards are based on the achievement of fiscal 2018 non-GAAP operating income and are not included below:

	Non-GAAP EPS		2-Year TSR (1-Year TSR for Fiscal 2016 Award)		3-Year TSR (2-Year TSR for Fiscal 2016 Award)		
Grant Year	Performance as % of Target	Eligible Shares as % of Target Shares	S&P 500 Percentile Ranking	Payout as % of Target	S&P 500 Percentile Ranking	Payout as % of Target	Overall Payout
Fiscal 2015 Award	99.8%	98.3%	53rd	106%	87th	150%	125.82%
Fiscal 2016 Award	88.7%	81.2%	94th	150%		n/a	

Equity Grant Summary: The following table summarizes the number of shares granted in fiscal 2017 by Symantec or Blue Coat to our named executive officers, the value of each award and the total value of the equity awards (prior to any applicable modifications) for each named executive officer as of the grant date. For more information regarding these grants, see "Blue Coat Executive Compensation Arrangements" below.

Name of NEO	Target Annual PRUs (#)	Price Adjustment PRUs (#)	Aggregate PRU Value at Grant Date ($)(1)	Annual RSUs (#)	Price Adjustment RSUs (#)	Blue Coat Retention Grant RSUs (#)	Aggregate RSU Value at Grant Date ($)(1)	Total Target Equity Incentive Awards Value at Grant Date ($)(1)
Gregory C. Clark	606,936	354,734	16,636,891	260,115	152,028	867,052	22,130,074	38,766,965
Michael D. Fey	404,624	238,768	11,130,682	173,410	102,329	n/a	4,770,285	15,900,966
Nicholas R. Noviello	242,774	n/a	4,199,990	104,046	128,612	n/a	4,024,983	8,224,974
Francis C. Rosch	207,143	n/a	3,583,574	88,776	n/a	n/a	1,535,825	5,119,399
Scott C. Taylor	165,715	n/a	2,866,870	71,021	n/a	n/a	1,228,663	4,095,533
Michael A. Brown	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Thomas J. Seifert	248,572	n/a	4,300,296	106,531	n/a	n/a	1,842,986	6,143,282

(1) All values of RSUs and PRUs are based upon the closing price for a share of our common stock of $17.30 on June 10, 2016 multiplied by the applicable target number of shares, which is the method the Compensation Committee used to set the opportunity under the named executive officers' equity award. The values reported in the Summary Compensation Table under the "Stock Awards" and "Option Awards" columns are calculated in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("FASC") Topic 718 and, in the case of PRUs, are based on the probable outcome of the performance conditions under such awards. No grant date fair value was recorded by Symantec for the awards to Messrs. Clark, Fey and Noviello in accordance with FASC 718 because they were awarded by Blue Coat's board of directors prior the closing of the Blue Coat acquisition. As a result, the amounts reported in the Summary Compensation Table may understate the compensation awarded to these executive officers for fiscal 2017 because they do not include any grant date fair value for such awards.

Other Awards

Blue Coat Cash Incentive

Prior to the Blue Coat acquisition, Messrs. Clark, Fey and Noviello participated under a cash incentive plan sponsored by Blue Coat. In October 2016, in light of the pro-rated target opportunity for those executive officers under Symantec's FY17 Executive Annual Incentive Plans due to the limited time served in their respective roles, and in recognition of the obligations of Blue Coat to its former employees, our Compensation Committee reviewed Blue Coat's performance during its fiscal quarter ended July 31, 2016, its last fiscal quarter as an independent company, and approved the payout of 25% of the cash incentive opportunities established for Messrs. Clark, Fey and Noviello under the Blue Coat cash incentive plan based on actual performance. In recommending these payments, the Compensation Committee determined that Blue Coat's performance resulted in achievement of 100% of target under the terms of the Blue Coat cash incentive plan.

The following table presents the award payments to Messrs. Clark, Fey and Noviello in October 2016 under the terms of the Blue Coat cash incentive plan.

Blue Coat Cash Incentive Plan—October 2016 Payments

NEO Name	Payout Amount ($)
Gregory C. Clark	250,000
Michael D. Fey	125,000
Nicholas R. Noviello	162,500

Office of the President Bonuses

In connection with the CEO transition process we announced in April 2016, the Board created an Office of the President composed of three members, including Messrs. Seifert and Taylor, to facilitate a continued focus on the Company's strategic priorities throughout the CEO search and transition. In recognition of their service in this regard, our Compensation Committee approved discretionary bonus awards of $150,000 to Messrs. Seifert and Taylor.

Other Benefits

All named executive officers are eligible to participate in our 401(k) plan (which includes our matching contributions), health and dental coverage, life insurance, disability insurance, paid time off, and paid holidays on the same terms as are available to all employees generally. These rewards are designed to be competitive with overall market practices, and are in place to attract and retain the talent needed in the business. In addition, named executive officers are eligible to participate in the deferred compensation plan, and to receive other benefits described below.

Deferred Compensation: Symantec's named executive officers are eligible to participate in a nonqualified deferred compensation plan that provides management employees on our U.S. payroll with a base salary of $180,000 or greater (including our named executive officers) the opportunity to defer up to 75% of base salary and 100% of cash bonuses for payment at a future date. This plan is provided to be competitive in the executive talent market, and to provide executives with a tax-efficient alternative for receiving earnings. Three of our named executive officers participated in this plan during fiscal 2017. The plan is described further under "Non-Qualified Deferred Compensation in Fiscal 2017," on page 90.

Additional Benefits: Symantec's named executive officers typically do not receive perquisites, except in limited circumstances when deemed appropriate and approved by the Compensation Committee. For example, an additional benefit available to named executive officers is reimbursement for up to $10,000 for financial planning services. In fiscal 2017, we reimbursed $75,000 of Mr. Clark's for attorney's fees in connection with the negotiation of his employment agreement with us. Further, beginning in January 2017, we provide a car service for our current CEO and incurred $17,422 in costs through the end of fiscal 2017 under this ongoing arrangement. The Compensation Committee provides certain perquisites because it believes they are provided for business-related purposes and are prevalent in the marketplace for executive talent. The value of the perquisites we provide is taxable to the named executive officers and the incremental cost to us for providing these perquisites is reflected in the Summary Compensation Table. (These benefits are disclosed in the All Other Compensation column of the Summary Compensation Table on page 81).

Change of Control and Severance Arrangements: Our Executive Retention Plan provides (and, in the case of PRUs, the terms of the PRUs provide) participants with "double trigger" acceleration of equity awards and, if applicable, become immediately exercisable, where equity vesting and exercisability is accelerated only in the event the individual's employment is terminated without cause, or is constructively terminated, within 12 months after a change in control of our company (as defined in the plan). In the case of PRUs granted prior to fiscal 2017, PRUs will vest at target if the change in control occurs prior to the first performance period and will vest as to eligible shares based on the results for the initial performance period if the change in control occurs following the first performance period but before the end of the third performance period. In the case of PRUs granted in fiscal 2017, PRUs will vest at target regardless of the timing of the change in control event during the performance period.

We believe that the double trigger acceleration provision appropriately achieves the intent of the applicable plan without providing an undue benefit to executives who continue to be employed following a change in control transaction. The intent of the plan is to enable named executive officers to have a balanced perspective in making overall business decisions in the context of a potential acquisition of our company, as well as to be competitive with market practices. The Compensation Committee believes that change in control benefits, if structured appropriately, serve to minimize the distraction caused by a potential transaction and reduce the risk that key talent would leave our company before a transaction closes.

In connection with the CEO transition process announced in April 2016 and in consideration for the role Mr. Brown would play in connection with the transition, we amended Mr. Brown's employment agreement in April 2016 to provide him with, among other things, the cash severance and equity acceleration benefits to which he would have been entitled under his employment agreement, prior to its amendment, had he been involuntarily terminated or resigned for Good Reason (as defined in his amended employment agreement), and ensured that he would be entitled to receive his existing compensation through the October 28, 2016, even if he terminated earlier. On August 1, 2016, the Blue Coat acquisition closed and Mr. Brown was entitled to certain of these benefits on that date. For more information on these benefits, see "Potential Payments Upon Termination or Change-in-Control" below.

The change in control and severance benefits described above do not influence and are not influenced by the other elements of compensation as these benefits serve different objectives than the other elements. We do not provide for gross-ups of excise tax values under Section 4999 of the Code. Rather, we allow the named executive officer to reduce the benefit received or waive the accelerated vesting of options to avoid excess payment penalties.

Details of each individual named executive officer's benefits, including estimates of amounts payable in specified circumstances in effect as of the end of fiscal 2017, are disclosed under "Potential Payments Upon Termination or Change- in-Control" below.

FACTORS WE CONSIDER IN DETERMINING OUR COMPENSATION PROGRAMS

We apply a number of compensation policies and analytic tools in implementing our compensation principles. These policies and tools guide the Compensation Committee in determining the mix and value of the compensation components for our named executive officers, consistent with our compensation philosophy. They include:

Focus on Pay-for-Performance: Our executive compensation program is designed to reward executives for results. As described below, the pay mix for our named executive officers emphasizes variable pay in the form of short-term cash and long-term equity awards. For cash awards, short-term results are measured by annual non-GAAP operating income, annual non-GAAP revenue and, for all our named executive officers except the CEO, individual performance. A significant portion of equity grants for our named executive officers are directly based on our financial performance. The value of the remainder of the equity grants to our named executive officers depends on the company share price performance.

A Total Rewards Approach: Elements of the total rewards offered to our executive officers include base salary, short- and long-term incentives including equity awards, health benefits and a deferred compensation program.

Appropriate Market Positioning: Our general pay positioning strategy is to target the levels of base salary, annual short-term cash incentive structure and long-term equity incentive opportunities and benefits for our named executive officers with reference to the relevant market data for each position. Nonetheless, the Compensation Committee bases its decisions on its subjective judgment and may set the actual components for an individual named executive officer above or below the positioning benchmark based on factors such as experience, performance achieved, specific skills or competencies, the desired pay mix (e.g., emphasizing short- or long-term results) and our budget.

Competitive Market Assessments: Market competitiveness is one factor that the Compensation Committee considers each year in determining a named executive officer's overall compensation package, including pay mix. The Compensation Committee relies on various data sources to evaluate the market competitiveness of each pay element, including publicly-disclosed data from a peer group of companies (see discussion below) and published survey data from a broader set of information technology companies that the Compensation Committee believes represent Symantec's competition in the broader talent market, based on the advice of Mercer, an outside consulting firm to the Compensation Committee. The peer group's proxy statements provide detailed pay data for the top five positions. Survey data, which we obtain from the Radford Global Technology Survey, provides compensation information on a broader group of executives and from a broader group of information technology companies, with positions matched based on specific job scope and responsibilities. The Compensation Committee considers data from these sources as a framework for making compensation decisions for each named executive officer's position.

The information technology industry in which we compete is characterized by rapid rates of change and intense competition from small and large companies, and the companies within this industry have significant cross-over in leadership talent needs. As such, we compete for executive talent with leading software and services companies as well as in the broad information technology industry. We face particularly intense competition with companies located in the geographic areas where Symantec operates, regardless of specific industry focus or company size. Further, consistent with prior years, in part because we believe that stockholders measure our performance against a wide array of technology peers, for fiscal 2017 the Compensation Committee used a peer group that consists of a broad group of high technology companies in different market segments that were of a comparable size to us after the sale of our Veritas business (but excluding the acquisitions of Blue Coat or LifeLock, as these acquisitions occurred during our fiscal 2017). The Compensation Committee used this peer group, as well as other relevant market data, to evaluate named executive officer pay levels.

The Compensation Committee reviews our peer group on an annual basis, with input from Mercer, and the group may be adjusted from time to time based on, among other factors, a comparison of revenues, market capitalization, industry, peer group performance, merger and acquisition activity and stockholder input. The Compensation Committee reviewed and revised our peer group for fiscal 2017 in light of our reduced revenue size and increased focus on security software after the sale of our Veritas business but prior to our acquisition of Blue Coat and LifeLock. The following criteria were used to select our updated peer group to be used to evaluate named executive officer pay levels in connection with setting compensation for fiscal 2017:

- Business with software development focus including security related businesses where possible;
- Similar breadth, complexity and global reach as Symantec; and
- Annual revenue 0.5x to 2.0x as a starting point but including companies based on an assessment of overlapping geography, engineering focus and executive talent competition.

The Compensation Committee selected the following companies as our fiscal 2017 peer group:

Fiscal 2017 Symantec Peer Group

Activision Blizzard, Inc.	eBay Inc.	PayPal Holdings, Inc.*
Adobe Systems Incorporated	Electronic Arts Inc.	Red Hat Inc.*
Autodesk, Inc.	FireEye, Inc.*	salesforce.com, inc.
Akamai Technologies Inc.*	Intuit Inc.	Synopsys, Inc.
CA, Inc.	LinkedIn Corporation*	VMware, Inc.
Citrix Systems, Inc.	Palo Alto Networks Inc.*	Yahoo! Inc.

* Denotes companies added for fiscal 2017.

EMC, NetApp and Nuance Communications were removed from our fiscal 2017 peer group as a result of the application of our new criteria.

The Compensation Committee also reviewed and revised our peer group for fiscal 2018 in light of our change in focus and increased size after the Blue Coat acquisition. The following criteria were used to select our updated peer group to be used to evaluate named executive officer pay levels in connection with setting compensation for fiscal 2018:

- Focus on software development, or software and engineering-driven companies
- Competition with Symantec for talent
- Comparable complexity and global reach
- Comparable size (revenue and market capitalization)

As a result of the review, the Compensation Committee decided to maintain the fiscal 2017 peer group for fiscal 2018 with the two companies removed as a result of those companies' planned acquisitions:

Fiscal 2018 Symantec Peer Group

Activision Blizzard, Inc.	eBay Inc.	Red Hat Inc.
Adobe Systems Incorporated	Electronic Arts Inc.	salesforce.com, Inc.

Autodesk, Inc.	FireEye, Inc.	Synopsys, Inc.
Akamai Technologies Inc.	Intuit Inc.	VMware, Inc.
CA, Inc.	Palo Alto Networks Inc.	
Citrix Systems, Inc.	PayPal Holdings, Inc.	

LinkedIn and Yahoo! were removed from our fiscal 2018 peer group as a result of their planned acquisitions.

Appropriate Pay Mix: Consistent with our pay-for-performance philosophy, our executive officers' compensation is structured so that a large portion of their total direct compensation is paid based on the performance of our company (modified by individual achievement). In determining the mix of the various reward elements and the value of each component, the Compensation Committee takes into account the executive's role, the competitiveness of the market for executive talent, company performance, individual performance, internal pay equity and historical compensation. In making its determinations with regard to compensation, the Compensation Committee reviews the various compensation elements for the CEO and our other named executive officers (including base salary, target annual bonus and the value of vested and unvested equity awards actually or potentially issued).

The percentage of an executive officer's compensation opportunity that is "at-risk," or variable instead of fixed, is based primarily on the officer's level of influence at Symantec. Executive officers generally have a greater portion of their pay at risk through short- and long-term incentive programs than the rest of our employee population because of their relatively greater responsibility and ability to influence our company's performance.

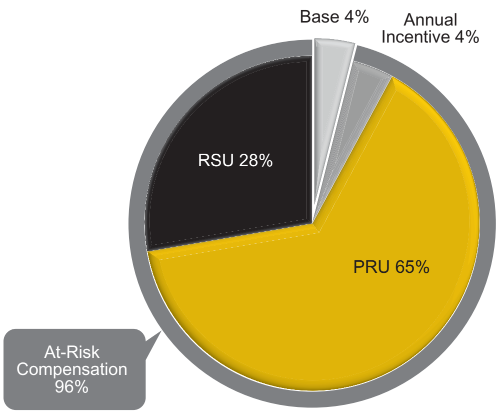
As illustrated by the following charts, for fiscal 2017, approximately 96% of our current CEO's target total direct compensation (sum of annual base salary, target annual incentive, and grant date fair value of equity awards, prior to any applicable modifications and excluding the Blue Coat Retention Grant) was at-risk, and on average approximately 93% of our other named executive officers' compensation opportunity was at-risk compensation.

For Messrs. Clark, Noviello and Fey, we have calculated their compensation as follows:

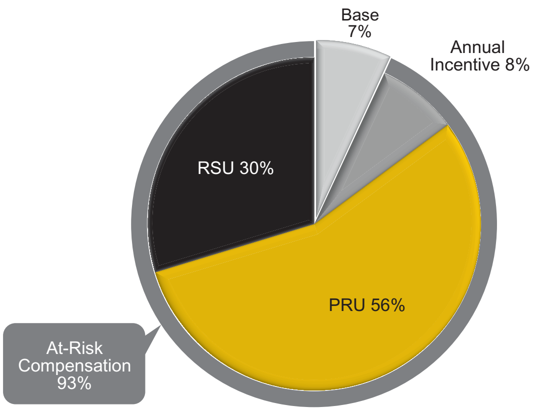
- Base Salary and Target Annual Incentive: annualized value of the compensation based on the rates offered by Symantec; and

- Equity awards: fair value of the equity grants (PRUs and RSUs), prior to any applicable modifications and excluding the Blue Coat Retention Grant made to the CEO prior to the close of the Blue Coat acquisition. The Blue Coat Retention Grant was excluded for the CEO because it was a one-time award, granted in equity, in order to induce Mr. Clark to forego other opportunities in favor of the acquisition, and to further align him with stockholders while incentivizing him to achieve our rigorous transformation related goals. For the grants by Blue Coat prior to the closing of the Blue Coat acquisition, we deemed $17.30 per share to be the grant date fair value of a share of common stock, which was value established for the merger consideration under the definitive agreement for the Blue Coat acquisition.

Fiscal 2017 Target Total Direct Compensation Mix Excluding Blue Coat Retention Grant (CEO)*



Fiscal 2017 Target Total Direct Compensation Mix (NEOs except CEO)*



* Does not equal 100% due to rounding.

Form and Mix of Long-Term Equity Incentive Compensation: The long-term equity incentive compensation component of our regular annual executive compensation program consists of PRUs and RSUs for all of our named executive officers. The Compensation Committee's allocation between these two forms of equity is designed to strike the appropriate balance between performance and retention for long-term equity incentive awards.

For fiscal 2017, in connection with the Blue Coat Executive Compensation Arrangements, excluding the Blue Coat Retention Grant, our current CEO received approximately 70% of the value of his target annual equity incentive award and the price adjustment equity award in the form of PRUs and 30% in the form of RSUs. Other named executive officers, also received on average, approximately 70% of the target annual equity incentive award (including the Price Adjustment PRUs and Price Adjustment RSUs, where applicable) in the form of PRUs and 30% in RSUs. We view the higher weighting of PRUs for the CEO and lower weighting of base salary as part of total direct compensation, as compared to the weighting for the other named executive officers, to be appropriate given both the level of total direct compensation and the broader level of influence over company performance associated with the CEO role. In April 2016 we announced a CEO transition process. Accordingly, our former CEO did not receive any equity-based compensation awards in fiscal 2017.

The percentages described above (and other percentage-based equity award values discussed below) are generally based on the grant date fair value of the shares of common stock underlying the RSUs, and the grant date fair value of the PRUs at the target level award size. For the equity awards granted by Blue Coat prior to the closing of the Blue Coat acquisition and assumed by Symantec in connection therewith, we deemed $17.30 per share to be the grant date fair value of a share of common stock, which was the value established for the merger consideration under the definitive agreement for the Blue Coat acquisition. Generally, the awards made to our named executive officers, other than the CEO, are determined by the Compensation Committee after reviewing recommendations made by the CEO. For fiscal 2017, because of our CEO transition process, our Compensation Committee determined the size of the awards for Messrs. Rosch, Taylor and Seifert. For Messrs. Clark, Fey and Noviello, our Compensation Committee recommended the size of the awards as part of the Blue Coat Executive Compensation Arrangements upon review of each executive's performance at Blue Coat and his expected contribution at Symantec.

Generally, in determining its recommendations to the independent directors of the Board (in the case of CEO compensation) and in making compensation decisions with respect to other named executive officers, the Compensation Committee may consider factors such as the individual's responsibilities, the individual's performance, industry experience, current pay mix, total compensation competitiveness, long-term equity awards previously granted to the individual, retention considerations, and other factors.

Compensation Risk Assessment: The Compensation Committee, in consultation with Mercer, has conducted its annual risk analysis of Symantec's compensation policies and practices, and does not believe that our compensation programs encourage excessive or inappropriate risk taking by our executives or are reasonably likely to have a material adverse effect on Symantec.

Burn Rate and Dilution: We closely manage how we use our equity to compensate employees. We think of "gross burn rate" as the total number of shares granted under all of our equity incentive plans during a period divided by the weighted average number of shares of common stock outstanding during that period and expressed as a percentage. We think of "net burn rate" as the total number of shares granted under all of our equity incentive plans during a period, minus the total number of shares returned to such plans through awards cancelled during that period, divided by the weighted average number of shares of common stock outstanding during that period, and expressed as a percentage. "Overhang" we think of as the total number of shares underlying options and awards outstanding plus shares available for issuance under all of our equity incentive plans (other than our Employee Stock Purchase Plan) at the end of a period divided by the weighted average number of shares of common stock outstanding during that period and expressed as a percentage. The Compensation Committee determines the percentage of equity to be made available for our equity programs with reference to the companies in our market composite. In addition, the Compensation Committee considers the accounting costs that will be reflected in our financial statements when establishing the forms of equity to be granted and the size of the overall pool available. For fiscal 2017, our gross burn rate was 1.8%, our net burn rate was 1.2% and our overhang was 13.2%. In fiscal 2017, our burn rate and overhang were negatively impacted by our business transformation and related acquisitions and management changes. In particular, we granted more shares than would be typically provided in a year without such significant changes as a result of needing to attract and retain key talent in the transition as discussed above. For certain key employees from Blue Coat, including among others Messrs. Clark, Fey and Noviello, we elected to assume awards initially granted under Blue Coat equity plans to take advantage of the ongoing incentive and retention benefits they provide in lieu of accelerating previously held equity from Blue Coat in connection with our acquisition of that company. As a result, Symantec's overhang increased more significantly during fiscal 2017 than might normally be expected in a year without such material changes.

Roles of Our Compensation Committee, Independent Directors, Executive Officers and Consultants in our Compensation Process

The Compensation Committee, which is comprised entirely of independent directors, is responsible for overseeing all of Symantec's compensation programs, including the review and recommendation to the independent directors of our Board of all compensation arrangements for our CEO and the review and approval of the compensation payable to our other named executive officers.

The independent directors of the Board evaluate the CEO's performance and the Compensation Committee then reviews and recommends to the independent members of the Board all compensation arrangements for the CEO. After discussion, the independent members of the Board determine the CEO's compensation. The Compensation Committee also discusses the performance of the other named executive officers with the CEO, reviews the compensation recommendations that the CEO submits for the other named executive officers, makes any appropriate adjustments and approves their compensation. While our CEO provides input and makes compensation recommendations with respect to executive officers other than himself, our CEO does not make recommendations with respect to his own compensation or participate in the deliberations regarding the setting of his own compensation by the Board or the Compensation Committee.

Since fiscal 2004, the Compensation Committee has engaged Mercer, an outside consulting firm, to provide advice and ongoing recommendations on executive compensation matters. The Compensation Committee oversees Mercer's engagement. Mercer representatives meet informally with the Compensation Committee Chair and the Chief Human Resources Officer and also with the Compensation Committee during its regular meetings, including in executive sessions from time to time without any members of management present.

As part of its engagement in fiscal 2017, Mercer provided, among other services, advice and recommendations on the amount and form of executive and director compensation. For example, Mercer evaluated and advised the Compensation Committee on the peer group that the Compensation Committee uses to develop a market composite for purposes of establishing named executive officer pay levels (as described below), the competitiveness of our executive and director compensation programs, the design of awards and proposed performance metrics and opportunity ranges for incentive plans, compensation-related trends and developments in our industry and the broader talent market and regulatory developments relating to compensation practices.

We paid Mercer approximately $234,000 for executive compensation services in fiscal 2017. In addition, management engaged and Symantec paid Mercer and its affiliates for other services, including approximately $3.839 million for other unrelated consulting and business services. We also reimbursed Mercer and its affiliates for reasonable travel and business expenses. The Compensation Committee did not review or approve the other services provided by Mercer and its affiliates to Symantec, as those services were approved by management in the normal course of business within the scope of the Compensation Committee's pre-authorization for such services. Based in part on policies and procedures implemented by Mercer to ensure the objectivity of its executive compensation consultants and the Compensation Committee's assessment of Mercer's independence pursuant to the SEC rules, the Compensation Committee concluded that the consulting advice it receives from Mercer is objective and not influenced by Mercer and its affiliates' other relationships with Symantec and that no conflict of interest exists that will prevent Mercer from being independent consultants to the Compensation Committee.

The Compensation Committee establishes our compensation philosophy, approves our compensation programs and solicits input and advice from several of our executive officers and Mercer. As mentioned above, our CEO provides the Board and the Compensation Committee with feedback on the performance of our executive officers and makes compensation recommendations (other than with respect to his own compensation) that go to the Compensation Committee for their approval. Our CEO, Chief Human Resources Officer and General Counsel regularly attend the Compensation Committee's meetings to provide their perspectives on competition in the industry, the needs of the business, information regarding Symantec's performance and other advice specific to their areas of expertise. In addition, at the Compensation Committee's direction, Mercer works with our Chief Human Resources Officer and other members of management to obtain information necessary for Mercer to make their own recommendations as to various matters as well as to evaluate management's recommendations.

Equity Grant Practices: The Compensation Committee generally approves grants to the named executive officers at its first meeting of each fiscal year, or shortly thereafter through subsequent action. The grant date for all equity grants made to employees, including the named executive officers, is generally the 10th day of the month following the applicable meeting. If the 10th day is not a business day, the grant is generally made on the previous business day. The Compensation Committee does not coordinate the timing of equity awards with the release of material, nonpublic information. RSUs may be granted from time to time throughout the year, but all RSUs generally vest on either March 1, June 1, September 1 or December 1 for administrative reasons. We expect future PRUs will be granted once a year and, subject to certain exceptions, vesting occurs only after a two- or three-year performance period.

Change of Control and Severance Arrangements: The vesting of certain stock options, RSUs and PRUs held by our named executive officers will accelerate if they experience an involuntary (including constructive) termination of employment under certain circumstances. For additional information about these arrangements, see "—Other Benefits—Change of Control and Severance Arrangements" above and "Potential Payments Upon Termination or Change-in-Control," below.

SUPPLEMENTARY POLICIES AND CONSIDERATIONS

We use several additional policies to ensure that the overall compensation structure is responsive to stockholder interests and competitive with the market. Specific policies include:

Stock Ownership Requirements

We believe that in order to align the interests of our executive officers with those of our stockholders, our executive officers should have a financial stake in our company. We have maintained stock ownership requirements for our executive officers since October 2005. For fiscal 2017, our executive officers were required to hold the following minimum number of shares:

- CEO: 5x base salary (increased to 6x base salary effective August 1, 2017);
- CFO and President and COO: 3x base salary; and
- Executive Vice Presidents: 2x base salary.

Stock options and unvested RSUs and PRUs do not count toward stock ownership requirements. Effective August 1, 2017, the Board increase the stock ownership requirements for our CEO to 6x base salary in order to further align interests with our stockholders).

The executive officer is required to acquire and thereafter maintain the stock ownership required within four years of becoming an executive officer of Symantec (or four years following the adoption date of these revised guidelines). During the four-year transitional period, each executive officer must retain at least 50% of all net (after-tax) equity grants until the required stock ownership level has been met.

As of August 1, 2017, Messrs. Clark, Rosch and Taylor have reached the stated ownership requirements for fiscal 2017. Messrs. Fey and Noviello have until August 2020 to meet the stated thresholds. See the table below for individual ownership levels relative to the executive's ownership requirement.

Named Executive Officer	Ownership Requirement(1) (# of shares)	Holdings as of August 1, 2017 (# of shares)
Gregory C. Clark	192,369	2,742,733
Michael D. Fey	83,200	50,066
Nicholas R. Noviello	62,520	15,425
Francis C. Rosch	44,886	115,956
Scott C. Taylor	38,474	124,910
Michael A. Brown	n/a	n/a
Thomas J. Seifert	n/a	n/a

(1) Based on the closing price for a share of our common stock of $31.19 on August 1, 2017.

Recoupment Policies (Clawback)

Since fiscal 2009, we have included provisions within our executive annual incentive plans to the effect that we will seek reimbursement of excess incentive cash compensation if our financial statements are the subject of a restatement due to error or misconduct. In August 2017, our Board went a step forward and adopted a "clawback" policy, applicable to all performance based compensation granted to the company's officers (even after they leave Symantec). This policy supplements the contractual "clawback" rights we have had in place for many years, noted herein.

Insider Trading, Hedging and Pledging Policies

Our Insider Trading Policy prohibits all directors and employees from short-selling Symantec stock or engaging in transactions involving Symantec-based derivative securities, including, but not limited to, trading in Symantec-based option contracts (for example, buying and/or writing puts and calls). It also prohibits pledging Symantec stock as collateral for a loan.

In addition, our Insider Trading Policy prohibits our directors, officers, employees and contractors from purchasing or selling Symantec securities while in possession of material, non-public information. It also requires that each of our directors, our Chief Executive Officer and our Chief Financial Officer conduct open market sales of our securities only through use of stock trading plans adopted pursuant to Rule 10b5-1 of the Exchange Act. Rule 10b5-1 allows insiders to sell and diversify their holdings in our stock over a designated period by adopting pre-arranged stock trading plans at a time when they are not aware of material nonpublic information about us, and thereafter sell shares of our common stock in accordance with the terms of their stock trading plans without regard to whether or not they are in possession of material nonpublic information about the Company at the time of the sale. All other executives are strongly encouraged to trade using 10b5-1 plans.

Tax and Accounting Considerations on Compensation

The financial reporting and income tax consequences to the Company of individual compensation elements are important considerations for the Compensation Committee when it reviews compensation practices and makes compensation decisions. While structuring compensation programs that result in more favorable tax and financial reporting treatment is a general principle, the Compensation Committee balances these goals with other business needs that may be inconsistent with obtaining the most favorable tax and accounting treatment for each component of its compensation.

Deductibility by Symantec. Under Section 162(m) of the Code, we may not receive a federal income tax deduction for compensation that is not performance-based (as defined in the Section 162(m) rules) paid to the Chief Executive Officer and the next three most highly compensated executive officers (other than our Chief Financial Officer) to the extent that any of these persons receives more than $1,000,000 in nonperformance-based compensation in any one year. However, we strive to maximize the tax deductibility of our compensation awards since our philosophy is to provide the largest proportion of compensation as performance-based. While the Compensation Committee considers the deductibility of awards as one factor in determining our executive compensation, it also looks at other factors in making its executive compensation decisions and retains the flexibility to grant awards or pay compensation the Compensation Committee determines to be consistent with its goals for Symantec's executive compensation program even if the awards may not be deductible by Symantec for tax purposes.

Tax Implications for Officers. Section 409A of the Code imposes additional income taxes on executive officers for certain types of deferred compensation that do not comply with Section 409A. The Company attempts in good faith to structure compensation so that it either conforms with the requirements of or qualifies for an exception under Code Section 409A. Section 280G of the Code imposes an excise tax on payments to executives of severance or change of control compensation that exceed the levels specified in the Section 280G rules. Our named executive officers could receive the amounts shown in the section entitled "Potential Payments Upon Termination or Change-in-Control" (beginning on page 90 below) as severance or change of control payments that could implicate this excise tax. As mentioned above, we do not offer our officers as part of their change of control benefits any gross-ups related to this excise tax under Code Section 4999.

Accounting Considerations. The Compensation Committee also considers the accounting and cash flow implications of various forms of executive compensation. In its financial statements, the Company records salaries and performance-based compensation incentives as expenses in the amount paid, or to be paid, to the named executive officers. Accounting rules also require the Company to record an expense in its financial statements for equity awards, even though equity awards are not paid as cash to employees. The accounting expense of equity awards to employees is calculated in accordance with the requirements of FASB Accounting Standards Codification Topic 718. The Compensation Committee believes, however, that the many advantages of equity compensation, as discussed above, more than compensate for the non-cash accounting expense associated with them.

Compensation Committee Interlocks and Insider Participation

The members of the Compensation Committee during fiscal 2017 were Geraldine B. Laybourne, David L. Mahoney, Robert S. Miller and Daniel H. Schulman. Kenneth Y. Hao also served on the Compensation Committee from May 2016 to May 2017. None of the members of the Compensation Committee in fiscal 2017 were at any time during fiscal 2017 or at any other time an officer or employee of Symantec or any of its subsidiaries, and none had or have any relationships with Symantec that are required to be disclosed under Item 404 of Regulation S-K. None of Symantec's executive officers has served as a member of the board of directors, or as a member of the compensation or similar committee, of any entity that has one or more executive officers who served on our Board or Compensation Committee during fiscal 2017.

Compensation Committee Report

The information contained in the following report of Symantec's Compensation Committee is not considered to be "soliciting material," "filed" or incorporated by reference in any past or future filing by Symantec under the Exchange Act or the Securities Act of 1933 unless and only to the extent that Symantec specifically incorporates it by reference.

The Compensation Committee has reviewed and discussed with management the CD&A contained in this proxy statement. Based on this review and discussion, the Compensation Committee has recommended to the Board that the CD&A be included in this proxy statement and our Annual Report on Form 10-K for the fiscal year ended March 31, 2017.

By: The Compensation and Leadership Development Committee of the Board:
David L. Mahoney (Chair)
Geraldine B. Laybourne
Robert S. Miller
Daniel H. Schulman
Kenneth Y. Hao (member from May 2016 to May 2017)

Summary of Compensation

The following table shows for the fiscal year ended March 31, 2017, compensation awarded to or paid to, or earned by, our each individual who served as our Chief Executive Officer or Chief Financial Officer during fiscal 2017 and the three most highly compensated executive officers who were serving as executive officers (other than as our Chief Executive Officer or Chief Financial Officer) at the end of fiscal 2017 (the "named executive officers").

Summary Compensation Table for Fiscal 2017

Name and Principal Position	Fiscal Year	Salary ($)	Bonus ($)	Stock Awards ($)(1)(2)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	All Other Compensation ($)	Total ($)(1)
Gregory C. Clark Chief Executive Officer	2017	666,667(3)	—	4,269,815(4)	—	743,333(5)	379,937(6)	6,059,752(4)
Nicholas R. Noviello Executive Vice President, Chief Financial Officer	2017	433,333(3)	—	1,077,917(4)	—	479,673(5)	172,740(7)	2,163,663(4)
Michael D. Fey President and COO	2017	544,167(3)	—	2,856,660(4)	—	909,370(5)	131,000(8)	4,441,197(4)
Francis C. Rosch	2017	612,500(9)	—	6,039,114	—	623,970(5)	461,965(10)	7,737,549
Executive Vice President,	2016	504,394		5,137,221	—	320,750(11)	97,334(12)	6,059,699
Consumer Digital Safety	2015	435,923	—	2,190,974	—	409,715(13)	54,885(14)	3,091,497
Scott C. Taylor	2017	600,000	150,000(15)	4,831,307		568,374(5)	363,462(16)	6,513,143
Executive Vice President,	2016	593,939	—	3,082,307	—	283,380(11)	86,028(17)	4,045,654
General Counsel and Secretary	2015	536,250	—	2,326,081	—	392,900(13)	63,323(18)	3,318,554
Former Officers								
Michael A. Brown	2017	337,121(19)	—	1,338,819(20)	—	—	11,297,851(21)	12,973,791
Former Chief Executive	2016	1,000,000	—	12,485,352	—	852,000(11)	54,449(22)	14,391,801
Officer	2015	1,473,077	—	14,177,180	—	658,176(13)	22,000(23)	16,330,433
Thomas J. Seifert	2017	720,000	150,000(15)	7,246,942	—	540,000(5)	252,289(24)	8,909,231
Former Executive Vice	2016	720,000	—	4,623,486	—	449,856(11)	222,439(25)	6,015,781
President, Chief Financial Officer	2015	720,000	—	4,394,834	—	612,000(13)	174,055(26)	5,900,889

(1) Except for the amounts listed for Messrs. Clark, Noviello and Fey, the amounts shown in this column reflect the aggregate full grant date fair value calculated in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("FASC") Topic 718 for restricted stock unit awards ("RSUs") and performance-based restricted unit awards ("PRUs") in fiscal years 2015-2017. The grant date fair values for RSUs were determined based on the closing share price of our common stock on the date of grant/modification. For a discussion of the valuation methodology used to value the PRUs awarded during fiscal years 2015-2017, see footnote 2 to the Summary Compensation Table, below. For a discussion of the amounts listed for Messrs. Clark, Noviello and Fey, see footnote 4 to the Summary Compensation Table, below. As noted in CD&A, we adjusted the performance metrics under our fiscal 2017 PRU grants in March 2017 to reflect both the impact of the acquisitions of Blue Coat and LifeLock on our financial plan and to account for the transformational impact on our business of our cost and complexity reduction initiative. As a result of these adjustments, incremental fair values of the modified awards are included in the Stock Awards column as further described in footnote 2 below. Accordingly, the Summary Compensation Table shows a significant increase in the total compensation for fiscal 2017 for the NEOs who were also named executive officers for fiscal 2016 as well as larger compensation values than contemplated by our Compensation Committee when it initially established the equity compensation opportunities for our NEOs in fiscal 2017. This increase in compensation relates to accounting charges resulting from the modification of equity awards, and not an increase in the realizable value of the awards. The table below sets forth equity modification charges required by

the applicable accounting rules and the total compensation amounts for fiscal 2017 after excluding such modification charges:

	Stock Awards	
Name	PRU Modification Charge ($)	Total (Without PRU Modification Charges) ($)
Gregory C. Clark	4,269,815	—
Michael D. Fey	2,856,660	—
Nicholas R. Noviello	1,077,917	—
Francis C. Rosch	919,714	5,119,399
Scott C. Taylor	735,775	4,095,533
Michael Brown*	591,567	—
Thomas J. Seifert	1,103,660	6,143,282

* Reflects charges for the modification of Mr. Brown's fiscal 2016 PRU award in connection with the amendment of his employment agreement.

(2) The PRUs awarded in fiscal year 2017 are based on an approximately two-year service period with a one-year performance period ending on March 30, 2018. The PRUs are eligible to be earned if we achieve at least 50% of the target level non-GAAP operating income performance for fiscal 2018. Depending on our achievement of this metric, 0% to 250% of the target shares will be eligible to be earned at the end of fiscal 2018; if we achieve between 250% to 300%, the first 250% of the target shares will be eligible to be earned at the end of fiscal 2018, and the remaining up to 50% (up to an aggregate of 300%) of the target shares will be eligible to be earned at the end of fiscal 2019, provided the participant is employed with the Company through the end of fiscal 2019 with certain exceptions.

The PRUs awarded in fiscal years 2015-2016 are based on a three-year performance period. The PRUs are eligible to be earned if we achieve at least 70% of the target level non-GAAP EPS performance. Depending on our achievement of this metric, 0% to 133% of the target shares was eligible to be earned at the end of the fiscal year of grant, based on, and subject to further adjustment as a result of, the achievement of the TSR goal for our company as compared to the S&P 500 (the market-related component) in the subsequent fiscal years. If any target shares become eligible (the "eligible shares") to be earned at the end of the fiscal year of grant as a result of achievement of the performance-related component, then 50% to 150% of one-half of the eligible shares may be earned based on the achievement of the TSR goal for the first and second fiscal years and 50% to 150% of one-half of the eligible shares (plus any eligible shares not earned at the end of the second fiscal year if less than 100% of the TSR goal is achieved for the two-year period then ended) may be earned based on the achievement of the TSR goal for the first, second and third fiscal years FASC Topic 718 requires the fair value to be calculated at the grant date. Consistent with FASC Topic 718, the full grant date fair value for the market-related component, or the TSR adjustment, for the entire three-year performance cycle is included in the amounts shown for the year of grant and was determined using a Monte Carlo simulation option pricing model ("Monte Carlo model") on the date the PRUs were awarded in fiscal years 2015-2016.

The table below sets forth the grant date fair value (prior to any applicable modifications) determined in accordance with FASC Topic 718 principles established in fiscal years 2015-2017 for the performance-related component of these awards (i) based upon the probable outcome of the fiscal years 2015-2017 performance-related component as of the grant date, and (ii) based upon achieving the maximum level of performance under the fiscal years 2015-2017 performance-related component as of the grant date. Also set forth below are the grant date fair values pertaining to the market-related component or the TSR adjustment and significant inputs and assumptions used in the Monte Carlo model, determined upon grant in fiscal years 2015-2016, and which is not subject to probable or maximum outcome assumptions.

Name	Fiscal Year	Probable Outcome of Performance Conditions Grant Date Fair Value ($)	Maximum Outcome of Performance Conditions Grant Date Fair Value ($)	Market-Related Component Grant Date Fair Value ($)
Scott C. Taylor	2017	2,866,870	8,600,609	N/A
	2016	1,814,793	2,584,234	1,943,033
	2015	1,427,183	1,860,935	1,399,199
Francis C. Rosch	2017	3,583,574	10,750,722	N/A
	2016	3,024,672	4,307,081	3,238,407
	2015	1,427,183	1,860,935	1,399,199
Michael A. Brown	2016	8,469,051	12,059,783	9,067,506
	2015	9,017,952	14,110,442	10,609,355
Thomas J. Seifert	2017	4,300,296	12,900,887	N/A
	2016	2,722,202	3,876,369	2,914,563
	2015	2,540,404	3,312,488	2,490,592

Grant Date	Grant Date Fair Value per Unit ($)	Volatility (%)	Risk-Free Interest Rate (%)
6/10/2014	25.08	26.20	0.84
9/24/2014	30.78	22.89	0.84
6/10/2015	27.03	22.55	1.07
6/10/2016	17.30		
7/29/2016	20.55		
8/10/2016	21.73		

As described in footnote 1 above, we adjusted the performance metrics under our fiscal 2017 PRU grants on March 8, 2017. The incremental modification charges were based on the Company's stock price on the date of the modification ($29.60) multiplied by the incremental expected achievement percentage multiplied by the number of granted units. Volatility and interest rate were not factors.

(3) Represents the base salary earned by such executive since the closing of the Blue Coat acquisition. The fiscal 2017 annual base salary for Messrs. Clark, Noviello, and Fey was $1,000,000, $650,000 and $865,000, respectively. Mr. Fey's annual base salary, initially set at $800,000 in August 2016, was increased to $865,000 effective February 1, 2017.

(4) These amounts represent the incremental fair values of modified PRUs that were granted prior to and assumed by us at the closing of the Blue Coat acquisition. See footnote 1 for more information. Under SEC rules, we are required to disclose in the Stock Awards column the grant date fair value of each equity award computed in accordance with FASC 718. However, no grant date fair value was recorded by Symantec for these awards in accordance with FASC 718 because they were awarded by Blue Coat's board of directors prior the closing of the Blue Coat acquisition. As a result, the amounts reported in the Stock Awards column above may understate the compensation awarded to these executive officers for fiscal 2017 because they do not include any grant date fair value for such awards. See the "Equity Grant Summary" table in in the CD&A section for more information about the estimated value of these awards.

(5) Other than as described below, represents the executive officer's annual bonus under the FY17 Executive Annual Incentive Plans, which was earned in fiscal 2017 and paid in fiscal 2018. Mr. Seifert received his FY17 Executive Annual Incentive Plan payment at 75% of target pursuant to the terms of the Symantec Executive Severance Plan.

(6) Represents (a) $250,000 in bonus payment earned by Mr. Clark prior to the closing of the Blue Coat acquisition under Blue Coat's Fiscal 2017 Bonus Plan, but paid by Symantec in October

2016, (b) $75,000 for reimbursement of Mr. Clark's attorney's fees in connection with the negotiation of his employment agreement with us, (c) $32,515 for dividend equivalent payments on stock awards, (d) $17,422 related to our provision of car and driver services for Mr. Clark in fiscal 2017 and (e) $5,000 of matching contributions to Mr. Clark's account under our 401(k) plan.

(7) Represents (a) $162,500 in bonus payment earned by Mr. Noviello prior to the closing of the Blue Coat acquisition under Blue Coat's Fiscal 2017 Bonus Plan, but paid by Symantec in October 2016, (b) $5,417 for reimbursement for tax and financial services and (c) $4,823 of matching contributions to Mr. Noviello's account under our 401(k) plan.

(8) Represents (a) $125,000 in bonus payment earned by Mr. Fey prior to the closing of the Blue Coat acquisition under Blue Coat's Fiscal 2017 Bonus Plan, but paid by Symantec in October 2016, and (b) $6,000 of matching contributions to Mr. Fey's account under our 401(k) plan.

(9) Mr. Rosch's base annual salary increased from $525,000 to $700,000 during fiscal 2017 to compensate him for his expanded role and responsibilities following the LifeLock acquisition.

(10) Represents (a) $440,020 for dividend equivalent payments on stock awards, (b) $8,063 of matching contributions to Mr. Rosch's account under our 401(k) plan, (c) $7,907 for coverage of expenses related to attendance at the fiscal 2016 sales achiever's trip and (d) $5,975 for reimbursement for tax and financial services.

(11) Represents the executive officer's annual bonus under the FY16 Executive Annual Incentive Plans, which was earned in fiscal 2016 and paid in fiscal 2017.

(12) Represents (a) $55,763 for dividend equivalent payments on stock awards, (b) $23,853 for coverage of expenses related to attendance at the fiscal 2015 sales achiever's trip, (c) $6,638 of matching contributions to Mr. Rosch's account under our 401(k) plan, (d) $6,211 for spousal medical benefits, (e) $2,955 for reimbursement for tax services and (f) $1,914 in contributions to Mr. Rosch's Company-sponsored life insurance policy.

(13) Represents the executive officer's annual bonus under the Executive Annual Incentive Plans for fiscal 2015, which was earned in fiscal 2015 and paid in fiscal 2016.

(14) Represents (a) $32,030 for dividend equivalent payments on stock awards, (b) $12,145 for coverage of expenses related to attendance at the FY14 sales achiever's trip, (c) $6,800 of matching contributions to Mr. Rosch's account under our 401(k) plan, (d) $2,070 for spousal medical benefits, (e) $1,800 for reimbursement for tax services and (f) $40 for an appreciation award.

(15) Represents an additional bonus paid to Messrs. Taylor and Seifert in fiscal 2017 in connection with their service as members of the Office of the President during the CEO transition process announced in April 2016.

(16) Represents (a) $354,812 for dividend equivalent payments on stock awards, (b) $5,125 of matching contributions to Mr. Taylor's account under our 401(k) plan, and (c) $3,525 for reimbursement for tax services.

(17) Represents (a) $60,816 for dividend equivalent payments on stock awards, (b) $15,834 for reimbursement for tax services, (c) $6,188 of matching contributions to Mr. Taylor's account under our 401(k) plan, (d) $2,335 in contributions to Mr. Taylor's Company-sponsored life insurance policy and (e) $855 in contributions to Mr. Taylor's Company-sponsored long term disability insurance.

(18) Represents (a) $36,817 for dividend equivalent payments on stock awards, (b) $13,357 for reimbursement for tax services, (c) $7,688 of matching contributions to Mr. Taylor's account under our 401(k) plan, (d) $4,284 for coverage of expenses related to attendance at the FY14 sales achiever's trip and (e) $1,178 for membership fees.

(19) Represents salary paid through the effective date of Mr. Brown's resignation, August 1, 2016.

(20) Represents incremental fair value of equity awards modified as a result of an amendment to Mr. Brown's employment agreement on April 28, 2016. This amount relates to the accounting

charges incurred for the acceleration of these equity awards. A description of the payments made to Mr. Brown upon termination of his employment can be found below under the section entitled “Potential Payments Upon Termination or Change-in-Control”.

(21) Represents (a) $8,602,883 in severance payments made to Mr. Brown pursuant to his employment agreement, as amended, (b) $2,666,997 for dividend equivalent payments on stock awards, (c) $17,521 of COBRA premium reimbursements, (d) $10,000 for reimbursements for tax and financial services and (d) $450 for membership fees. For more information regarding Mr. Brown’s severance arrangement, see “Potential Payments Upon Termination or Change-In-Control”, below.

(22) Represents (a) $26,593 for dividend equivalent payments on stock awards, (b) $15,834 for reimbursement for tax and financial services, (c) $6,000 of matching contributions to Mr. Brown’s account under our 401(k) plan, (d) $5,612 in contributions to Mr. Brown’s Company sponsored life insurance policy and (e) $410 for membership fees.

(23) Represents (a) $12,000 of matching contributions to Mr. Brown’s account under our 401(k) plan and (b) $10,000 for reimbursement for tax services.

(24) Represents (a) $245,689 for dividend equivalent payments on stock awards and (b) $6,600 of matching contributions to Mr. Seifert’s account under our 401(k) plan.

(25) Represents (a) $176,942 in relocation expenses incurred in fiscal 2016, (b) $25,835 for reimbursement for tax services, (c) $9,930 for dividend equivalent payment on stock awards, (d) $6,000 of matching contributions to Mr. Seifert’s account under our 401(k) plan, (e) $2,877 in contributions to Mr. Seifert’s Company-sponsored life insurance plan and (f) $855 in contributions under Mr. Seifert’s Company-sponsored long term disability plan.

(26) Represents (a) $154,730 in relocation expenses incurred in fiscal 2015, (b) $11,400 of matching contributions to Mr. Seifert’s account under our 401(k) plan and (c) $7,925 for reimbursement for tax services.

The following table shows for the fiscal year ended March 31, 2017 certain information regarding grants of plan-based awards to our named executive officers from our incentive plans:

Grants of Plan-Based Awards in Fiscal 2017

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards(2)			Estimated Future Payouts Under Equity Incentive Plan Awards(3)			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards	Grant Date Fair Value of Stock and Option Awards
Name	**Grant Date(1)**	**Threshold ($)**	**Target ($)**	**Maximum ($)**	**Threshold (#)**	**Target (#)**	**Maximum (#)**	**(#)**	**(#)**	**($/Sh)**	**($)(4)**
Gregory C. Clark	08/01/16(5)	500,000	666,667	1,000,000							—
	(6)				(7)	(7)	(7)	(4)	—	—	(7)
	(6)				—	—	—	(8)	—	—	(8)
Nicholas R. Noviello	08/01/16(5)	112,927	430,200	903,419	—	—	—		—	—	—
	(6)				(7)	(7)	(7)	(4)	—	—	(7)
	(6)				—	—	—	(9)	—	—	(9)
Michael D. Fey	08/01/16(5)	214,089	815,579	1,712,715	—	—	—		—	—	—
	(6)				(7)	(7)	(7)	(4)	—	—	(7)
	(6)				—	—	—	(10)	—	—	(10)
Francis C. Rosch	06/10/16	146,899	559,614	1,175,190	—	—	—	88,776(11)	—	—	1,535,825
	06/10/16				—	207,143	621,429		—	—	4,503,289
Scott C. Taylor	06/10/16	133,810	509,752	1,070,479	—	—	—	71,021(12)	—	—	1,228,663
	06/10/16				—	165,715	497,145	—	—	—	3,602,644
Former Officers											
Michael A. Brown	04/26/16	—	—	—	—	—	—	(13)	—	—	591,567
Thomas J. Seifert	06/10/16	189,000	720,000	1,512,000	—	—	—	106,531(14)	—	—	1,842,986
	06/10/16				—	248,527	745,716	—	—	—	5,403,956

(1) Represents grant date of stock awards, except for Messrs. Clark, Noviello and Fey (see footnotes 5 through 10).

(2) Represents threshold, target and maximum payouts with respect to each applicable metric under the FY17 Executive Annual Incentive Plans.

(3) The amounts shown in these rows reflect, in share amounts, the threshold, target, and maximum potential eligible shares to be earned (based on performance for the fiscal 2018 period) at the end of fiscal 2018 or fiscal 2019, as applicable, as further described in the CD&A section beginning on page 54. In June 2016 Messrs. Rosch, Taylor and Seifert were awarded a PRU under the 2013 Equity Incentive Plan, eligible to be earned based on a target for non-GAAP operating income margin in fiscal 2017, with no threshold. Our Compensation Committee subsequently modified the PRUs in fiscal 2017 to provide that they would be eligible to be earned if we achieve at least 50% of the target level non-GAAP operating income at the end of fiscal 2018, with a threshold award equal to 50% of the target eligible shares and a maximum award equal to 300% of the target eligible shares. For additional details on the grant date fair value of the PRUs, see footnotes 1, 2 and 4 to the Summary Compensation Table, above.

(4) The amount in the Grant Date Fair Value column was determined in accordance with FASC 718 and includes the incremental fair value associated with the modification to the PRUs in fiscal 2017, as further described in footnotes 1, 4 and 20 to the Summary Compensation Table above.

(5) Represents pro-rated cash incentive opportunity from the closing of the Blue Coat acquisition through the end of fiscal 2017 under the FY17 Executive Annual Incentive Plan.

(6) In anticipation of the closing of the Blue Coat acquisition Messrs. Clark, Fey and Noviello were granted additional equity awards by Blue Coat, comprised of both RSUs and PRUs, under the Blue Coat, Inc. 2016 Equity Incentive Plan, which were assumed by Symantec at the closing and which are settled in shares of Symantec common stock.

(7) The PRU awards were designed to mirror the terms of the PRUs granted to the NEOs and subsequently modified during fiscal 2017 as further described in footnote 3 to this table. No grant date fair value was recorded by Symantec for these awards in accordance with FASC 718 because they were awarded by Blue Coat prior to the closing of the Blue Coat acquisition. See footnotes 1 and 4 to the Summary Compensation Table above, as well as the "Equity Incentive Awards" subsection of the CD&A section, including the "Equity Grant Summary" table, for more information about these awards and the estimated value of such awards. The table below sets forth the threshold, target and maximum shares under assumed Blue Coat PRUs (in the aggregate for each executive officer listed):

Name	Threshold (#)	Target (#)	Maximum (#)
Gregory C. Clark	—	961,670	2,885,010
Michael D. Fey	—	643,392	1,930,176
Nicholas R. Noviello	—	242,774	728,322

(8) The RSUs granted to Mr. Clark by Blue Coat settle in the following amounts and according to the following vesting schedules: (1) 412,143 shares, with 30% vesting in August 2017, 30% vesting in August 2018 and 40% vesting in August 2019 and (2) 867,052 shares, with 50% vested in November 2016 and 50% to vest in November 2017. See footnotes 1 and 4 to the Summary Compensation Table above, as well as the "Equity Incentive Awards" subsection of the CD&A section, including the "Equity Grant Summary" table, for more information about these awards and the estimated value of such awards.

(9) The RSUs granted to Mr. Noviello by Blue Coat settle in the following amounts and according to the following vesting schedules: (1) 104,046 shares, with 30% vesting in August 2017, 30% vesting in August 2018 and 40% vesting in August 2019; and (2) 128,612 shares, vesting quarterly over two years from August 2016 through August 2019. See footnotes 1 and 4 to the Summary Compensation Table above, as well as the "Equity Incentive Awards" subsection of the CD&A section, including the "Equity Grant Summary" table, for more information about these awards and the estimated value of such awards.

(10) These RSUs granted to Mr. Fey by Blue Coat settle as to 275,739 shares with 30% vesting in August 2017, 30% vesting in August 2018 and 40% vesting in August 2019. See footnotes 1 and 4 to the Summary Compensation Table above, as well as the "Equity Incentive Awards" subsection of the CD&A section, including the "Equity Grant Summary" table, for more information about these awards and the estimated value of such awards.

(11) These RSUs settle as to 88,776 shares and vests as follows: 83% vested on December 1, 2016 and 17% to vest on June 1, 2019.

(12) These RSUs settle as to 71,021 shares and vest as follows: 30% to vest approximately 1 year from grant date, 30% to vest approximately 2 years from grant date. The remaining 40% will vest approximately 3 years from grant date.

(13) Represents incremental fair value of equity awards modified as a result of an amendment to Mr. Brown's employment agreement on April 28, 2016. A description of the payments made to Mr. Brown upon termination of his employment can be found below under the section entitled "Potential Payments Upon Termination or Change in Control.

(14) These RSUs settle as to 106,531 shares and vests as follows: 30% to vest approximately 1 year from grant date, 30% to vest approximately 2 years from grant date. The remaining 40% will vest approximately 3 years from grant date. See "Potential Payments Upon Termination or Change in Control" below for more information regarding Mr. Seifert's grants.

For a summary of the terms of the FY17 Executive Annual Incentive Plans, see "Compensation Discussion & Analysis (CD&A) — Compensation Components — Executive Annual Incentive Plans" above. Details of acceleration of the equity awards described are disclosed under "Compensation Discussion & Analysis (CD&A) — Other Benefits — Change in Control and Severance Arrangements" above and "Potential Payments Upon Termination or Change-in-Control" below.

The following table shows for the fiscal year ended March 31, 2017, certain information regarding outstanding equity awards at fiscal year-end for our named executive officers.

Outstanding Equity Awards At Fiscal Year-End 2017

		Option Awards				Stock Awards			
Name	**Grant Date**	**Number of Securities Underlying Unexercised Options (#) Exercisable**	**Number of Securities Underlying Unexercised Options (#) Unexercisable**	**Option Exercise Price ($)**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested (#)**	**Market Value of Shares or Units of Stock That Have Not Vested ($)***	**Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Yet Vested (#)**	**Equity Incentive Plan Awards: Value of Unearned Shares, Units or Other Rights that Have Not Yet Vested ($)***
Gregory S. Clark	(1)	1,127,370	2,737,901(2)	6.73	9/9/2025				
Gregory S. Clark	(1)					152,028(3)	4,664,219		
Gregory S. Clark	(1)					260,115(4)	7,980,328	606,936(6)	18,620,796
Gregory S. Clark	(1)					433,526(5)	13,300,578	354,734(6)	10,883,239
Nicholas R. Noviello	(1)	694,701	787,482(2)	8.35	1/27/2026				
Nicholas R. Noviello	(1)					80,382(7)	2,466,120	242,774(6)	7,448,306
Nicholas R. Noviello	(1)					104,046(8)	3,192,131		
Michael D. Fey	(1)	758,807	1,842,818(2)	6.73	9/9/2025				
Michael D. Fey	(1)					102,329(9)	3,139,454	404,624(6)	12,413,864
Michael D. Fey	(1)					173,410(10)	5,320,219	238,768(6)	7,325,402
Francis C. Rosch	9/10/2010	28,000	—	10.86	9/10/2017				
Francis C. Rosch	6/10/2011	40,000	—	14.50	6/10/2018				
Francis C. Rosch	5/20/2013					5,112(11)	56,836		
Francis C. Rosch	6/10/2013					2,088(11)	64,060		
Francis C. Rosch	10/10/2013					9,933(12)	304,744		
Francis C. Rosch	2/10/2014					10,831(13)	332,295		
Francis C. Rosch	6/10/2014					18,594(14)	570,464		
Francis C. Rosch	6/10/2015					55,906(15)	1,715,196	145,915(16)	4,476,672
Francis C. Rosch	6/10/2016					15,091(17)	462,992	207,143(6)	6,355,147
Scott C. Taylor	5/20/2013					6,135(12)	188,222		
Scott C. Taylor	2/10/2014					10,831(13)	332,295		
Scott C. Taylor	6/10/2014					18,594(14)	570,464		
Scott C. Taylor	6/10/2015					33,543(18)	1,029,099	87,548(16)	2,685,973
Scott C. Taylor	6/10/2016					71,021(19)	2,178,924	165,715(6)	5,084,136
Michael A. Brown									
Thomas J. Seifert									

* The market value of the equity awards that have not vested is calculated by multiplying the number of unites that have not vested by the closing price of our common stock on March 31, 2017, which was $30.68

(1) Represents an equity award previously granted by Blue Coat and assumed by Symantec upon the closing of the Blue Coat acquisition. Upon assumption, by their terms, these awards converted into the right to receive shares of our common stock, subject to applicable service or performance-based vesting conditions.

(2) Unvested options vest in equal installments monthly on the first of each month ending on August 1, 2018.

(3) Of the total shares underlying this award, 45,609 shares vest on August 1, 2017, 45,608 shares vest on August 1, 2018 and 60,811 shares vest on August 1, 2019.

(4) Of the total shares underlying this award, 78,035 shares vest on August 1, 2017, 78,034 shares vest on August 1, 2018 and 104,046 shares to vest on August 1, 2019.

(5) All of the shares underlying this award vest on November 1, 2017.

(6) Vests on 3/30/2018 based on, and subject to further adjustment as a result of, the achievement of non-GAAP operating income for fiscal 2018. The number of shares and the payout value for the fiscal 2017 PRUs set forth above reflect the target potential payout which represents 100% of the target number of PRUs. Any achievement above 250% of target will be paid at the end of fiscal 2019, subject to certain restrictions. Each PRU is subject to the Compensation Committee's certification when approving the settlement thereof.

(7) The shares underlying this award vest in equal quarterly installments beginning on August 1, 2016 and ending on June 1, 2018.

(8) Of the total shares underlying this award, 31,214 shares vest on August 1, 2017, 31,214 shares vest on August 1, 2018 and 41,618 shares vest on August 1, 2019.

(9) Of the total shares underlying this award, 30,699 shares vest on August 1, 2017, 30,699 shares vest on August 1, 2018 and 40,931 shares vest on August 1, 2019.

(10) Of the total shares underlying this award, 52,023 shares vest on August 1, 2017, 52,023 shares vest on August 1, 2018 and 69,364 shares vest on August 1, 2019.

(11) Remaining shares vested on June 1, 2017.

(12) Remaining shares to vest on September 1, 2017.

(13) Remaining shares to vest on March 1, 2018.

(14) 9,297 shares vested on June 1, 2017 and 9,297 shares to vest on June 1, 2018.

(15) 23,960 shares vested on June 1, 2017 and 31,946 shares to vest on June 1, 2018.

(16) Vests on 3/30/2018 based on, and subject to further adjustment as a result of, the achievement of the TSR ranking for our company as compared to the S&P 500. The number of shares and the payout value for the fiscal 2016 PRUs set forth above reflect the maximum potential payout since Symantec's performance during the two years ended March 31, 2017, the second measurement date of the three-year performance period has exceeded target levels. The maximum potential payout represents 121.8% of the target number of PRUs. Each PRU is subject to the Compensation Committee's certification when approving the settlement thereof.

(17) Remaining shares to vest on June 1, 2019.

(18) 14,376 vested on June 1, 2017 and 19,167 to vest on June 1, 2018.

(19) 21,307 vested on June 1, 2017, 21,306 to vest on June 1, 2018 and 28,408 to vest on June 1, 2019.

The following table shows for the fiscal year ended March 31, 2017, certain information regarding option exercises and stock vested during the last fiscal year with respect to our named executive officers:

Option Exercises and Stock Vested in Fiscal 2017

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)
Gregory S. Clark	—	—	433,526	10,838,150
Michael D. Fey	79,287	1,945,708	—	—
Nicholas R. Noviello	—	—	48,230	1,237,905
Francis C. Rosch	—	—	211,765	5,197,689
Scott C. Taylor	72,000	1,338,334	120,878	3,081,219
Michael Brown	—	—	540,501	13,185,844
Thomas J. Seifert	—	—	174,676	4,556,655

Non-Qualified Deferred Compensation in Fiscal 2017

The table below provides information on the non-qualified deferred compensation of the named executive officers for the fiscal year ended March 31, 2017.

	Non-Qualified Deferred Compensation				
Name	Executive Contributions in Last Fiscal Year ($)	Registrant Contributions in Last Fiscal Year ($)	Aggregate Earnings in Last Fiscal Year ($)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last Fiscal Year-End ($)
Gregory C. Clark	—	—	—	—	—
Michael D. Fey	—	—	—	—	—
Nicholas R. Noviello	$16,249.98	—	$ 205.24	—	$16,455.22
Francis C. Rosch	$17,500.02	—	$3,980.26	—	$56,743.16
Scott Taylor	$45,000.00	—	$ 380.37	—	$45,380.37
Michael A. Brown	—	—	—	—	—
Thomas Seifert	—	—	—	—	—

In fiscal 2017, certain management employees on our U.S. payroll with a base salary of $180,000 or greater, including each of the named executive officers, are eligible to participate in the Symantec Corporation Deferred Compensation Plan. Prior to January 1, 2017, the plan provided the opportunity for participants to defer up to 75% of base salary and 100% of variable pay each year. Variable pay included annual incentive plan and commission payments. Deferral elections must be made prior to the beginning of a calendar year and cannot be revoked as of the day immediately prior to commencement of that year. The plan is “unfunded” and all deferrals are general assets of Symantec. Amounts deferred by each participant under the plan are credited to a bookkeeping account maintained on behalf of each participant. The bookkeeping account under the plan will then be adjusted based on the performance of the measurement funds that have been selected by the participant. Prior to January 1, 2017, the measurement funds available under the plan were substantially identical to the investment funds available under our 401(k) plan. Each participant may change their measurement fund selections on a daily basis. The plan required that benefits accumulated in the bookkeeping accounts for each participant not meeting a 5-year service requirement to be distributed to the participant following his or her termination of employment with us for any reason. If a 5-year service requirement is met, accumulated benefits in the accounts established prior to 2017 will be distributed according to the participant’s designated payment election.

Beginning January 1, 2017, the investment options within the Deferred Compensation Plan were expanded to include additional asset classes. Participants are still able to defer up to 75% of salary and 100% of annual incentive payments, but are now able to defer up to 100% of sales commissions as a separate election. Additionally, participants have the opportunity to elect each year whether to receive that year’s deferrals upon a specified date or upon termination of employment and the form of payment elected will be honored regardless of a participant’s length of service. Upon a change in control of Symantec, these new distribution accounts will be distributed in a lump sum if a participant separates within 24 months following the change in control.

Potential Payments Upon Termination or Change-In-Control

Set forth below is a description of the plans and agreements (other than the Deferred Compensation Plan) that could result in potential payouts to our named executive officers in the case of their termination of employment and/or a change in control of Symantec. For information regarding potential payouts upon termination under the Deferred Compensation Plan, in which certain of our executive officers participate, see “Non-Qualified Deferred Compensation in Fiscal 2017” above.

Symantec Executive Retention Plan

In January 2001, the Board approved the Symantec Executive Retention Plan, to deal with employment termination resulting from a change in control of the Company. The plan was modified by the Board in July 2002, April 2006, June 2007, April 2012 and February 2016. Under the terms of the plan, all equity compensation awards (including, among others, stock options, RSUs and PRUs) granted by the Company to the Company's Section 16(b) officers (including our named executive officers) would become fully vested (at target or to the extent of achievement for PRUs) and, if applicable, exercisable following a change in control of the Company (as defined in the plan) after which the officer's employment is terminated without cause or constructively terminated by the acquirer within 12 months after the change in control. In the case of PRUs granted prior to fiscal 2017, PRUs will vest at target if the change in control occurs prior to the first performance period, will vest as to eligible shares if the change in control occurs following the first performance period but before achievement is determined with respect to the second performance period, and will vest as to the sum of the eligible shares determined to be earned for the second performance period plus 50% of the eligible shares if the change in control occurs following the second performance period but before achievement is determined with respect to the third performance period. In the case of the fiscal 2017 PRUs, PRUs will vest at target if the change in control occurs prior to the performance period and will vest as to actual earned shares if the change in control occurs following the performance period but before the excess vesting date. Additionally, in accordance with the terms of the PRU award agreement, in the case that an executive's employment with the Company terminates by reason of the executive's death, total and permanent disability or an involuntary termination by the Company other than for cause (as defined in the award agreement) after the end of the first year of the performance period but prior to the end of the performance period, then the executive will be entitled to payment of a prorated number of PRUs based on the number of months in the performance period during with the executive was employed by the Company, provided that the Company's performance met at least the threshold level of the applicable performance metric during the first year of the performance period.

In April 2012, the Compensation Committee revised the plan to provide for the payment of a cash severance benefit for our named executive officers equal to one times such officer's base salary and target payout under the Executive Annual Incentive Plan applicable to such named executive officer in the circumstances described above (i.e., following a change in control of the Company after which the officer's employment is terminated without cause or constructively terminated by the acquirer within 12 months after the change in control.)

Symantec Executive Severance Plan

In April 2012, the Compensation Committee adopted the Symantec Executive Severance Plan to provide severance benefits to specified officers of Symantec, including our named executive officers. The executive officers must meet certain criteria in order to participate in the plan, including, among other criteria, (i) the executive officer was involuntarily terminated from active employment other than for cause (as defined in the plan); (ii) the executive officer was not terminated due to the sale of a business, part of a business, divestiture or spin-off and offered employment upon terms and conditions substantially identical to those in effect immediately prior to such sale, divestiture or spin-off; and (iii) the executive officer is not entitled to severance under any other plan, fund, program, policy, arrangement or individualized written agreement providing for severance benefits that is sponsored or funded by Symantec.

Under the terms of the plan, the executive officer will receive severance payments equal to one times the sum of his or her base salary in effect at the time of his or her involuntary termination. The executive officer will also receive a one-time bonus of $15,000, minus taxes and other legally required deductions. The executive officer is also entitled to receive six months of outplacement services, including counseling and guidance. The executive officer is solely responsible for all COBRA premiums for his or her continuation coverage.

In fiscal 2016, the Compensation Committee revised the plan to provide an additional payment equivalent to 75% of the executive officer's prorated target incentive bonus under the Executive Annual Incentive Plan in effect for such fiscal year to the executive officer who was terminated in the second half of such fiscal year and was employed in good standing for a minimum of six (6) months prior to his or her termination date. This payment was added to standardize benefits to all of our executive officers and to be competitive with overall market practices.

Payment of severance payments, one-time bonus payment, outplacement services and 75% of the prorated target bonus under the Executive Annual Incentive Plan pursuant to the Symantec Executive Severance Plan is subject to the applicable executive officer returning a release of claims against Symantec.

Blue Coat Executive Compensation Arrangements

In connection with the Blue Coat Acquisition, the Compensation Committee negotiated and we entered into "at will" employment agreements or offer letters with our CEO, CFO, and President and COO, confirming and documenting the terms and conditions of their employment (collectively, the "Blue Coat Executive Compensation Arrangements"). Bringing on these executive officers to lead the combined organization following the Blue Coat Acquisition was a critical factor in our Board's decision to complete the Blue Coat Acquisition. As such, we believe that the terms and conditions of these employment agreements or offer letters were necessary to realize the full value we sought to obtain from the Blue Coat Acquisition and to induce these individuals to forego other opportunities. In filling these executive positions, our Board and the Compensation Committee were aware that it would be necessary to recruit candidates with the requisite experience and skills to manage the transition in our business in a dynamic and ever-changing industry while successfully completing the integration of the two companies and delivering the expected synergies and cost-savings therefrom. Accordingly, it recognized that it would need to develop competitive compensation packages to induce them to accept their offers of employment and be incentivized to drive the large-scale changes needed at our company. At the same time, the Compensation Committee was sensitive to the need to integrate new executive officers into the executive compensation structure that it was seeking to develop, balancing both competitive and internal equity considerations. Accordingly, we entered into the following Blue Coat Executive Compensation Arrangements:

- For Mr. Clark, we entered into an employment agreement pursuant to which he would receive an annual base salary of $1,000,000 and be eligible to participate in the Symantec Executive Annual Incentive Plan with a target bonus amount of 100%. Mr. Clark was also granted by Blue Coat, prior to the Blue Coat Acquisition, (i) a grant of RSUs and PRUs equal to $15,000,000 on the date of grant, (ii) an additional grant of RSUs and PRUs, referred to above as the Price Adjustment RSUs and the Price Adjustment PRUs equal to $8,767,000 on the date of grant and (iii) a grant of RSUs, referred to above as the Blue Coat Retention Grant, equal to $15,000,000 on the date of grant. In connection with his compensation package, Mr. Clark's options to purchase Blue Coat common stock were assumed by Symantec with new vesting schedule, vesting monthly over two years from the closing.
- For Mr. Fey, we entered into an offer letter pursuant to which Mr. Fey would receive an annual base salary of $800,000 and be eligible to participate in the Symantec Executive Annual Incentive Plan with a target bonus amount of 150%. Mr. Fey's annual base salary was increased to $865,000 effective February 1, 2017. Mr. Fey was also granted by Blue Coat, prior to the Blue Coat Acquisition, (i) a grant of RSUs and PRUs equal to $10,000,000 on the date of grant and (ii) an additional grant of RSUs and PRUs, referred to above as the Price Adjustment RSUs and the Price Adjustment PRUs equal to $5,901,000 on the date of grant.
- For Mr. Noviello, we entered into an offer letter pursuant to which Mr. Noviello would receive an annual base salary of $650,000. Mr. Noviello was also granted by Blue Coat, prior to the Blue Coat Acquisition, (i) a grant of RSUs and PRUs equal to $6,000,000 on the date of grant and

(ii) an additional grant of RSUs referred to above as the Price Adjustment RSUs equal to $2,225,000 on the date of grant.

Gregory C. Clark

The following table summarizes the value of the payouts to Mr. Clark pursuant to the Symantec Executive Retention Plan, the Symantec Executive Severance Plan and Mr. Clark's employment agreement, assuming a qualifying termination as of March 31, 2017 (intrinsic values of equity awards are based upon the closing price for a share of our common stock of $30.68 on March 31, 2017 minus the exercise price):

	Severance Pay	Option Vesting	RSU Vesting	PRU Vesting
Involuntary Termination Because of Market Conditions or Division Performance	$2,019,755	$58,919,630	$12,247,110	—
Termination Without Cause or Constructive Termination Within 12 Months of a Change of Control	$2,000,000	$58,919,630	$23,890,149	$27,167,178
Termination Without Cause	$2,019,755	$58,919,630	$12,247,110	—
Termination Due to Death or Disability	—	$58,919,630	$12,247,110	—

Nicholas R. Noviello

The following table summarizes the value of the payouts to Mr. Noviello pursuant to the Symantec Executive Retention Plan and the Symantec Executive Severance Plan, assuming a qualifying termination as of March 31, 2017 (intrinsic values of equity awards are based upon the closing price for a share of our common stock of $30.68 on March 31, 2017 minus the exercise price):

	Severance Pay	Option Vesting	RSU Vesting	PRU Vesting
Involuntary Termination Because of Market Conditions or Division Performance	$ 991,688	—	$2,270,792	—
Termination Without Cause or Constructive Termination Within 12 Months of a Change of Control	$1,300,000	$15,670,892	$5,210,091	$6,858,366
Termination Without Cause	$ 991,688	—	$2,270,792	—
Termination Due to Death or Disability	—	—	$2,270,792	—

Michael D. Fey

The following table summarizes the value of the payouts to Mr. Fey pursuant to the Symantec Executive Retention Plan and the Symantec Executive Severance Plan, assuming a qualifying termination as of March 31, 2017 (intrinsic values of equity awards are based upon the closing price for a share of our common stock of $30.68 on March 31, 2017 minus the exercise price):

	Severance Pay	Option Vesting	RSU Vesting	PRU Vesting
Involuntary Termination Because of Market Conditions or Division Performance	$1,495,722	$39,657,443	—	—
Termination Without Cause or Constructive Termination Within 12 Months of a Change of Control	$2,162,500	$39,657,443	$7,789,627	$18,175,824
Termination Without Cause	$1,495,722	$39,657,443	—	—
Termination Due to Death or Disability	—	$39,657,443	—	—

Francis C. Rosch

The following table summarizes the value of the payouts to Mr. Rosch pursuant to the Symantec Executive Retention Plan and the Symantec Executive Severance Plan, assuming a qualifying termination as of March 31, 2017 (intrinsic values of equity awards are based upon the closing price for a share of our common stock of $30.68 on March 31, 2017):

	Severance Pay	Option Vesting	RSU Vesting	PRU Vesting
Involuntary Termination Because of Market Conditions or Division Performance	$1,138,749	—	—	$1,832,046
Termination Without Cause or Constructive Termination Within 12 Months of a Change of Control	$1,400,000	—	$3,320,929	$8,599,859
Termination Without Cause	$1,138,749	—	—	$1,832,046
Termination Due to Death or Disability	—	—	—	$1,832,046

Scott C. Taylor

The following table summarizes the value of the payouts to Mr. Taylor pursuant to the Symantec Executive Retention Plan and the Symantec Executive Severance Plan, assuming a qualifying termination as of March 31, 2017 (intrinsic values of equity awards are based upon the closing price for a share of our common stock of $30.68 on March 31, 2017):

	Severance Pay	Option Vesting	RSU Vesting	PRU Vesting
Involuntary Termination Because of Market Conditions or Division Performance	$1,001,352	—	—	$1,099,222
Termination Without Cause or Constructive Termination Within 12 Months of a Change of Control	$1,200,000	—	$3,958,503	$6,330,281
Termination Without Cause	$1,001,352	—	—	$1,099,222
Termination Due to Death or Disability	—	—	—	$1,099,222

Former Officers:

Michael A. Brown

As discussed above, in connection with the CEO transition process announced in April 2016, we entered into an amendment to Mr. Brown's employment agreement on April 28, 2016 which governed the payouts to Mr. Brown upon his resignation on August 1, 2017. Under this agreement, Mr. Brown was entitled to the cash severance and equity acceleration benefits to which he would have been entitled under his employment agreement, prior to its amendment, had he been involuntarily terminated or resigned for Good Reason (as defined in the agreement), and provided that he would be entitled to receive his existing compensation through October 28, 2016, even if his employment terminated earlier. Mr. Brown resigned effective August 1, 2016.

The following table summarizes the value of payouts to Mr. Brown in accordance with his amended employment agreement. He received a severance payment equal to (a) three times (3x) his base salary and target bonus, (b) eligible family COBRA benefits for up to 18 months following his termination, (c) a pro-rated portion of his annual base salary between April 28, 2016 and October 28, 2016, (d) the prorated portion of Mr. Brown's target bonus for fiscal 2017, (e) acceleration on Mr. Brown's RSUs through October 28, 2016 and (f) vesting of any PRUs held by Mr. Brown pursuant to the applicable PRU agreement through October 28, 2016. The intrinsic values of equity awards set forth in the table below are based upon the closing price for a share of our common stock of $30.68 on March 31, 2017.

	Severance Pay	COBRA Premiums	Option Vesting	RSU Vesting	PRU Vesting
Involuntary Termination . . .	$8,602,883	$39,423	—	$1,108,468	$11,330,831

Thomas J. Seifert

The following table summarizes the value of the payouts to Mr. Seifert. In addition to the standard severance benefits pursuant to the Symantec Executive Severance Plan, Mr. Seifert received an additional cash severance payment of $1,800,000 as approved by the Compensation & Leadership Development Committee. The intrinsic values of equity awards set forth in the table below are based upon the closing price for a share of our common stock of $30.68 on March 31, 2017.

	Severance Pay	COBRA Premiums	Option Vesting	RSU Vesting	PRU Vesting
Involuntary Termination	$3,079,038	—	—	—	$6,393,303

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Related-Person Transactions Policy and Procedure

Symantec has adopted a written related person transactions policy which provides for the Company's policies and procedures regarding the identification, review, consideration and approval or ratification of "related person transactions." The Nominating and Governance Committee reviews transactions that may be "related person transactions," which are transactions between Symantec and any related persons in which the aggregate amount involved exceeds or may be expected to exceed $120,000, and in which the related person has or will have a direct or indirect material interest. For purposes of the policy, a related person is any Symantec executive officer, director, nominee for director, or stockholder holding more than 5% of any class of Symantec's voting securities, in each case, since the beginning of the previous fiscal year, and their immediate family members.

Under the policy, absent any facts or circumstances indicating special or unusual benefits to the related person, the following transactions are deemed not to be "related person transactions" (meaning the related person is deemed to not have a direct or indirect material interest in the transaction):

- compensation to executive officers determined by Symantec's Compensation Committee;
- any transaction with another company at which a related person is a director or an employee (other than an executive officer) if the aggregate amount involved does not exceed the greater of $2,000,000, or three percent of that company's total annual gross revenues, provided that the transaction involves the purchase of either company's goods and services and the transaction is subject to usual trade terms and is in the ordinary course of business and the related person is not involved in the negotiation of the transaction;
- any compensation paid to a director if the compensation is required to be reported in Symantec's proxy statement;
- any transaction where the related person's interest arises solely from the ownership of the Company's common stock and all holders of the Company's common stock received the same benefit on a pro rata basis;
- any charitable contribution, grant or endowment by Symantec or the Symantec Foundation to a charitable organization, foundation or university at which a related person's only relationship is as a director or an employee (other than an executive officer), if the aggregate amount involved does not exceed $120,000, or any non-discretionary matching contribution, grant or endowment made pursuant to a matching gift program;
- any transaction where the rates or charges involved are determined by competitive bids;
- any transaction involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority; or
- any transaction involving services as a bank depositary of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.

Under the policy, members of Symantec's legal department review transactions involving related persons that do not fall into one of the above categories. If they determine that a related person could have a significant interest in a transaction, the transaction is referred to the Nominating and Governance Committee. In addition, transactions may be identified through Symantec's Code of Conduct or other Symantec policies and procedures, and reported to the Nominating and Governance Committee. The Nominating and Governance Committee determines whether the related person has a material interest in a transaction and may approve, ratify, rescind or take other action with respect to the transaction.

Certain Related Person Transactions

Investments by Firms Affiliated with our Directors

On February 3, 2016, Symantec entered into an investment agreement with investment entities affiliated with Silver Lake, relating to the issuance to Silver Lake of $500 million principal amount of 2.5% convertible unsecured notes, due 2021. In connection with the investment, Kenneth Y. Hao, a managing partner and managing director of Silver Lake, was appointed to our Board.

On June 12, 2016, Symantec entered into an investment agreement with investment entities affiliated with Silver Lake and Bain Capital relating to the issuance of $1.25 billion aggregate principal amount of 2.0% convertible unsecured notes due 2021. Pursuant to the investment agreement, Silver Lake, a private equity firm of which Mr. Hao is a managing partner and managing director, has agreed to purchase $500 million aggregate principal amount of the notes, and Bain Capital, private equity firm of which Mr. Humphrey is a managing director, has agreed to purchase $750 million aggregate principal amount of the notes. The transactions contemplated by this investment agreement closed concurrently with the closing of the Blue Coat acquisition on August 1, 2016. In connection with the investment, David W. Humphrey, a managing director of Bain Capital, was appointed to our Board.

The 2.5% convertible unsecured notes, due 2021 (the “2.5% Notes”), bear interest at a rate of 2.5% per annum. The 2.0% convertible unsecured notes, due 2021 (the “2.0% Notes” and, together with the 2.5% Notes, collectively, the “Notes”), bear interest at a rate of 2.0% per annum. Interest is payable semiannually in cash under the Notes. The initial conversion rate for the 2.5% Notes was 59.6341 shares of our common stock, and cash in lieu of fractional shares, per $1,000 principal amount of the 2.5% Notes, which was equivalent to an initial conversion price of approximately $16.77 per share of common stock. The initial conversion rate for the 2.0% Notes was 48.9860 shares of our common stock, and cash in lieu of fractional shares, per $1,000 principal amount of the 2.0% Notes, which was equivalent to an initial conversion price of approximately $20.41 per share of common stock. The conversion rates under the Notes are subject to customary anti-dilution adjustments. Holders may surrender their Notes for conversion at any time prior to the close of business on the business day immediately preceding the maturity date for the Notes.

As of March 31, 2017, $1.75 billion in aggregate principal amount of the Notes was outstanding. During fiscal 2017, we paid an aggregate of $20.66 million in interest on the Notes.

Symantec also entered into a Registration Rights Agreement pursuant to which holders of the Notes have certain registration rights with respect to the Notes and the shares of our common stock issuable upon conversion of the Notes.

Reinvestment Agreements with our Executive Officers

On June 12, 2016, we entered into reinvestment agreements with Mr. Clark and GSC-OZ Investment LLC, an entity controlled by Mr. Clark, pursuant to which the parties agreed to purchase, in the aggregate, 2,329,520 shares our common stock for an aggregate purchase price of $40,300,696. On August 1, 2016, we issued and sold these shares to Mr. Clark and GSC-OZ Investment LLC. The agreements provide that, in the aggregate, 207,907 of such shares will vest monthly until October 30, 2019, subject to Mr. Clark’s continued service to the Company, and that all of the shares are subject to transfer restrictions. These transfer restrictions were lifted on August 1, 2017 when our common stock achieved the specified volume weighted average trading price over a defined period as set forth in the agreements.

On June 12, 2016, we entered into a reinvestment agreement with each of Mr. Fey and Mr. Noviello pursuant to which each of Mr. Fey and Mr. Noviello agreed not to transfer certain shares of common stock to be issued upon exercise of options held by Mr. Fey and Mr. Noviello. On August 1, 2017 these shares were released from transfer restrictions when our common stock achieved the specified volume weighted average trading price over a defined period as set forth in the agreements.

REPORT OF THE AUDIT COMMITTEE

The information contained in the following report of Symantec's Audit Committee is not considered to be "soliciting material," "filed" or incorporated by reference in any past or future filing by Symantec under the Exchange Act or the Securities Act of 1933 unless and only to the extent that Symantec specifically incorporates it by reference.

The Audit Committee is comprised solely of independent directors, as defined by current NASDAQ listing standards, and operates under a written charter which was most recently amended by the Board on May 2, 2013. The Audit Committee oversees Symantec's financial reporting process on behalf of the Board. Management has primary responsibility for the financial statements and the reporting process, including the systems of internal controls. In fulfilling its oversight responsibilities, the Audit Committee reviewed the audited financial statements that were included in Symantec's Annual Report on Form 10-K for the fiscal year ended March 31, 2017 with management, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements.

The Audit Committee reviewed with Symantec's independent registered public accounting firm, which is responsible for expressing an opinion on the conformity of those audited financial statements with generally accepted accounting principles, its judgments as to the quality, not just the acceptability, of Symantec's accounting principles and discussed with the independent registered public accounting firm the matters required to be discussed by the Public Company Accounting Oversight Board (PCAOB) Auditing Standard No. 16 (*Communications with Audit Committees*). In addition, the Audit Committee has received and reviewed the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the PCAOB regarding the registered public accounting firm's communications with the Audit Committee concerning independence from management and Symantec, and has discussed with the independent registered public accounting firm the registered public accounting firm's independence from management and Symantec.

The Audit Committee discussed with Symantec's internal accountants and independent registered public accounting firm the overall scope and plans for their respective audits. The Audit Committee meets with the internal accountants and independent registered public accounting firm, with and without management present, to discuss the results of their examinations, their evaluations of Symantec's internal controls, and the overall quality of Symantec's financial reporting.

The Audit Committee also received the report of management contained in Symantec's Annual Report on Form 10-K for the fiscal year ended March 31, 2017, as well as KPMG's Report of Independent Registered Public Accounting Firm included in Symantec's Annual Report on Form 10-K related to its audit of (i) the consolidated financial statements and financial statement schedule and (ii) the effectiveness of internal control over financial reporting. The Audit Committee continues to oversee Symantec's efforts related to its internal control over financial reporting and management's preparations for the evaluation in fiscal 2018.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board (and the Board has approved) that the audited financial statements be included in Symantec's Annual Report on Form 10-K for the fiscal year ended March 31, 2017 for filing with the SEC.

By: The Audit Committee of the Board of Directors:

V. Paul Unruh (Chair)
Frank E. Dangeard
Robert S. Miller
Anita M. Sands
Suzanne M. Vautrinot

SYMANTEC CORPORATION
2017 ANNUAL MEETING OF STOCKHOLDERS
MEETING INFORMATION

Information About Solicitation and Voting

This proxy is solicited on behalf of the Board for use at the Annual Meeting, which will be conducted via live webcast on Thursday, October 5, 2017, at 9:00 a.m. (Pacific Time), and any adjournment or postponement thereof. We will provide a re-playable webcast of the Annual Meeting, which will be available on the events section of our investor relations website at *investor.symantec.com*.

About the Annual Meeting

What is the purpose of the Annual Meeting?

At our Annual Meeting, stockholders will act upon the proposals described in this proxy statement. In addition, following the meeting, management will report on the performance of Symantec and respond to questions from stockholders.

What proposals are scheduled to be voted on at the Annual Meeting?

Stockholders will be asked to vote on seven proposals. The proposals are:

1. Election to the Board of the eleven nominees named in this proxy statement;
2. Ratification of the appointment of KPMG as our independent registered public accounting firm for the 2018 fiscal year;
3. Approval of amendments to our 2013 Equity Incentive Plan, as amended;
4. An advisory vote to approve executive compensation;
5. An advisory vote on the frequency of advisory votes on executive compensation;
6. Stockholder proposal regarding executive pay confidential voting, if properly presented at the meeting;
7. Stockholder proposal regarding executives to retain significant stock, if properly presented at the meeting; and
8. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

What is the recommendation of the Board on each of the proposals scheduled to be voted on at the Annual Meeting?

The Board recommends that you vote **FOR** each of the nominees to the Board (Proposal 1), **FOR** the ratification of the appointment of KPMG as our independent registered public accounting firm for the 2018 fiscal year (Proposal 2); **FOR** the approval of amendments to our 2013 Equity Incentive Plan, as amended (Proposal 3); **FOR** the approval of compensation to our named executive officers (Proposal 4); **FOR "ONE YEAR"** on the frequency of advisory votes on executive compensation (Proposal 5); **AGAINST** the stockholder proposal regarding executive pay confidential voting (Proposal 6); and **AGAINST** the stockholder proposal regarding executives to retain significant stock (Proposal 7).

Could other matters be decided at the Annual Meeting?

Our Bylaws require that we receive advance notice of any proposal to be brought before the Annual Meeting by stockholders of Symantec, and we have not received notice of any such proposals.

If any other matter were to come before the Annual Meeting, the proxy holders appointed by the Board will have the discretion to vote on those matters for you.

Who can vote at the Annual Meeting?

Stockholders as of the record date for the Annual Meeting, August 7, 2017, are entitled to vote at the Annual Meeting. At the close of business on the record date, there were 614,539,929 shares of Symantec common stock outstanding and entitled to vote. Each share of common stock is entitled to vote on each matter properly brought before the meeting.

Stockholder of Record: Shares Registered in Your Name

If on August 7, 2017, your shares were registered directly in your name with our transfer agent, Computershare Investor Services, then you are considered the stockholder of record with respect to those shares. As a stockholder of record, you may vote at the Annual Meeting or vote by proxy. Whether or not you plan to virtually attend the Annual Meeting, we urge you to vote over the Internet or by telephone, or if you received paper proxy materials by mail, by filling out and returning the proxy card.

For questions regarding your stock ownership, you may contact our transfer agent, Computershare Investor Services, by email through their website at *www.computershare.com/contactus* or by phone at (877) 282-1168 (within the U.S. and Canada) or (781) 575-2879 (outside the U.S. and Canada).

Beneficial Owner: Shares Registered in the Name of a Broker or Nominee

If on August 7, 2017, your shares were held in an account with a brokerage firm, bank or other nominee, then you are the beneficial owner of the shares held in street name. As a beneficial owner, you have the right to direct your nominee on how to vote the shares held in your account, and it has enclosed or provided voting instructions for you to use in directing it on how to vote your shares. However, the organization that holds your shares is considered the stockholder of record for purposes of voting at the Annual Meeting. Because you are not the stockholder of record, you may not vote your shares at the Annual Meeting unless you request and obtain a valid proxy from the organization that holds your shares giving you the right to vote the shares at the Annual Meeting.

How do I vote?

If you are a stockholder of record, you may:

- vote at the virtual annual meeting — to participate in and vote at the virtual annual meeting, you will need the 16-digit control number included on your notice of Internet availability of the proxy materials, on your proxy card or on the instructions that accompanied your proxy materials;
- vote via the Internet or via telephone — instructions are shown on your Notice of Internet Availability or proxy card; or
- vote by mail — if you received a paper proxy card and voting instructions by mail, simply complete, sign and date the enclosed proxy card and return it before the Annual Meeting in the envelope provided.

Votes submitted via the Internet or by telephone must be received by 11:59 p.m., Eastern Time, on October 4, 2017. Submitting your proxy, whether via the Internet, by telephone or by mail if you received a paper proxy card, will not affect your right to vote at the Annual Meeting should you decide to virtually attend the meeting.

If you are not the stockholder of record, please refer to the voting instructions provided by your nominee to direct it how to vote your shares.

Your vote is important. Whether or not you plan to virtually attend the Annual Meeting, we urge you to vote by proxy to ensure that your vote is counted. You may still virtually attend the Annual Meeting if you have already voted by proxy.

What is the quorum requirement for the Annual Meeting?

A majority of our outstanding shares as of the record date must be present at the Annual Meeting in order to hold the meeting and conduct business. This presence is called a quorum. Your shares are counted as present at the Annual Meeting if you virtually attend and vote at the Annual Meeting or if you have properly submitted a proxy.

How are abstentions and broker non-votes treated?

Abstentions (shares present at the meeting and voted "abstain") are counted for purposes of determining whether a quorum is present, and have no effect on the election of directors. For the purpose of determining whether the stockholders have approved all other matters, abstentions have the same effect as an "against" vote.

Broker non-votes occur when shares held by a broker for a beneficial owner are not voted either because (i) the broker did not receive voting instructions from the beneficial owner, or (ii) the broker lacked discretionary authority to vote the shares. Broker non-votes are counted for purposes of determining whether a quorum is present, and have no effect on the matters voted upon. If you are a beneficial holder and do not provide specific voting instructions to your broker, the broker that holds your shares will not be authorized to vote your shares on any of the proposals, except for Proposal 2, ratification of the appointment of KPMG as our independent public accounting firm for the 2018 fiscal year. Accordingly, we encourage you to provide voting instructions to your broker, whether or not you plan to virtually attend the Annual Meeting.

What is the vote required for each proposal?

The votes required to approve each proposal are as follows:

- *Proposal No. 1.* Each director must be elected by a majority of the votes cast, meaning the votes "FOR" a director must exceed the number of votes "AGAINST" a director.
- *Proposal Nos. 2, 3, 4, 6 and 7*. Approval of each of Proposals 2, 3, 4, 6 and 7 requires the affirmative "FOR" vote of a majority of the shares entitled to vote on these proposals at the Annual Meeting and virtually attending the Annual Meeting or represented by proxy.
- *Proposal No. 5*. The frequency (every one year, two years or three years) receiving the greatest number of votes will be considered the frequency recommended by stockholders.

What if I return a proxy card but do not make specific choices?

All proxies will be voted in accordance with the instructions specified on the proxy card. If you received a Notice of Internet Availability, please follow the instructions included on the notice on how to access your proxy card and vote over the Internet or by telephone. If you sign a physical proxy card and return it without instructions as to how your shares should be voted on a particular proposal at the Annual Meeting, your shares will be voted in accordance with the recommendations of our Board stated above.

If you do not vote and you hold your shares in street name, and your broker does not have discretionary power to vote your shares, your shares may constitute "broker non-votes" (as described above) and will not be counted in determining the number of shares necessary for approval of the proposals.

However, shares that constitute broker non-votes will be counted for the purpose of establishing a quorum for the Annual Meeting. Voting results will be tabulated and certified by the inspector of elections appointed for the Annual Meeting.

Who is paying for this proxy solicitation?

Symantec is paying the costs of the solicitation of proxies. We have retained D.F. King & Co., Inc. to help us solicit proxies from brokers, bank nominees and other institutions for a fee of $9,500, plus reasonable out-of- pocket expenses. We will also reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding solicitation materials to such beneficial owners. In addition, our directors, officers, and other employees, without additional compensation, may solicit proxies personally or in writing, by telephone, e-mail, or otherwise. If you choose to access the proxy materials and/or vote over the Internet, you are responsible for any Internet access charges you may incur.

What does it mean if I receive more than one proxy card or Notice of Internet Availability?

If you receive more than one proxy card or Notice of Internet Availability, your shares are registered in more than one name or are registered in different accounts. To make certain all of your shares are voted, please follow the instructions included on the Notice of Internet Availability on how to access each proxy card and vote each proxy card over the Internet or by telephone. If you received paper proxy materials by mail, please complete, sign and return each proxy card to ensure that all of your shares are voted.

How can I change my vote after submitting my proxy?

You may change your vote or revoke your proxy at any time before your proxy is voted at the Annual Meeting. If you are a stockholder of record, you may change your vote or revoke your proxy by:

- delivering to the Corporate Secretary of Symantec (by any means, including facsimile) a written notice stating that the proxy is revoked;
- signing and delivering a proxy bearing a later date;
- voting again over the Internet or by telephone; or
- virtually attending and voting at the Annual Meeting (although attendance at the meeting will not, by itself, revoke a proxy).

Please note, however, that if you are a beneficial owner and you wish to change or revoke your proxy, you may change your vote by submitting new voting instructions to your broker, bank or other nominee or, if you have obtained a legal proxy from your broker, bank or other nominee giving you the right to vote your shares at the Annual Meeting, by virtually attending and voting at the Annual Meeting.

How can I attend the Annual Meeting and submit questions?

To attend the Annual Meeting and submit your questions prior to or during the Annual Meeting, please visit www.virtualshareholdermeeting.com/SYMC2017. To participate in the Annual Meeting or to submit questions in advance of the meeting, you will need the 16-digit control number included on your notice of Internet availability of the proxy materials, on your proxy card or on the instructions that accompanied your proxy materials.

What if during the check-in time or during the meeting I have technical difficulties or trouble accessing the virtual meeting website?

We will have technicians ready to assist you with any technical difficulties you may have accessing the virtual meeting. If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call:

1-855-449-0991 (U.S. Domestic Toll Free)

1-720-378-5962 (International)

Why are you not holding the Annual Meeting in a physical location?

We are excited to embrace the latest technology to provide expanded access, improved communication and cost savings for our stockholders. Hosting a virtual meeting will enable increased stockholder attendance and participation since stockholders can participate from any location around the world. In addition, the online format will allow us to communicate more effectively with you via a pre-meeting forum that you can enter by visiting www.virtualshareholdermeeting.com/SYMC2017.

How can I get electronic access to the proxy materials?

The Notice of Internet Availability will provide you with instructions regarding how to:

- view our proxy materials for the Annual Meeting over the Internet; and
- instruct us to send our future proxy materials to you electronically by email.

Choosing to receive your future proxy materials by email will save us the cost of printing and mailing documents to you and will reduce the impact of our annual meetings of stockholders on the environment. If you choose to receive future proxy materials by email, you will receive an email next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by email will remain in effect until you terminate it.

Where can I find the voting results?

The preliminary voting results will be announced at the Annual Meeting and posted on our website at *investor.symantec.com*. The final results will be tallied by the inspector of elections and filed with the U.S. Securities and Exchange Commission in a current report on Form 8-K within four business days of the Annual Meeting.

ADDITIONAL INFORMATION

Stockholder Proposals for the 2018 Annual Meeting

Requirements for Stockholder Proposals to be Brought Before an Annual Meeting. Symantec's Bylaws provide that, for stockholder nominations to the Board or other proposals to be considered at an annual meeting, the stockholder must give timely notice thereof in writing to the Corporate Secretary at Symantec Corporation, 350 Ellis Street, Mountain View, California 94043, Attn: Corporate Secretary.

To be timely for the 2018 Annual Meeting of Stockholders, a stockholder's notice must be delivered to or mailed and received by our Corporate Secretary at our principal executive offices between June 7, 2018 and July 7, 2018. A stockholder's notice to the Corporate Secretary must set forth as to each matter the stockholder proposes to bring before the annual meeting the information required by Symantec's Bylaws.

Requirements for Stockholder Proposals to be Considered for Inclusion in Our Proxy Materials. Stockholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act and intended to be presented at Symantec's 2018 annual meeting must be received by us not later than April 18, 2018 in order to be considered for inclusion in Symantec's proxy materials for that meeting.

Available Information

Symantec will mail without charge, upon written request, a copy of Symantec's Annual Report on Form 10-K for fiscal year 2017, including the financial statements, schedule and list of exhibits, and any exhibit specifically requested. Requests should be sent to:

Symantec Corporation
350 Ellis Street
Mountain View, California 94043
Attn: Investor Relations

The Annual Report is also available at investor.symantec.com.

"Householding" — Stockholders Sharing the Same Last Name and Address

The SEC has adopted rules that permit companies and intermediaries (such as brokers) to implement a delivery procedure called "householding." Under this procedure, multiple stockholders who reside at the same address may receive a single copy of our annual report and proxy materials, including the Notice of Internet Availability, unless the affected stockholder has provided contrary instructions. This procedure reduces printing costs and postage fees, and helps protect the environment as well.

This year, a number of brokers with account holders who are Symantec stockholders will be "householding" our annual report and proxy materials, including the Notice of Internet Availability. A single Notice of Internet Availability and, if applicable, a single set of annual report and other proxy materials will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that it will be "householding" communications to your address, "householding" will continue until you are notified otherwise or until you revoke your consent. Stockholders may revoke their consent at any time by contacting Broadridge ICS, either by calling toll-free (800) 542-1061, or by writing to Broadridge ICS, Householding Department, 51 Mercedes Way, Edgewood, New York, 11717.

Upon written or oral request, Symantec will promptly deliver a separate copy of the Notice of Internet Availability and, if applicable, annual report and other proxy materials to any stockholder at a shared address to which a single copy of any of those documents was delivered. To receive a separate copy of the Notice of Internet Availability and, if applicable, annual report and other proxy materials, you may write or call Symantec's Investor Relations department at 350 Ellis Street, Mountain View, California 94043, Attn: Investor Relations, telephone number (650) 537-3511.

Any stockholders who share the same address and currently receive multiple copies of Symantec's Notice of Internet Availability or annual report and other proxy materials who wish to receive only one copy in the future can contact their bank, broker or other holder of record to request information about householding or Symantec's Investor Relations department at the address or telephone number listed above.

OTHER MATTERS

The Board does not presently intend to bring any other business before the meeting and, so far as is known to the Board, no matters are to be brought before the meeting except as specified in the notice of the meeting. As to any business that may arise and properly come before the meeting, however, it is intended that proxies, in the form enclosed, will be voted in respect thereof in accordance with the judgment of the persons voting such proxies.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-K

(Mark One)

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Fiscal Year Ended March 31, 2017

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the Transition Period from to

Commission File Number 000-17781

Symantec Corporation
(Exact name of the registrant as specified in its charter)

Delaware	**77-0181864**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. employer Identification no.)*
350 Ellis Street Mountain View, California	**94043**
(Address of principal executive offices)	*(zip code)*

Registrant's telephone number, including area code:
(650) 527-8000

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, par value $0.01 per share	**The NASDAQ Stock Market LLC**
(Title of each class)	*(Name of each exchange on which registered)*

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☑ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes ☐ No ☑

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 ☑ 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 ☑ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K 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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☑	Accelerated filer ☐	Non-accelerated filer ☐	Smaller reporting company ☐
		(Do not check if a smaller reporting company)	Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

Aggregate market value of the voting stock held by non-affiliates of the registrant, based upon the closing sale price of Symantec common stock on September 30, 2016 as reported on the NASDAQ Global Select Market: $15,559,432,822.

Number of shares outstanding of the registrant's common stock as of April 28, 2017: 608,240,301

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive Proxy Statement for the 2017 Annual Meeting of Stockholders are incorporated herein by reference into Part III of this Annual Report on Form 10-K where indicated. Such proxy statement will be filed with the Securities and Exchange Commission within 120 days of the registrant's fiscal year ended March 31, 2017.

SYMANTEC CORPORATION

FORM 10-K
For the Fiscal Year Ended March 31, 2017

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"Symantec," "we," "us," "our," and "the Company" refer to Symantec Corporation and all of its subsidiaries. Symantec, the Symantec Logo and Norton are trademarks or registered trademarks of Symantec in the United States ("U.S.") and other countries. Other names may be trademarks of their respective owners.

FORWARD-LOOKING STATEMENTS AND FACTORS THAT MAY AFFECT FUTURE RESULTS

The discussion below contains forward-looking statements, which are subject to safe harbors under the Securities Act of 1933, as amended (the “Securities Act”) and the Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements include references to our ability to utilize our deferred tax assets, as well as statements including words such as “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “projects,” and similar expressions. In addition, projections of our future financial performance, anticipated growth and trends in our businesses and in our industries, the anticipated impacts of acquisitions, and of our restructurings, our intent to pay quarterly cash dividends in the future, the actions we intend to take as part of our new strategy, the expected impact of our new strategy and other characterizations of future events or circumstances are forward-looking statements. These statements are only predictions, based on our current expectations about future events and may not prove to be accurate. We do not undertake any obligation to update these forward-looking statements to reflect events occurring or circumstances arising after the date of this report. These forward-looking statements involve risks and uncertainties, and our actual results, performance, or achievements could differ materially from those expressed or implied by the forward-looking statements on the basis of several factors.

These and other risks are described under Item 1A, Risk Factors. We encourage you to read that section carefully.

PART I

Item 1. *Business*

Overview

Symantec Corporation is a global leader in cybersecurity. We operate our business on a global civilian cyber intelligence threat network that tracks a vast number of threats across the Internet from hundreds of millions of mobile devices, endpoints, and servers across the globe. We believe one of our competitive advantages is our database of threat indicators. This database allows us to reduce the number of false positives and provide faster and better protection for customers through our products. We are leveraging our capabilities to deliver integrated platforms for customers. We are also pioneering solutions in markets such as cloud security, digital safety, advanced threat protection, identity protection, information protection and cyber security services.

Founded in 1982, Symantec has operations in more than 40 countries. Our principal executive offices are located at 350 Ellis Street, Mountain View, California, 94043. Our Internet home page is located at *www.symantec.com*.

Strategy

Our strategy is to deliver comprehensive cyber security platforms for both enterprises and consumers.

Our enterprise security strategy is to deliver an Integrated Cyber Defense Platform that allows Symantec products to share threat intelligence and improve security outcomes for customers across all control points. Symantec is the leading vendor in protecting users, information, web and messaging across an integrated platform.

Our consumer digital safety strategy is to deliver the most comprehensive consumer digital safety solutions to help people protect their information, identities, devices and families.

Following the completion of the sale of our former information management business ("Veritas") in the fourth quarter of fiscal 2016, we completed the acquisitions of Blue Coat, Inc. ("Blue Coat") and LifeLock, Inc. ("LifeLock") in fiscal 2017 in order to expand our offerings in both our operating segments, as described below.

Business highlights

During fiscal 2017, we took the following actions in support of our business:

- With the divestiture of Veritas completed, we refocused Symantec as a pure cybersecurity company. In the second fiscal quarter, we completed the acquisition of Blue Coat, a provider of advanced web and cloud security solutions for global enterprises and governments, to complement our Enterprise Security offerings. The aggregate purchase price of the Blue Coat acquisition was $4.7 billion in net consideration, of which $4.5 billion consisted of cash consideration including the repayment of approximately $1.9 billion in Blue Coat's debt. Following the closing of the Blue Coat acquisition, we appointed Blue Coat's Chief Executive Officer as our Chief Executive Officer and Blue Coat's President and Chief Operating Officer as our President and Chief Operating Officer, respectively, in the second quarter of fiscal 2017. In addition, we appointed Blue Coat's Chief Financial Officer to the position of our Executive Vice President and Chief Financial Officer in the third quarter of fiscal 2017.

- In the fourth fiscal quarter, we completed the acquisition of LifeLock, a provider of proactive identity theft protection services for consumers and consumer risk management services for enterprises, for approximately $2.3 billion in net consideration.

- We increased the size of our Board of Directors and appointed representatives of Silver Lake Partners and Bain Capital to our Board of Directors.

- We released new products and services:

    - We launched Symantec Endpoint Protection 14, a solution that fuses endpoint technologies with advanced machine learning and memory exploit mitigation in a single agent, delivering a multi-layered solution designed to stop a wide variety of advanced threats and respond at the endpoint.

    - We introduced Symantec Endpoint Protection Cloud, a new solution for small and mid-sized businesses (SMBs) designed to protect them from targeted attacks and ransomware. Symantec Endpoint Protection Cloud is for organizations with fewer than 1,000 employees that are looking for an effective way to protect corporate and personal devices on the corporate network.

    - We announced Cloud Workload Protection, a solution designed to deliver automated security policy enforcement and protect applications from unknown exploits inside of both Amazon Web Service and Microsoft Azure. Cloud Workload Protection automates security for public cloud workloads delivering metered usage billing, rapid workload discovery, increased visibility and elastic protection to help ensure safe cloud workload adoption.

- We integrated Blue Coat and Symantec products:

    - We announced the integration of Symantec Data Loss Prevention ("DLP") with Symantec CloudSOC (formerly Blue Coat's Elastica CloudSOC Cloud Access Security Broker) and Cloud Data Protection products to address the needs of the cloud generation. This integrated solution provides visibility and control over all sensitive content that users upload, store and share via the cloud, protecting confidential information through the stages of its lifecycle.

    - We integrated our Symantec DLP with our cloud-delivered Web Security Service, providing a seamless platform to help ensure a safe web experience and protect organizational data.

    - We combined Symantec and Blue Coat's security telemetry which has led to a series of significant protection improvements as well as discoveries of new attack campaigns.

- Symantec's Board of Directors increased the company's share repurchase authorization by $510 million. In the fourth fiscal quarter, Symantec entered into accelerated stock repurchase agreements to repurchase an aggregate of $500 million of the company's common stock.

Operating segments, products and services

Our operating segments are significant strategic business units that offer different products and services distinguished by customer needs. Our operating segments are: Consumer Digital Safety and Enterprise Security.

Consumer Digital Safety

Our Consumer Digital Safety segment focuses on providing a comprehensive Digital Safety solution to protect information, devices, networks and the identities of consumers. This solution includes our Norton-branded services, which provide multi-layer security across major desktop and mobile operating systems, public Wi-Fi connections, and home networks, to defend against increasingly complex online threats to individuals, families and small businesses, and our LifeLock-branded identity protection services. Our LifeLock-branded identity protection services primarily consist of identifying and notifying users of identity-related and other events and assisting users in remediating their impact. With the addition of LifeLock-branded identity protection services, we are providing a comprehensive digital safety platform designed to protect information across devices, customer identities and the connected home and family and accelerating our leadership in Consumer Digital Safety to protect all aspects of consumers' digital lives.

Enterprise Security

Our Enterprise Security segment protects organizations so they can securely conduct business while leveraging new platforms and data. Our Enterprise Security segment includes our endpoint protection products, endpoint management, messaging protection products, information protection products, cyber security services, website security and advanced web and cloud security offerings. Our enterprise endpoint and network security and management offerings support evolving endpoints and networks, providing advanced threat protection while helping reduce cost and complexity. These solutions are delivered through various methods, such as software, appliance, Software-as-a-Service ("SaaS") and managed services.

The addition of Blue Coat's suite of network and cloud security products to our innovative Enterprise Security product portfolio has enhanced our threat protection and information protection products while providing us with complementary products, such as advanced web and cloud security solutions, that address the network and cloud security needs of enterprises. This augmentation of our product portfolio, together with the integration of Blue Coat's large threat database with our global civilian cyber intelligence threat network, allows us to provide an integrated cyber defense platform, addressing both endpoint and network security, and offer differentiated security solutions. It also positions us well to introduce new cybersecurity solutions that address the ever-evolving threat landscape, the changes introduced by the shift to mobile and cloud along with the adoption of Internet of Things (IoT) devices. Our enhanced portfolio also positions us well to address the challenges created by regulatory and privacy concerns.

Financial information by segment and geographic region

For information regarding our revenue by segment, revenue by geographical area, and property and equipment by geographical area, see Note 2 to the Consolidated Financial Statements in this annual report. For information regarding the amount and percentage of our revenue contributed by each of our segments and our financial information, including information about geographic areas in which we operate, see Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*. For information regarding risks associated with our international operations, see Item 1A, *Risk Factors*.

Sales and go-to-market strategy

Our go-to-market network includes direct sales forces and broad e-commerce capabilities, as well as indirect sales resources that support our global partner ecosystem. We also maintain strategic relationships with a number of original equipment manufacturers ("OEMs"), Internet service providers ("ISPs"), wireless carriers, and retail and online stores through which we market and sell our products.

Consumer

We sell and market our consumer products and services to individuals, households and small businesses globally. We bring these products to market through direct marketing and co-marketing programs supported by our e-commerce and telesales platforms. In addition, we utilize Internet-based resellers, system builders, ISPs, employee benefits providers, wireless carriers, retailers, and OEMs to distribute our offerings worldwide.

Commercial

We sell and market our products and related services to small, medium and large customers through field sales and inside sales forces that leverage indirect sales partners around the world that are specifically trained and certified to sell our solutions. These partners include national solution providers, regional solution providers, national account resellers, global/federal system integrators and managed service providers. Our products and services are also available on our e-commerce platform, as well as through authorized distributors and OEMs, which incorporate our technologies into their products, bundle our products with their offerings, or serve as authorized resellers of our products.

Enterprise

We sell and market our products and related services to large enterprises, including government and public sector customers, through our field sales force. This field sales team is responsible for leveraging our global partner ecosystem primarily targeting senior executives and IT department personnel responsible for managing a company's highest-order IT initiatives.

Research and development

Symantec embraces a global research and development strategy to drive organic innovation. Our engineers and researchers are focused on delivering new versions of existing product lines as well as developing entirely new offerings to drive the company's leadership in cybersecurity. We also have a technology research organization focused on short, medium, and longer-term applied research projects, with the goal of transferring completed innovations into our product groups for commercialization.

Symantec's Security Technology and Response organization consists of a global team of security engineers, threat analysts, and researchers that provide the underlying functionality, content, and support for many of our consumer, commercial and enterprise security products. Our security experts analyze threat telemetry collected through our vast cyber intelligence networks to protect our customers against current and emerging threats. Our research and development teams also leverage this vast amount of data and related insights to develop new technologies and approaches, including our Unified Security analytics platform, in order to improve security outcomes for our customers.

Research and development expenses were $823 million, $748 million, and $812 million in fiscal 2017, 2016, and 2015, respectively, representing approximately 20%, 21% and 21% of revenue in fiscal 2017, 2016 and 2015, respectively. The percentage fluctuates between periods as a result of a variety of factors, including changes in sales level and foreign currency exchange rates. We believe that technical leadership is essential to our success, and we expect to continue to commit substantial resources to research and development.

Support

Symantec has support facilities throughout the world, staffed by technical product experts knowledgeable in the operating environments in which our products are deployed. Our technical support experts assist customers with issue resolution and threat detection.

Our consumer support program provides self-help online services and phone, chat, and email support to consumers worldwide. Most of our Norton Security products come with automatic downloads of the latest virus definitions, application bug fixes, and patches, as well as a “Virus Protection Promise,” which in some markets provides free virus removal services to customers whose protected computers become infected. Our LifeLock offerings come with support 24x7x365 and remediation services during normal business hours.

We provide customers various levels of enterprise support offerings. Our enterprise security support program offers annual maintenance support contracts, including content, upgrades, and technical support. Our standard technical support includes: self-service options delivered by telephone or electronically during the contracted-for hours, immediate patches for severe problems, periodic software updates, and access to our technical knowledge base and frequently asked questions.

Significant customers

In each of fiscal 2017, 2016 and 2015, no customer accounted for more than 10% of our total net revenues. Two distributors and one distributor accounted for more than 10% of our gross accounts receivable as of March 31, 2017 and April 1, 2016, respectively.

Acquisitions

Our strategy will be complemented by business combinations that fit strategically and meet specific profitability hurdles. Our acquisitions are designed to enhance the features and functionality of our existing products and extend our product leadership in core markets. We consider time-to-market, synergies with existing products, and potential market share gains when evaluating the economics of acquisitions of technologies, product lines, or companies. We may acquire or dispose of other technologies, products, and companies in the future. See Note 6 to the Consolidated Financial Statements for information regarding our acquisitions in fiscal 2017.

Competition

Our markets are consolidating, highly competitive, and subject to rapid changes in technology. The competitive landscape has changed significantly over the past few years, with new competition arising. Much of the market growth has come from startups whose focus is on solving a specific customer issue or delivering a niche-oriented product and from larger integration providers that increasingly are looking to put various types of protection into their platforms. We are focused on delivering comprehensive customer solutions, integrating across our broad product portfolio and partnering with other technology providers to differentiate ourselves from the competition. We believe that the principal competitive factors necessary to be successful in our industry include product quality and effectiveness, time-to-market, price, reputation, financial stability, breadth of product offerings, customer support, brand recognition, and effective sales and marketing efforts.

In addition to the competition we face from direct competitors, we face indirect or potential competition from retailers, application providers, operating system providers, network equipment manufacturers, and other OEMs who may provide various solutions and functions in their current and future products. We also compete for access to retail distribution channels and for spending at the retail level and in corporate accounts. In addition, we compete with other software companies, operating system providers, network equipment manufacturers, and other OEMs to acquire technologies, products, or companies and to publish software developed by third parties. We also compete with other software companies in our effort to place our products on the computer equipment sold to consumers and enterprises by OEMs.

Most of the channels in which our products are offered are highly competitive. Some of our consumer competitors are intensely focused on customer acquisition, which has led competitors to offer their technology for free, engage in aggressive marketing, or enter into competitive partnerships. We view our competitive landscape as follows:

- Our primary security competitors are McAfee (formerly Intel Security), Microsoft Corporation ("Microsoft"), and Trend Micro Inc. There are also several freeware providers and regional security companies that we compete against.

- For our consumer backup offerings, our primary competitors are Carbonite, Inc. and Dell EMC.

- In Identity Protection, our competitors are the credit bureaus that include Experian, Equifax, and TransUnion, as well as others, such as Affinion, EWS, Intersections, CSID, and LexisNexis.

- In the Secure Socket Layer Certificate market, our primary competitors are Comodo Group, Inc., DigiCert, Inc. and Let's Encrypt.

- In the email security market, our primary competitors are Proofpoint, Inc. and Microsoft.

- Our primary competitors in the managed security services business are SecureWorks Corporation and International Business Machines Corporation ("IBM").

- Our principal competitors in the web security gateway market are McAfee, Zscaler, Inc. ("Zscaler"), Forcepoint LLC and Cisco Systems, Inc. ("Cisco"). In addition, we expect additional competition from other established and emerging companies as the web security gateway market continues to develop and expand through further consolidation.

- Our principal competitors in the cloud security services market are Zscaler and Cisco. In addition, we expect additional competition from other established and emerging companies as the market for security-as-a-service continues to develop and expand and as consolidation occurs.

- Our principal competitors in the advanced threat protection market and incident response, analytics and forensics market include McAfee, IBM and Dell EMC as well as independent security vendors such as Palo Alto Networks Inc., FireEye, Inc., Niksun and Trend Micro Inc. Further, as new IT budgets are created to support next-generation threat protection, we expect to compete with more highly specialized vendors as well as larger vendors that may continue to acquire or bundle their products.

- Our principal competitors in the WAN optimization market are Riverbed Technology, Inc. and Cisco. In addition, we expect additional competition from other established and emerging companies as the WAN optimization market continues to develop and expand and as consolidation occurs.

Intellectual property

Protective measures

We regard some of the features of our internal operations, software, and documentation as proprietary and rely on copyright, patent, trademark and trade secret laws, confidentiality procedures, contractual arrangements, and other measures to protect our proprietary information. Our intellectual property is an important and valuable asset that enables us to gain recognition for our products, services, and technology and enhance our competitive position.

As part of our confidentiality procedures, we generally enter into non-disclosure agreements with our employees, distributors, and corporate partners and we enter into license agreements with respect to our software, documentation, and other proprietary information. These license agreements are generally non-transferable and have either a perpetual or subscription based time limited term. We also educate our employees on trade secret protection and employ measures to protect our facilities, equipment, and networks.

Trademarks, patents, copyrights, and licenses

Symantec and the Symantec logo are trademarks or registered trademarks in the U.S. and other countries. In addition to Symantec and the Symantec logo, we have used, registered, or applied to register other specific trademarks and service marks to help distinguish our products, technologies, and services from those of our competitors in the U.S. and foreign countries and jurisdictions. We enforce our trademark, service mark, and trade name rights in the U.S. and abroad. The duration of our trademark registrations varies from country to country, and in the U.S. we generally are able to maintain our trademark rights and renew any trademark registrations for as long as the trademarks are in use.

We have approximately 2,100 patents, in addition to foreign patents and pending U.S. and foreign patent applications, which relate to various aspects of our products and technology. The duration of our patents is determined by the laws of the country of issuance and for the U.S. is typically 17 years from the date of issuance of the patent or 20 years from the date of filing of the patent application resulting in the patent, which we believe is adequate relative to the expected lives of our products.

Our products are protected under U.S. and international copyright laws and laws related to the protection of intellectual property and proprietary information. We take measures to label such products with the appropriate proprietary rights notices, and we actively enforce such rights in the U.S. and abroad. However, these measures may not provide sufficient protection, and our intellectual property rights may be challenged. In addition, we license some intellectual property from third parties for use in our products, and generally must rely on the third party to protect the licensed intellectual property rights. While we believe that our ability to maintain and protect our intellectual property rights is important to our success, we also believe that our business as a whole is not materially dependent on any particular patent, trademark, license, or other intellectual property right.

Seasonality

As is typical for many large technology companies, our business is seasonal. Orders are generally higher in our third and fourth fiscal quarters and lower in our first and second fiscal quarters. Revenue generally reflects similar seasonal patterns but to a lesser extent than orders because revenue is not recognized until an order is shipped or services are performed and other revenue recognition criteria are met, and because a significant portion of our in-period revenue comes from our deferred revenue balance.

Employees

As of March 31, 2017, we employed more than 13,000 people worldwide.

Available information

Our Internet home page is located at *www.symantec.com.* We make available free of charge our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports as soon as reasonably practicable after we electronically file such material with the Securities and Exchange Commission ("SEC") on our investor relations website located at *www.symantec.com/invest*. The information contained, or referred to, on our website is not part of this annual report unless expressly noted. The SEC maintains a website that contains reports, proxy and information statements, and other information regarding our filings at *http://www.sec.gov.* In addition, you may read and copy any filing that we make with the SEC at the public reference room maintained by the SEC, located at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information about the public reference room.

Item 1A. *Risk Factors*

A description of the risk factors associated with our business is set forth below. The list is not exhaustive and you should carefully consider these risks and uncertainties before investing in our common stock.

If we are unsuccessful at addressing our business challenges, our business and results of operations may be adversely affected and our ability to invest in and grow our business could be limited.

For the last few years, we have experienced a number of transitions as we have attempted to revitalize our business model, improve execution and innovate new products and services. These transitions have involved changes to management and other key personnel, shifts in our strategic direction and, more recently, changes to our corporate structure as a result of the divestiture of Veritas and the acquisition of Blue Coat. In particular, in connection with our acquisition of Blue Coat, we experienced changes to our executive team during the second and third quarters of fiscal 2017, appointing three former Blue Coat executive officers to the positions of Chief Executive Officer, President and Chief Operating Officer, and Executive Vice President and Chief Financial Officer. Transitions of these kind can be disruptive, can result in the loss of institutional focus and employee morale and make the execution of business strategies more difficult. We are also focused on addressing dynamic and accelerating market trends, such as the continued decline in the PC market, the market shifts towards mobility, the continued transition towards cloud-based solutions and architectural shifts in the provision of security, all of which has made it more difficult for us to compete effectively and requires us to improve our product and service offerings. We may experience delays in the anticipated timing of activities related to our efforts to address these challenges and higher than expected or unanticipated execution costs. In addition, we are vulnerable to increased risks associated with these efforts and the broad range of geographic regions in which we and our customers and partners operate. If we do not succeed in these efforts, or if these efforts are more costly or time-consuming than expected, our business and results of operations may be adversely affected, which could limit our ability to invest in and grow our business.

Fluctuations in demand for our products and services are driven by many factors, and a decrease in demand for our products could adversely affect our financial results.

We are subject to fluctuations in demand for our products and services due to a variety of factors, including market transitions, general economic conditions, competition, product obsolescence, technological change, shifts in buying patterns, financial difficulties and budget constraints of our current and potential customers, awareness of security threats to IT systems and other factors. While such factors may, in some periods, increase product sales, fluctuations in demand can also negatively impact our product sales. If demand for our products and solutions declines, whether due to general economic conditions or a shift in buying patterns, our revenues and margins would likely be adversely affected.

Additionally, since Blue Coat's business historically experienced a major product refresh cycle approximately once every five years, as hardware appliances reach the end of their useful life, we anticipate that we will experience fluctuations in demand as we enter and exit cycles in which many of our customers refresh their install base of hardware appliance products with our latest equipment, replacing older versions of the hardware that have reached the end of their useful life and are no longer supported under maintenance contracts. Our appliances generally have a five year end-of-life date from the date of purchase, which we expect will extend refresh cycles for our hardware appliances over a multi-year period and reduce the impact of a product refresh cycle in any one period. However, we cannot assure you that we will not experience uneven demand for these products in any one period, causing our business and results of operations to be adversely affected.

A refresh cycle also creates an opportunity for our competitors to try to displace our existing product deployments for our customers, who may be more inclined to consider other product solutions at a time when they otherwise need to replace our existing products that have reached the end of their useful life. The extent to which customers decide to refresh by purchasing products from our current or future competitors as opposed to purchasing our new products may significantly impact our current period product revenues as well as future service revenue.

Our business depends on customers renewing their arrangements for maintenance, subscriptions, managed security services and SaaS offerings.

A large portion of our revenue is derived from arrangements for maintenance, subscriptions, managed security services and SaaS offerings, yet existing customers have no contractual obligation to purchase additional solutions after the initial subscription or contract period. Our customers' renewal rates may decline or fluctuate as a result of a number of factors, including their level of satisfaction with our solutions or our customer support, customer budgets and the pricing of our solutions compared with the solutions offered by our competitors, any of which may cause our revenue to grow more slowly than expected, if at all. Accordingly, we must invest significant time and resources in providing ongoing value to our customers. If these efforts fail, or if our customers do not renew for other reasons, or if they renew on terms less favorable to us, our revenue may decline and our business will suffer.

If we are unable to develop new and enhanced products and services that achieve widespread market acceptance, or if we are unable to continually improve the performance, features, and reliability of our existing products and services or adapt our business model to keep pace with industry trends, our business and operating results could be adversely affected.

Our future success depends on our ability to respond to the rapidly changing needs of our customers by developing or introducing new products, product upgrades and services on a timely basis. We have in the past incurred, and will continue to incur, significant research and development expenses as we strive to remain competitive. Additionally, we must continually address the challenges of dynamic and accelerating market trends, such as the emergence of advanced persistent threats in the security space, the continued decline in the PC market and the market shift towards mobility and the increasing transition towards cloud-based solutions, all of which have made it more difficult for us to compete effectively. For example, we have been increasingly investing in solutions that address the cloud security market, particularly our acquisition of Blue Coat, but we cannot be certain that the cloud security market will develop at a rate or in the manner we expect or that we will be able to compete successfully with more established competitors in the cloud security market. Customers may require features and capabilities that our current solutions do not have. Our failure to develop solutions that satisfy customer preferences in a timely and cost-effective manner may harm our ability to renew our subscriptions with existing customers and to create or increase demand for our solutions and may adversely impact our operating results. New product development and introduction involves a significant commitment of time and resources and is subject to a number of risks and challenges including:

- Managing the length of the development cycle for new products and product enhancements, which has frequently been longer than we originally expected;
- Adapting to emerging and evolving industry standards and to technological developments by our competitors and customers;
- Extending the operation of our products and services to new and evolving platforms, operating systems and hardware products, such as mobile devices;
- Entering into new or unproven markets with which we have limited experience;
- Managing new product and service strategies for the markets in which we operate;
- Addressing trade compliance issues affecting our ability to ship our products;
- Developing or expanding efficient sales channels; and
- Obtaining sufficient licenses to technology and technical access from operating system software vendors on reasonable terms to enable the development and deployment of interoperable products, including source code licenses for certain products with deep technical integration into operating systems.

If we are not successful in managing these risks and challenges, or if our new products, product upgrades and services are not technologically competitive or do not achieve market acceptance, our business and operating results could be adversely affected.

We operate in a highly competitive environment, and our competitors may gain market share in the markets for our products that could adversely affect our business and cause our revenues to decline.

We operate in intensely competitive markets that experience rapid technological developments, changes in industry standards, changes in customer requirements and frequent new product introductions and improvements. If we are unable to anticipate or react to these competitive challenges or if existing or new competitors gain market share in any of our markets, our competitive position could weaken and we could experience a decline in our sales that could adversely affect our business and operating results. To compete successfully, we must maintain an innovative research and development effort to develop new products and services and enhance existing products and services, effectively adapt to changes in the technology or product rights held by our competitors, appropriately respond to competitive strategies and effectively adapt to technological changes and changes in the ways that our information is accessed, used and stored within our enterprise and consumer markets. If we are unsuccessful in responding to our competitors or to changing technological and customer demands, our competitive position and our financial results could be adversely affected.

Our competitors include software vendors that offer software products that directly compete with our product offerings. In addition to competing with these vendors directly for sales to end-users of our products, we compete with them for the opportunity to have our products bundled with the product offerings of our strategic partners such as computer hardware OEMs and ISPs. Our competitors could gain market share from us if any of these strategic partners replace our products with the products of our competitors or if these partners more actively promote our competitors' products than our products. In addition, software vendors who have bundled our products with theirs may choose to bundle their software with their own or other vendors' software or may limit our access to standard product interfaces and inhibit our ability to develop products for their platform. In the future, further product development by these vendors could cause our software applications and services to become redundant, which could significantly impact our sales and financial results.

We face growing competition from network equipment, computer hardware manufacturers, large operating system providers and other technology companies, as well as from companies in the identity threat protection space such as credit bureaus. Many of these competitors are increasingly developing and incorporating into their products data protection software that competes at some levels with our product offerings. Our competitive position could be adversely affected to the extent that our customers perceive the functionality incorporated into these products as replacing the need for our products.

Security protection is also offered by some of our competitors at prices lower than our prices or, in some cases is offered free of charge. Some companies offer the lower-priced or free security products within their computer hardware or software products that we believe are inferior to our products and SaaS offerings. Our competitive position could be adversely affected to the extent that our customers perceive these security products as replacing the need for more effective, full featured products and services, such as those that we provide. The expansion of these competitive trends could have a significant negative impact on our sales and financial results by causing, among other things, price reductions of our products, reduced profitability and loss of market share.

Many of our competitors have greater financial, technical, sales, marketing or other resources than we do and consequently, may have the ability to influence customers to purchase their products instead of ours. Further consolidation within our industry or other changes in the competitive environment could result in larger competitors that compete with us on several levels. We also face competition from many smaller companies that specialize in particular segments of the markets in which we compete.

Reduced trust in our SSL/TLS certificates could adversely affect our website security business.

Our website security business depends on the widespread acceptance of the digital certificates we provide to enable communications security infrastructure. We have in the past issued, and may in the future issue, SSL/TLS certificates out of compliance with the requirements of the Certificate Authority and Browser Forum Baseline Requirements. Failures of this kind could cause popular browsers to reduce or eliminate trust in our SSL/TSL certificates or the related roots or otherwise disrupt our position as a leading certificate authority. For example, Google recently issued a proposal to reduce trust in our SSL/TSL certificates based on our past issuance of non-compliant certificates. If any popular browser reduced trust in our SSL/TSL certificates or roots, it would damage our brand and cause our SSL/TSL certificates to fail to interoperate, resulting in customer attrition for our website security business, which could adversely affect our results of operations and our stock price.

Fluctuations in our quarterly financial results have affected the trading price of our outstanding securities in the past and could affect the trading price of outstanding securities in the future.

Our quarterly financial results have fluctuated in the past and are likely to vary significantly in the future due to a number of factors, many of which are outside of our control. If our quarterly financial results or our predictions of future financial results fail to meet our expectations or the expectations of securities analysts and investors, the trading price of our outstanding securities could be negatively affected. Any volatility in our quarterly financial results may make it more difficult for us to raise capital in the future or pursue acquisitions that involve issuances of our stock. Our operating results for prior periods may not be effective predictors of our future performance.

Factors associated with our industry, the operation of our business, and the markets for our products may cause our quarterly financial results to fluctuate, including:

- Fluctuations in demand for any of our products and services;
- Entry of new competition into our markets;
- Competitive pricing pressure for one or more of our classes of products;

- Our ability to timely complete the release of new or enhanced versions of our products;
- How well we execute our strategy and operating plans and the impact of changes in our business operations or business model that could result in significant restructuring charges;
- The impact of future acquisitions;
- Fluctuations in foreign currency exchange rates;
- The number, severity, and timing of threat outbreaks (e.g. worms, viruses, malware, ransomware and other malicious threats);
- Our resellers making a substantial portion of their purchases near the end of each quarter;
- Enterprise customers' tendency to negotiate site licenses near the end of each quarter;
- Our sales cycle, which may lengthen as the complexity of products and competition in our markets increases;
- The timing of and rate and discounts at which customers replace older versions of the hardware that reach end of life;
- Cancellation, deferral, or limitation of orders by customers;
- Changes in the mix or type of products sold;
- Movements in interest rates;
- The rate of adoption of new product technologies and new releases of operating systems;
- Changes in accounting rules;
- Weakness or uncertainty in general economic or industry conditions in any of the multiple markets in which we operate that could reduce customer demand and ability to pay for our products and services;
- Political and military instability, which could slow spending within our target markets, delay sales cycles, and otherwise adversely affect our ability to generate revenues and operate effectively;
- Budgetary constraints of customers, which are influenced by corporate earnings and government budget cycles and spending objectives;
- Disruptions in our business operations or target markets caused by, among other things, earthquakes, floods, or other natural disasters affecting our headquarters located in Silicon Valley, California, an area known for seismic activity, or our other locations worldwide;
- Acts of war or terrorism;
- Intentional disruptions by third parties; and
- Health or similar issues, such as a pandemic.

Any of the foregoing factors could cause the trading price of our outstanding securities to fluctuate significantly.

Our business models present execution and competitive risks.

In recent years, our SaaS offerings have become increasingly critical in our business. Our competitors are rapidly developing and deploying SaaS offerings for consumers and business customers. Pricing and delivery models are evolving. Devices and form factors influence how users access services in the cloud. We are making significant investments in, and devoting significant resources to develop and deploy, our own SaaS strategies, including our acquisition of Blue Coat in August 2016. We cannot assure you that our investments in and development of SaaS offerings will achieve the expected returns for us or that we will be able to compete successfully in the marketplace. In addition to software development costs, we are incurring costs to build and maintain infrastructure to support SaaS offerings. These costs may reduce the operating margins we have previously achieved. Whether we are successful in this business model depends on our execution in a number of areas, including:

- Continuing to innovate and bring to market compelling cloud-based experiences that generate increasing traffic and market share; and
- Ensuring that our SaaS offerings meet the reliability expectations of our customers and maintain the security of their data.

We may need to change our pricing models to compete successfully.

The intense competition we face in the sales of our products and services and general economic and business conditions can put pressure on us to change our prices. If our competitors offer deep discounts on certain products or services or develop products that the marketplace considers more valuable, we may need to lower prices or offer other favorable terms in order to compete successfully. Any such changes may reduce margins and could adversely affect operating results. Additionally, the increasing prevalence of cloud and SaaS delivery models offered by us and our competitors may unfavorably impact pricing in both our on-premise enterprise software business and our cloud business, as well as overall demand for our on-premise software product and service offerings, which could reduce our revenues and profitability. Our competitors may offer lower pricing on their support offerings, which could put pressure on us to further discount our product or support pricing.

Any broad-based change to our prices and pricing policies could cause our revenues to decline or be delayed as our sales force implements and our customers adjust to the new pricing policies. We or our competitors may bundle products for promotional purposes or as a long-term go-to-market or pricing strategy or provide guarantees of prices and product implementations. These practices could, over time, significantly constrain the prices that we can charge for certain of our products. If we do not adapt our pricing models to reflect changes in customer use of our products or changes in customer demand, our revenues could decrease. The increase in open source software distribution may also cause us to change our pricing models.

Defects, disruptions or risks related to the provision of our SaaS offerings could impair our ability to deliver our services and could expose us to liability, damage our brand and reputation or otherwise negatively impact our business.

Our SaaS offerings may contain errors or defects that users identify after they begin using them that could result in unanticipated service interruptions, which could harm our reputation and our business. Since our customers use our SaaS offerings for mission-critical protection from threats to electronic information, endpoint devices, and computer networks, any errors, defects, disruptions in service or other performance problems with our SaaS offerings could significantly harm our reputation and may damage our customers' businesses. If that occurs, customers could elect not to renew, or delay or withhold payment to us, we could lose future sales or customers may make warranty or other claims against us, which could result in an increase in our provision for doubtful accounts, an increase in collection cycles for accounts receivable or the expense and risk of litigation.

We currently serve our SaaS-based customers from hosting facilities located across the globe. Damage to, or failure of, any significant element of these hosting facilities could result in interruptions in our service, which could harm our customers and expose us to liability. Interruptions or failures in our service delivery could cause customers to terminate their subscriptions with us, could adversely affect our renewal rates, and could harm our ability to attract new customers. Our business would also be harmed if our customers believe that our SaaS offerings are unreliable.

We collect, use, disclose, store or otherwise process personal information, which subjects us to privacy and data security laws and contractual commitments, and our actual or perceived failure to comply with such laws and commitments could harm our business.

We collect, use, store or disclose (collectively, "process") an increasingly large amount of personal information, including from employees and customers, in connection with the operation of our business. The volume, variety and velocity of the personal information we process increased significantly as a result of our acquisition of LifeLock in February 2017, as its identity and fraud protection offerings rely on large data repositories of personal information and consumer transactions.

The personal information we process is subject to an increasing number of federal, state, local and foreign laws regarding privacy and data security, as well as contractual commitments. Any failure or perceived failure by us to comply with such obligations may result in governmental enforcement actions, fines, litigation, or public statements against us by consumer advocacy groups or others and could cause our customers to lose trust in us, which could have an adverse effect on our reputation and business. Our customers may also accidentally disclose their passwords or store them on a device that is lost or stolen, creating the perception that our systems are not secure against third-party access.

Additionally, if third parties that we work with, such as vendors or developers, violate applicable laws or our policies, such violations may also place personal information at risk and have an adverse effect on our business. Changes to applicable privacy or data security laws could impact how we process personal information, and therefore limit the effectiveness of our products, services or features, or our ability to develop new products, services or features.

Our acquisitions and divestitures create special risks and challenges that could adversely affect our future financial results.

As part of our business strategy, we may acquire or divest businesses or assets. These activities can involve a number of special risks and challenges, including:

- Complexity, time and costs associated with managing these transactions, including the integration of acquired business operations, workforce, products, and technologies;
- Diversion of management time and attention;
- Loss or termination of employees, including costs associated with the termination or replacement of those employees;
- Assumption of liabilities of the acquired business or assets, including litigation related to the acquired business or assets;
- The addition of acquisition-related debt as well as increased expenses and working capital requirements;
- Dilution of stock ownership of existing stockholders;
- Increased or unexpected costs, unanticipated delays or failure to meet contractual obligations; and
- Substantial accounting charges for restructuring and related expenses, write-off of in-process research and development, impairment of goodwill, amortization of intangible assets, and stock-based compensation expense.

If integration of our acquired businesses is not successful, we may not realize the potential benefits of an acquisition or suffer other adverse effects. To integrate acquired businesses, we must integrate and manage the personnel and technology systems of the acquired operations. We also must effectively integrate the different cultures of acquired business organizations into our own in a way that aligns various interests, and may need to enter new markets in which we have no or limited experience and where competitors in such markets have stronger market positions. Moreover, to be successful, some acquisitions, particularly acquisitions of large, complex companies, such as Blue Coat and LifeLock, depend on large-scale product, technology and sales force integrations that are difficult to complete on a timely basis or at all, and may be more susceptible to the special risks and challenges described above.

Any of the foregoing, and other factors, could harm our ability to achieve anticipated levels of profitability or other financial benefits from our divested or acquired businesses or assets or to realize other anticipated benefits of divestitures or acquisitions, such as anticipated operating efficiencies or other cost savings.

If we fail to manage our sales and distribution channels effectively, or if our partners choose not to market and sell our products to their customers, our operating results could be adversely affected.

We sell our products to customers around the world through multi-tiered sales and distribution networks.

Sales through these different channels involve distinct risks, including the following:

Direct Sales. A significant portion of our revenues from enterprise products is derived from sales by our direct sales force to end-users. Special risks associated with direct sales include:

- Longer sales cycles associated with direct sales efforts;
- Difficulty in hiring, retaining, and motivating our direct sales force, particularly through periods of transition in our organization; and
- Substantial amounts of training for sales representatives to become productive in selling our products and services, including regular updates to cover new and revised products, and associated delays and difficulties in recognizing the expected benefits of investments in new products and updates.

Indirect Sales Channels. A significant portion of our revenues is derived from sales through indirect channels, including distributors that sell our products to end-users and other resellers. This channel involves a number of risks, including:

- Our lack of control over the timing of delivery of our products to end-users;
- Our resellers and distributors are generally not subject to minimum sales requirements or any obligation to market our products to their customers;
- Our reseller and distributor agreements are generally nonexclusive and may be terminated at any time without cause;
- Our resellers and distributors frequently market and distribute competing products and may, from time to time, place greater emphasis on the sale of these products due to pricing, promotions, and other terms offered by our competitors; and
- The consolidation of electronics retailers has increased their negotiating power with respect to hardware and software providers such as us.

OEM Sales Channels. A portion of our revenues is derived from sales through our OEM partners that incorporate our products into, or bundle our products with, their products. Our reliance on this sales channel involves many risks, including:

- Our lack of control over the volume of systems shipped and the timing of such shipments;
- Our OEM partners are generally not subject to minimum sales requirements or any obligation to market our products to their customers;
- Our OEM partners may terminate or renegotiate their arrangements with us and new terms may be less favorable due to competitive conditions in our markets and other factors;
- Sales through our OEM partners are subject to changes in general economic conditions, strategic direction, competitive risks, and other issues that could result in a reduction of OEM sales;
- The development work that we must generally undertake under our agreements with our OEM partners may require us to invest significant resources and incur significant costs with little or no assurance of ever receiving associated revenues;
- The time and expense required for the sales and marketing organizations of our OEM partners to become familiar with our products may make it more difficult to introduce those products to the market; and

- Our OEM partners may develop, market, and distribute their own products and market and distribute products of our competitors, which could reduce our sales.

If we fail to manage our sales and distribution channels successfully, these channels may conflict with one another or otherwise fail to perform as we anticipate, which could reduce our sales and increase our expenses as well as weaken our competitive position. Some of our distribution partners have experienced financial difficulties in the past, and if our partners suffer financial difficulties in the future because of general economic conditions or for other reasons, these partners may delay paying their obligations to us and we may have reduced sales or increased bad debt expense that could adversely affect our operating results. In addition, reliance on multiple channels subjects us to events that could cause unpredictability in demand, which could increase the risk that we may be unable to plan effectively for the future, and could result in adverse operating results in future periods.

Over the long term we intend to invest in research and development activities, and these investments may achieve delayed, or lower than expected, benefits which could harm our operating results.

While we continue to focus on managing our costs and expenses, over the long term, we also intend to invest significantly in research and development activities as we focus on organic growth through internal innovation in each of our business segments. We believe that we must continue to dedicate a significant amount of resources to our research and development efforts to maintain our competitive position, and that the level of these investments will increase in future periods as the Blue Coat acquisition has expanded our focus areas. We recognize the costs associated with these research and development investments earlier than the anticipated benefits, and the return on these investments may be lower, or may develop more slowly, than we expect. If we do not achieve the benefits anticipated from these investments, or if the achievement of these benefits is delayed, our operating results may be adversely affected.

Changes in industry structure and market conditions could lead to charges related to discontinuances of certain of our products or businesses and asset impairments.

In response to changes in industry and market conditions, we may be required to strategically reallocate our resources and consider restructuring, disposing of or otherwise exiting businesses. Any decision to limit investment in or dispose of or otherwise exit businesses may result in the recording of special charges, such as inventory and technology-related write-offs, workforce reduction costs, charges relating to consolidation of excess facilities or claims from third parties who were resellers or users of discontinued products. Our estimates with respect to the useful life or ultimate recoverability of our carrying basis of assets, including purchased intangible assets, could change as a result of such assessments and decisions. Although in certain instances our supply agreements allow us the option to cancel, reschedule and adjust our requirements based on our business needs prior to firm orders being placed, our loss contingencies may include liabilities for contracts that we cannot cancel, reschedule or adjust with contract manufacturers and suppliers.

Further, our estimates relating to the liabilities for excess facilities are affected by changes in real estate market conditions. Additionally, we are required to evaluate goodwill impairment on an annual basis and between annual evaluations in certain circumstances, and future goodwill impairment evaluations may result in a charge to earnings.

Our inability to successfully recover from a disaster or other business continuity event could impair our ability to deliver our products and services and harm our business.

We are heavily reliant on our technology and infrastructure to provide our products and services to our customers. For example, we host many of our products using third-party data center facilities and we do not control the operation of these facilities. These facilities are vulnerable to damage, interruption or performance problems from earthquakes, hurricanes, floods, fires, power loss, telecommunications failures and similar events. They are also subject to break-ins, computer viruses, sabotage, intentional acts of vandalism and other misconduct. The occurrence of a natural disaster or an act of terrorism, a decision to close the facilities without adequate notice or other unanticipated problems could result in lengthy interruptions in the delivery of our products and services.

Furthermore, our business administration, human resources and finance services depend on the proper functioning of our computer, telecommunication and other related systems and operations. A disruption or failure of these systems or operations because of a disaster or other business continuity event could cause data to be lost or otherwise delay our ability to complete sales and provide the highest level of service to our customers. In addition, we could have difficulty producing accurate financial statements on a timely basis, which could adversely affect the trading value of our stock. Although we endeavor to ensure there is redundancy in these systems and that they are regularly backed-up, there are no assurances that data recovery in the event of a disaster would be effective or occur in an efficient manner, including the operation of our global civilian cyber intelligence threat network.

Any errors, defects, disruptions or other performance problems with our products and services could harm our reputation and may damage our customers' businesses. For example, we may experience disruptions, outages and other performance problems due to a variety of factors, including infrastructure changes, human or software errors, capacity constraints due to an overwhelming number of users accessing our website simultaneously, fraud or security attacks. In some instances, we may not be able to identify the cause or causes of these performance problems within an acceptable period of time. Interruptions in our products and services, including the operation of our global civilian cyber intelligence threat network, could impact our revenues or cause customers to cease doing business with us. In addition, our business would be harmed if any of events of this nature caused our customers and potential customers to believe our services are unreliable. Our operations are dependent upon our ability to protect our technology infrastructure against damage from business continuity events that could have a significant disruptive effect on our operations. We could potentially lose customer data or experience material adverse interruptions to our operations or delivery of services to our clients in a disaster recovery scenario.

We may experience difficulties in realizing the expected benefits of the acquisition of Blue Coat and LifeLock and may continue to incur significant acquisition-related costs and transition costs in connection with these acquisitions.

We completed the acquisition of Blue Coat in the second quarter of fiscal 2017 and LifeLock in the fourth quarter of fiscal 2017. We have invested and continue to invest substantial monetary and other resources in the integration of these companies. The success of each acquisition depends in part on our ability to realize the anticipated business opportunities, including certain cost savings and operational efficiencies or synergies and growth prospects from combining the respective companies with Symantec in an efficient and effective manner. We may never realize these business opportunities and growth prospects. We may incur additional costs to maintain employee morale and to retain key employees. Management cannot ensure that the elimination of duplicative costs or the realization of other efficiencies will offset the transaction and integration costs in the near term or at all.

Additionally, we may encounter difficulties surrounding the integration of these companies, which could delay or prevent our achievement of the expected benefits from the respective acquisition. Moreover, risks specific to the acquired businesses could also delay or prevent our achievement of the expected benefits from the respective acquisition. For example, since LifeLock's identity and fraud protection products depend extensively upon continued access to and receipt of credible, timely and complete data from external sources, including data received from customers, vendors who are also competitors and fulfillment partners, the value we derive from the LifeLock acquisition, our competitive position and our business, results of operations, and financial condition could be harmed as a result of our loss of access to data sources or reliance on sources that prove to be ineffective or inaccurate.

As a result of our acquisition of LifeLock, our Consumer Digital Safety segment became subject to increased regulation, which could impede our ability to market and provide our services or adversely affect our business, financial position and results of operations.

As a result of our acquisition of LifeLock, a portion of our Consumer Digital Safety segment became subject to increased regulation, including a wide variety of federal, state, and local laws and regulations, including the Fair Credit Reporting Act, the Gramm-Leach-Bliley Act, the Federal Trade Commission Act ("FTC Act"), and comparable state laws that are patterned after the FTC Act. Moreover, LifeLock entered into consent decrees and similar arrangements with the Federal Trade Commission (the "FTC") and 35 states' attorneys general in 2010, and a settlement with the FTC in 2015 relating to allegations that certain of LifeLock's advertising and marketing practices constituted deceptive acts or practices in violation of the FTC Act, which impose additional restrictions on the LifeLock business within our Consumer Digital Safety segment, including prohibitions against making any misrepresentation of "the means, methods, procedures, effects, effectiveness, coverage, or scope of" LifeLock's identity theft protection services. Any of the laws and regulations that apply to our business are subject to revision or new or changed interpretations, and we cannot predict the impact of such changes on our business.

Additionally, as a result of our LifeLock acquisition, aspects of our Consumer Digital Safety segment are subject to the broad regulatory, supervisory, and enforcement powers of the Consumer Financial Protection Bureau (CFPB) and may exercise authority with respect to our services, or the marketing and servicing of those services, by overseeing our financial institution or credit reporting agency customers and suppliers, or by otherwise exercising its supervisory, regulatory, or enforcement authority over consumer financial products and services.

Any cost reduction initiatives that we undertake may not deliver the results we expect, and these actions may adversely affect our business.

In May 2016 we announced a fiscal 2017 restructuring plan to be achieved by the end of fiscal 2018. This initiative could result in disruptions to our operations. Any cost-cutting measures could also negatively impact our business by delaying the introduction of new products or technologies, interrupting service of additional products, or impacting employee retention. In addition, we cannot be sure that the cost reduction and streamlining initiatives will be as successful in reducing our overall expenses as we expect or that additional costs will not offset any such reductions or streamlining. If our operating costs are higher than we expect or if we do not maintain adequate control of our costs and expenses, our results of operations will suffer.

Our international operations involve risks that could increase our expenses, adversely affect our operating results, and require increased time and attention of our management.

We derive a substantial portion of our revenues from customers located outside of the U.S. and we have significant operations outside of the U.S., including engineering, sales, customer support, and production. We have expanded through our acquisition of Blue Coat and expect further expansion of our international operations, but such expansion is contingent upon our identification of growth opportunities. Our international operations are subject to risks in addition to those faced by our domestic operations, including:

- Potential loss of proprietary information due to misappropriation or laws that may be less protective of our intellectual property rights than U.S. laws or that may not be adequately enforced;

- Requirements of foreign laws and other governmental controls, including trade and labor restrictions and related laws that reduce the flexibility of our business operations;
- Regulations or restrictions on the use, import, or export of encryption technologies that could delay or prevent the acceptance and use of encryption products and public networks for secure communications;
- Local business and cultural factors that differ from our normal standards and practices, including business practices that we are prohibited from engaging in by the Foreign Corrupt Practices Act and other anti-corruption laws and regulations;
- Central bank and other restrictions on our ability to repatriate cash from our international subsidiaries or to exchange cash in international subsidiaries into cash available for use in the U.S.;
- Fluctuations in currency exchange rates, economic instability and inflationary conditions could reduce our customers' ability to obtain financing for software products or could make our products more expensive or could increase our costs of doing business in certain countries;
- Limitations on future growth or inability to maintain current levels of revenues from international sales if we do not invest sufficiently in our international operations;
- Longer payment cycles for sales in foreign countries and difficulties in collecting accounts receivable;
- Difficulties in staffing, managing, and operating our international operations, including difficulties related to administering our stock plans in some foreign countries;
- Difficulties in coordinating the activities of our geographically dispersed and culturally diverse operations;
- Seasonal reductions in business activity in the summer months in Europe and in other periods in other countries;
- Costs and delays associated with developing software and providing support in multiple languages; and
- Political unrest, war, or terrorism, or regional natural disasters, particularly in areas in which we have facilities.

A significant portion of our transactions outside of the U.S. is denominated in foreign currencies. Accordingly, our revenues and expenses will continue to be subject to fluctuations in foreign currency rates. For example, in recent periods the U.S. dollar has strengthened significantly against the Euro and other major currencies, which has adversely impacted our reported international revenue. We expect to be affected by fluctuations in foreign currency rates in the future, especially if international sales continue to grow as a percentage of our total sales or our operations outside the U.S. continue to increase.

The level of corporate income tax from sales to our non-U.S. customers is generally less than the level of tax from sales to our U.S. customers. This benefit is contingent upon existing tax regulations in the U.S. and in the countries in which our international operations are located. Future changes in domestic or international tax regulations could adversely affect our ability to continue to realize these tax benefits.

Our products are complex and operate in a wide variety of environments, systems, applications and configurations, which could result in errors or product failures.

Because we offer very complex products, undetected errors, failures, or bugs may occur, especially when products are first introduced or when new versions are released. Our products are often installed and used in large-scale computing environments with different operating systems, system management software, and equipment and networking configurations, which may cause errors or failures in our products or may expose undetected errors, failures, or bugs in our products. Our customers' computing environments are often characterized by a wide variety of standard and nonstandard configurations that make pre-release testing for programming or compatibility errors very difficult and time-consuming. In addition, despite testing by us and others, errors, failures, or bugs may not be found in new products or releases until after commencement of commercial shipments. In the past, we have discovered software errors, failures, and bugs in certain of our product offerings after their introduction and, in some cases, have experienced delayed or lost revenues as a result of these errors.

Errors, failures, or bugs in products released by us could result in negative publicity, damage to our brand, product returns, loss of or delay in market acceptance of our products, loss of competitive position, or claims by customers or others. Many of our end-user customers use our products in applications that are critical to their businesses and may have a greater sensitivity to defects in our products than to defects in other, less critical, software products. In addition, if an actual or perceived breach of information integrity, security or availability occurs in one of our end-user customer's systems, regardless of whether the breach is attributable to our products, the market perception of the effectiveness of our products could be harmed. Alleviating any of these problems could require significant expenditures of our capital and other resources and could cause interruptions, delays, or cessation of our product licensing, which could cause us to lose existing or potential customers and could adversely affect our operating results.

If we fail to accurately predict our manufacturing requirements and manage our supply chain we could incur additional costs or experience manufacturing delays that could harm our business.

We generally provide forecasts of our requirements to our supply chain partners on a rolling basis. If our forecast exceeds our actual requirements, a supply chain partner may assess additional charges or we may have liability for excess inventory, each of which could negatively affect our gross margin. If our forecast is less than our actual requirements, the applicable supply chain partner may have insufficient time or components to produce or fulfill our product requirements, which could delay or interrupt manufacturing of our products or fulfillment of orders for our products, and result in delays in shipments, customer dissatisfaction, and deferral or loss of revenue. Further, we may be required to purchase sufficient inventory to satisfy our future needs in situations where a component or product is being discontinued. If we fail to accurately predict our requirements, we may be unable to fulfill those orders or we may be required to record charges for excess inventory. Any of the foregoing could adversely affect our business, financial condition or results of operations.

We are dependent on original design manufacturers, contract manufacturers and third-party logistics providers to design and manufacture our hardware-based products and to fulfill orders for our hardware-based products.

We depend primarily on original design manufacturers (each of which is a third-party original design manufacturer for numerous companies) to co-design and co-develop the hardware platforms for our products. We also depend on independent contract manufacturers (each of which is a third-party contract manufacturer for numerous companies) to manufacture and fulfill our hardware-based products. These supply chain partners are not committed to design or manufacture our products, or to fulfill orders for our products, on a long-term basis in any specific quantity or at any specific price. In addition, certain of our products or key components of our products are currently manufactured by a single third-party supplier. There are alternative suppliers that could provide components, as our agreements do not provide for exclusivity or minimum purchase quantities, but the transition and qualification from one supplier to another could be lengthy, costly and difficult. Also, from time to time, we may be required to add new supply chain partner relationships or new manufacturing or fulfillment sites to accommodate growth in orders or the addition of new products. It is time consuming and costly to qualify and implement new supply chain partner relationships and new manufacturing or fulfillment sites, and such additions increase the complexity of our supply chain management. Our ability to ship products to our customers could be delayed, and our business and results of operations could be adversely affected if we fail to effectively manage our supply chain partner relationships; if one or more of our original design manufacturers does not meet our development schedules; if one or more of our independent contract manufacturers experiences delays, disruptions or quality control problems in manufacturing our products; if one or more of our third-party logistics providers experiences delays or disruptions or otherwise fails to meet our fulfillment schedules; or if we are required to add or replace original design manufacturers, independent contract manufacturers, third-party logistics providers or fulfillment sites.

In addition, these supply chain partners have access to certain of our critical confidential information and could wrongly disclose or misuse such information or be subject to a breach or other compromise that introduces a vulnerability or other defect in the products manufactured by our supply chain partners. While we take precautions to ensure that hardware manufactured by our independent contractors is reviewed, any espionage acts, malware attacks, theft of confidential information or other malicious cyber incidents perpetrated either directly or indirectly through our independent contractors, may compromise our system infrastructure, expose us to litigation and associated expenses and lead to reputational harm that could result in a material adverse effect on our financial condition and operating results. In addition, we are subject to risks resulting from the perception that certain jurisdictions, including China, do not comply with internationally recognized rights of freedom of expression and privacy and may permit labor practices that are deemed unacceptable under evolving standards of social responsibility. If manufacturing or logistics in these foreign countries is disrupted for any reason, including natural disasters, IT system failures, military or government actions or economic, business, labor, environmental, public health, or political issues, or if the purchase or sale of products from such foreign countries is prohibited or disfavored, our business, financial condition and results of operations could be adversely affected.

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 includes disclosure requirements regarding the use of certain minerals mined from the Democratic Republic of Congo (“DRC”) and adjoining countries and procedures pertaining to a manufacturer’s efforts regarding the source of such minerals. SEC rules implementing these requirements and other international standards, such as the Organisation for Economic Co-operation and Development Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High Risk Areas may have the effect of reducing the pool of suppliers who can supply DRC “conflict free” components and parts, and we may not be able to obtain DRC conflict free products or supplies in sufficient quantities for our products. We may also face reputational challenges with our customers, stockholders and other stakeholders if we are unable to sufficiently verify the origins for the minerals used in our products.

If we do not protect our proprietary information and prevent third parties from making unauthorized use of our products and technology, our financial results could be harmed.

Most of our software and underlying technology is proprietary. We seek to protect our proprietary rights through a combination of confidentiality agreements and procedures and through copyright, patent, trademark and trade secret laws. However, all of these measures afford only limited protection and may be challenged, invalidated or circumvented by third parties. Third parties may copy all or portions of our products or otherwise obtain, use, distribute, and sell our proprietary information without authorization.

Third parties may also develop similar or superior technology independently by designing around our patents. Our shrink- wrap license agreements are not signed by licensees and therefore may be unenforceable under the laws of some jurisdictions. Furthermore, the laws of some foreign countries do not offer the same level of protection of our proprietary rights as the laws of the U.S., and we may be subject to unauthorized use of our products in those countries. The unauthorized copying or use of our products or proprietary information could result in reduced sales of our products. Any legal action to protect proprietary information that we may bring or be engaged in with a strategic partner or vendor could adversely affect our ability to access software, operating system, and hardware platforms of such partner or vendor, or cause such partner or vendor to choose not to offer our products to their customers. In addition, any legal action to protect proprietary information that we may bring or be engaged in, could be costly, may distract management from day-to-day operations, and may lead to additional claims against us, which could adversely affect our operating results.

From time to time we are a party to lawsuits and investigations, which typically require significant management time and attention and result in significant legal expenses, and which could, if not determined favorably, negatively impact our business, financial condition, results of operations, and cash flows.

We have initiated and been named as a party to lawsuits, including patent litigation, class actions and governmental claims and we may be named in additional litigation. The expense of initiating and defending such litigation may be costly and divert management's attention from the day-to-day operations of our business, which could adversely affect our business, results of operations, and cash flows. In addition, an unfavorable outcome in such litigation could result in significant fines, settlements, monetary damages or injunctive relief that could negatively impact our ability to conduct our business, results of operations, and cash flows.

Third parties claiming that we infringe their proprietary rights could cause us to incur significant legal expenses and prevent us from selling our products.

From time to time, third parties may claim that we have infringed their intellectual property rights, including claims regarding patents, copyrights, and trademarks. Because of constant technological change in the segments in which we compete, the extensive patent coverage of existing technologies, and the rapid rate of issuance of new patents, it is possible that the number of these claims may grow. In addition, former employers of our former, current, or future employees may assert claims that such employees have improperly disclosed to us the confidential or proprietary information of these former employers. Any such claim, with or without merit, could result in costly litigation and distract management from day-to-day operations. If we are not successful in defending such claims, we could be required to stop selling, delay shipments of, or redesign our products, pay monetary amounts as damages, enter into royalty or licensing arrangements, or satisfy indemnification obligations that we have with some of our customers. We cannot assure you that any royalty or licensing arrangements that we may seek in such circumstances will be available to us on commercially reasonable terms or at all. We have made and expect to continue making significant expenditures to investigate, defend and settle claims related to the use of technology and intellectual property rights as part of our strategy to manage this risk.

In addition, we license and use software from third parties in our business. These third party software licenses may not continue to be available to us on acceptable terms or at all, and may expose us to additional liability. This liability, or our inability to use any of this third party software, could result in shipment delays or other disruptions in our business that could materially and adversely affect our operating results.

Adverse global economic events may impact our customers' ability to do business with us, thereby harming our business, operating results and financial condition.

Adverse macroeconomic conditions could negatively affect our customers, thereby impacting our business, operating results or financial condition. During challenging economic times and periods of high unemployment, current or potential customers may delay or forgo decisions to license new products or additional instances of existing products, upgrade their existing hardware or operating environments (which upgrades are often a catalyst for new purchases of our software), or purchase services. Customers may also have difficulties in obtaining the requisite third-party financing to complete the purchase of our products and services. Any of these scenarios could adversely affect our business.

Our exposure to credit risk and payment delinquencies on our accounts receivable significantly increases in adverse economic conditions.

An adverse macroeconomic environment could subject us to increased credit risk should customers be unable to pay us, or delay paying us, for previously purchased products and services. Our outstanding accounts receivables are generally not secured. In addition, our standard terms and conditions permit payment within a specified number of days following the receipt of our product. Accordingly, reserves for doubtful accounts and write-offs of accounts receivable may increase. In addition, weakness in the market for end users of our products could harm the cash flow of our distributors and resellers who could then delay paying their obligations to us. This would further increase our credit risk exposure and, potentially, cause delays in our recognition of revenue on sales to these customers. Further, while no customer accounted for more than 10% of our total net revenues in any of fiscal 2017, 2016 and 2015, two distributors and one distributor accounted for 10% of our gross accounts receivable as of March 31, 2017 and April 1, 2016, respectively. The loss of this or other large customers could have a negative impact on our business. While we have procedures to monitor and limit exposure to credit risk on our receivables and have not suffered any material losses to date, there can be no assurance such procedures will continue to effectively limit our credit risk and avoid future losses.

Our effective tax rate may increase, which could increase our income tax expense and reduce (increase) our net income (loss).

Our effective tax rate could be adversely affected by several factors, many of which are outside of our control, including:

- Changes in the relative proportions of revenues and income before taxes in the various jurisdictions in which we operate that have differing statutory tax rates;
- Changing tax laws, regulations, and interpretations in multiple jurisdictions in which we operate, including possible corporate tax reform in the U.S., actions resulting from the Organisation for Economic Co-operation and Development’s base erosion and profit shifting project, proposed actions by international bodies, as well as the requirements of certain tax rulings;
- The tax effects of purchase accounting for acquisitions and restructuring charges that may cause fluctuations between reporting periods;
- Tax assessments, or any related tax interest or penalties that could significantly affect our income tax expense for the period in which the settlements take place; and
- Taxes arising in connection with the recent divestiture of Veritas.

We report our results of operations based on our determination of the aggregate amount of taxes owed in the tax jurisdictions in which we operate. From time to time, we receive notices that a tax authority in a particular jurisdiction believes that we owe a greater amount of tax than we have reported to such authority. We are regularly engaged in discussions and sometimes disputes with these tax authorities. We are engaged in disputes of this nature at this time. If the ultimate determination of our taxes owed in any of these jurisdictions is for an amount in excess of the tax provision we have recorded or reserved for, our operating results, cash flows, and financial condition could be adversely affected.

We cannot predict our future capital needs and we may be unable to obtain financing, which could have a material adverse effect on our business, results of operations and financial condition.

The onset or continuation of adverse economic conditions may make it more difficult to obtain financing for our operations, investing activities (including potential acquisitions or divestitures) or financing activities. Any required financing may not be available on terms acceptable to us, or at all. If we raise additional funds by obtaining loans from third parties, the terms of those financing arrangements may include negative covenants or other restrictions on our business that could impair our financial or operational flexibility, and would also require us to fund additional interest expense. If additional financing is not available when required or is not available on acceptable terms, we may be unable to successfully develop or enhance our software and services through acquisitions in order to take advantage of business opportunities or respond to competitive pressures, which could have a material adverse effect on our software and services offerings, revenues, results of operations and financial condition.

Failure to maintain our credit ratings could adversely affect our liquidity, capital position, ability to hedge certain financial risks, borrowing costs and access to capital markets.

Our credit risk is evaluated by the major independent rating agencies, and such agencies have in the past and could in the future downgrade our ratings. We cannot assure you that we will be able to maintain our current credit ratings, and any additional actual or anticipated changes or downgrades in our credit ratings, including any announcement that our ratings are under further review for a downgrade, may further impact us in a similar manner and may have a negative impact on our liquidity, capital position, ability to hedge certain financial risks and access to capital markets. In addition, changes by any rating agency to our outlook or credit rating could increase the interest we pay on outstanding or future debt.

Our substantial level of indebtedness could adversely affect our financial condition.

As of March 31, 2017, we had an aggregate of $8.3 billion of outstanding indebtedness that will mature between calendar years 2017 and 2025, including approximately $4.6 billion in aggregate principal amount of existing senior notes and $3.7 billion of outstanding term loans under our senior credit facilities, and we may incur additional indebtedness in the future. In addition, as of March 31, 2017, we had $1.0 billion available for borrowing under our revolving credit facility. Our ability to pay interest and repay principal for our substantial level of indebtedness is dependent on our ability to manage our business operations, generate sufficient cash flows to service such debt and the other factors discussed in this section. There can be no assurance that we will be able to manage any of these risks successfully.

Our substantial level of indebtedness could have important consequences, including the following:

- We must use a substantial portion of our cash flow from operations to pay interest and principal on the term loans and revolving credit facility, our existing notes and other indebtedness, which will reduce funds available to us for other purposes such as working capital, capital expenditures, other general corporate purposes and potential acquisitions;
- Our ability to refinance such indebtedness or to obtain additional financing for working capital, capital expenditures, acquisitions or general corporate purposes may be impaired;
- We will be exposed to fluctuations in interest rates because borrowings under our senior credit facilities bear interest at variable rates;
- Our leverage may be greater than that of some of our competitors, which may put us at a competitive disadvantage and reduce our flexibility in responding to current and changing industry and financial market conditions;

- We may be more vulnerable to the current economic downturn and adverse developments in our business;
- We may be unable to comply with financial and other restrictive covenants in our debt agreements, which could result in an event of default that, if not cured or waived, may result in acceleration of certain of our debt and would have an adverse effect on our business and prospects and could force us into bankruptcy or liquidation;
- In the event of the insolvency, liquidation, reorganization, dissolution or other winding up of our business, if there are not sufficient assets remaining to pay all creditors, then all or a portion of the amounts due on the notes then outstanding would remain unpaid; and
- Changes by any rating agency to our outlook or credit rating could negatively affect the value of both our debt and equity securities, adversely affect our access to debt markets, and increase the interest we pay on outstanding or future debt.

We and our subsidiaries may be able to incur substantial additional indebtedness in the future, subject to the restrictions contained in the existing credit agreements and the terms of our other indebtedness. Our ability to access additional funding under our revolving credit facility will depend upon, among other things, the absence of a default under such facility, including any default arising from a failure to comply with the related covenants. If we are unable to comply with such covenants, our liquidity may be adversely affected. As of March 31, 2017, approximately $3.7 billion of our debt bore interest at variable rates and the adverse effect of a 50-basis point increase in interest rates would have increased such total annual cash interest by approximately $19 million.

Our ability to meet expenses, to remain in compliance with our covenants under our debt instruments and to make future principal and interest payments in respect of our debt depends on, among other things, our operating performance, competitive developments and financial market conditions, all of which are significantly affected by financial, business, economic and other factors. We are not able to control many of these factors. Accordingly, our cash flow may not be sufficient to allow us to pay principal and interest on our debt, including the notes, and meet our other obligations.

Our existing credit agreements impose operating and financial restrictions on us.

The existing credit agreements contain covenants that limit our ability and the ability of our restricted subsidiaries to:

- Incur additional debt;
- Create liens on certain assets to secure debt;
- Enter into certain sale and leaseback transactions;
- Pay dividends on or make other distributions in respect of our capital stock or make other restricted payments; and
- Consolidate, merge, sell or otherwise dispose of all or substantially all of our assets.

All of these covenants may adversely affect our ability to finance our operations, meet or otherwise address our capital needs, pursue business opportunities, react to market conditions or otherwise restrict activities or business plans. A breach of any of these covenants could result in a default in respect of the related indebtedness. If a default occurs, the relevant lenders could elect to declare the indebtedness, together with accrued interest and other fees, to be immediately due and payable and, to the extent such indebtedness is secured in the future, proceed against any collateral securing that indebtedness.

We may not have sufficient cash flows from operating activities to service or repay our indebtedness and meet our other cash needs and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

Our ability to make payments on and to refinance our indebtedness will depend on our ability to generate cash in the future. Our ability to generate cash will be subject to general economic, financial, competitive, legislative, regulatory and other factors, some of which are beyond our control. In particular, we have $6,810 million in aggregate principal amount of debt that is maturing within the next five fiscal years, $1,310 million of which is now being classified as current. If prevailing interest rates or other factors at the time of refinancing result in higher interest rates upon refinancing, then the interest expense relating to that refinanced indebtedness would increase. In addition, changes by any rating agency to our outlook or credit rating could increase the interest we pay on outstanding or future debt. Our future cash flow, cash on hand or available borrowings may not be sufficient to meet our obligations and commitments. If we are unable to generate sufficient cash flow from operations in the future to service or repay our indebtedness and to meet our other commitments, we will be required to adopt one or more alternatives, such as refinancing or restructuring our indebtedness, selling material assets or operations or seeking to raise additional debt or equity capital. These actions may not be effected on a timely basis or on satisfactory terms or at all, or these actions may not enable us to continue to satisfy our capital requirements. In addition, the existing credit agreements contain and any of our other debt agreements may contain restrictive covenants that may prohibit us from adopting any of these alternatives. Our failure to comply with these covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all our debts.

In addition, we conduct a significant portion of our operations through our subsidiaries, none of which are generally guarantors of our debt. Accordingly, repayment of our indebtedness will be dependent in part on the generation of cash flow by our subsidiaries and their ability to make such cash available to us by dividend, debt repayment or otherwise. In general our subsidiaries will not have any obligation to pay amounts due on our debt or to make funds available for that purpose. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness. Each subsidiary is a distinct legal entity, and under certain circumstances legal and contractual restrictions may limit our ability to obtain cash from our subsidiaries. In the event that we do not receive distributions from our subsidiaries, we may be unable to make the required principal and interest payments on our indebtedness. If we cannot make scheduled payments on our debt, we will be in default, and as a result, certain of our creditors could declare all outstanding principal and interest to be due and payable, the lenders under our revolving credit facility could terminate their commitments to loan money and we could be forced into bankruptcy or liquidation.

Our software products, SaaS offerings and website may be subject to intentional disruption that could adversely impact our reputation and future sales.

Despite our precautions and significant ongoing investments to protect against security risks, data protection breaches, cyber-attacks and other intentional disruptions of our products and offerings, we expect to be an ongoing target of attacks specifically designed to impede the performance and availability of our products and offerings and harm our reputation as a company. Similarly, experienced computer programmers may attempt to penetrate our network security or the security of our website and misappropriate proprietary information or cause interruptions of our services, including the operation of our global civilian cyber intelligence threat network.

Because the techniques used by such computer programmers to access or sabotage networks change frequently and may not be recognized until launched against a target, we may be unable to anticipate these techniques. The theft or unauthorized use or publication of our trade secrets and other confidential business information as a result of such an event could adversely affect our competitive position, reputation, brand and future sales of our products and offerings, and our customers may assert claims against us related to resulting losses of confidential or proprietary information. Furthermore, our employees or contractors may, either intentionally or unintentionally, subject us to information security risks and incidents. Our business could be subject to significant disruption, and we could suffer monetary and other losses and reputational harm, in the event of such incidents.

Some of our products contain "open source" software, and any failure to comply with the terms of one or more of these open source licenses could negatively affect our business.

Certain of our products are distributed with software licensed by its authors or other third parties under so-called "open source" licenses, which may include, by way of example, the GNU General Public License, GNU Lesser General Public License, the Mozilla Public License, the BSD License, and the Apache License.

Some of these licenses contain requirements that we make available source code for modifications or derivative works we create based upon the open source software, and that we license such modifications or derivative works under the terms of a particular open source license or other license granting third parties certain rights of further use. By the terms of certain open source licenses, we could be required to release the source code of our proprietary software if we combine our proprietary software with open source software in a certain manner. In addition to risks related to license requirements, usage of open source software can lead to greater risks than use of third party commercial software, as open source licensors generally do not provide warranties or controls on origin of the software. We have established processes to help alleviate these risks, including a review process for screening requests from our development organizations for the use of open source, but we cannot be sure that all open source is submitted for approval prior to use in our products. In addition, many of the risks associated with usage of open source cannot be eliminated, and could, if not properly addressed, negatively affect our business.

If we are unable to adequately address increased customer demands through our technical support services, our relationships with our customers and our financial results may be adversely affected.

We offer technical support services with many of our products. We may be unable to respond quickly enough to accommodate short-term increases in customer demand for support services. We also may be unable to modify the format of our support services to compete with changes in support services provided by competitors or successfully integrate support for our customers. Further customer demand for these services, without corresponding revenues, could increase costs and adversely affect our operating results.

We have outsourced a substantial portion of our worldwide consumer support functions to third party service providers. If these companies experience financial difficulties, do not maintain sufficiently skilled workers and resources to satisfy our contracts, or otherwise fail to perform at a sufficient level under these contracts, the level of support services to our customers may be significantly disrupted, which could materially harm our relationships with these customers.

If we are unable to attract and retain qualified employees, lose key personnel, fail to integrate replacement personnel successfully, or fail to manage our employee base effectively, we may be unable to develop new and enhanced products and services, effectively manage or expand our business, or increase our revenues.

Our future success depends upon our ability to recruit and retain key management, technical, sales, marketing, finance and other personnel. Our officers and other key personnel are employees-at-will, and we cannot assure you that we will be able to retain them. Competition for people with the specific skills that we require is significant, and we face difficulties in attracting, retaining and motivating employees as a result. In connection with the acquisition of Blue Coat, we experienced management turnover and this may lead to employee attrition and related difficulties and these difficulties may continue or increase following our acquisition of LifeLock. In order to attract and retain personnel in a competitive marketplace, we believe that we must provide a competitive compensation package, including cash and equity-based compensation. The volatility in our stock price may from time to time adversely affect our ability to recruit or retain employees. In addition, we may be unable to obtain required stockholder approvals of future increases in the number of shares available for issuance under our equity compensation plans, and accounting rules require us to treat the issuance of equity-based compensation as compensation expense. As a result, we may decide to issue fewer equity-based incentives and may be impaired in our efforts to attract and retain necessary personnel. If we are unable to hire and retain qualified employees, or conversely, if we fail to manage employee performance or reduce staffing levels when required by market conditions, our business and operating results could be adversely affected.

Effective succession planning is also important to our long-term success. Failure to ensure effective transfer of knowledge and smooth transitions involving key employees could hinder our strategic planning and execution. From time to time, key personnel leave our company and the incidence of this increased in recent periods due to the transitions we have experienced over the last few years including the divestiture of Veritas. For example, in connection with the Blue Coat acquisition, we appointed their Chief Executive Officer, President and Chief Operating Officer and Chief Financial Officer to those positions in our company in fiscal 2017. While we strive to reduce the negative impact of changes in our leadership, the loss of any key employee could result in significant disruptions to our operations, including adversely affecting the timeliness of product releases, the successful implementation and completion of company initiatives, the effectiveness of our disclosure controls and procedures and our internal control over financial reporting, and our results of operations. In addition, hiring, training, and successfully integrating replacement sales and other personnel could be time consuming and expensive, may cause additional disruptions to our operations, and may be unsuccessful, which could negatively impact future financial results. These risks may be exacerbated by the uncertainty associated with the transitions we have experienced over the last few years.

Our contracts with the U.S. government include compliance, audit and review obligations. Any failure to meet these obligations could result in civil damages and/or penalties being assessed against us by the government.

We sell products and services through government contracting programs directly and via partners, though we no longer hold a GSA contract. In the ordinary course of business, sales under these government contracting programs may be subject to audit or investigation by the U.S. government. Noncompliance identified as a result of such reviews (as well as noncompliance identified on our own) could subject us to damages and other penalties, which could adversely affect our operating results and financial condition.

Item 1B. *Unresolved Staff Comments*

None.

Item 2. *Properties*

Our properties consist primarily of owned and leased office facilities for sales, research and development, administrative, customer service, and technical support personnel. Our corporate headquarters is located in Mountain View, California where we occupy facilities totaling approximately

794,000 square feet, of which 723,000 square feet is owned and 71,000 square feet is leased. We also lease an additional 116,000 square feet in the San Francisco Bay Area. Our leased facilities are occupied under agreements that expire on various dates through fiscal 2026. The following table presents the approximate square footage of our facilities as of March 31, 2017:

	Approximate Square Footage [1]	
	Owned	Leased
	(In thousands)	
Americas (U.S., Canada and Latin America)	1,512	952
EMEA (Europe, Middle East and Africa)	177	295
APJ (Asia Pacific and Japan)	-	1,088
Total approximate square footage	1,689	2,335

(1) Included in the total square footage above are vacant and available-for-lease properties totaling approximately 196,000 square feet. Total square footage excludes approximately 588,000 square feet relating to facilities subleased to third parties.

We believe that our existing facilities are adequate for our current needs and that the productive capacity of our facilities is substantially utilized.

Item 3. *Legal Proceedings*

Information with respect to this Item may be found under the heading “Litigation contingencies” in Note 12 to the Consolidated Financial Statements in this Annual Report on Form 10-K which information is incorporated into this Item 3 by reference.

Item 4. *Mine Safety Disclosures*

Not applicable.

PART II

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

Price range of common stock and number of stockholders

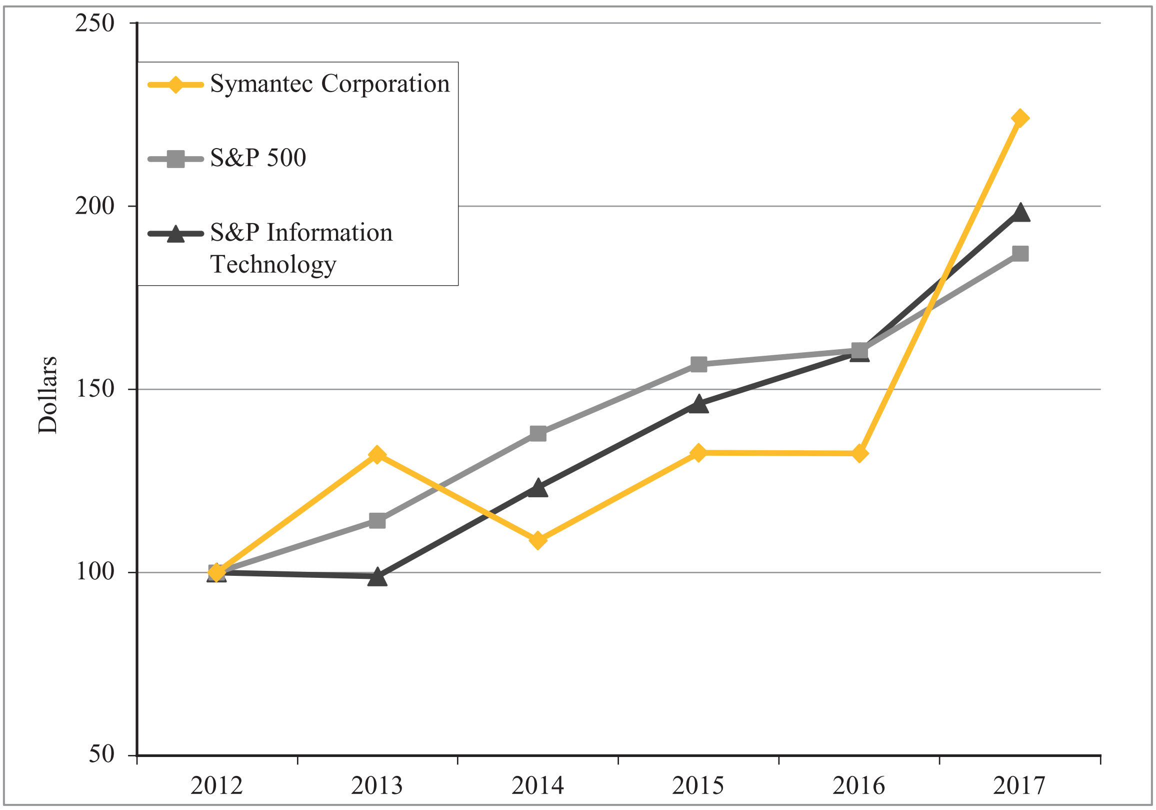
Our common stock is traded on the NASDAQ Global Select Market under the symbol "SYMC." As of March 31, 2017, there were 1,763 stockholders of record. The high and low closing sales prices set forth below are as reported on the NASDAQ Global Select Market during each quarter of the two most recent fiscal years.

	2017				2016			
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
High	$ 30.83	$ 25.45	$ 25.27	$ 21.24	$ 20.88	$ 21.37	$ 23.47	$ 25.90
Low	$ 24.01	$ 23.49	$ 20.28	$ 16.60	$ 16.62	$ 19.50	$ 19.33	$ 23.03

Stock performance graph

The graph below compares the cumulative total stockholder return on our common stock with the cumulative total return on the S&P 500 Composite Index and the S&P Information Technology Index for the five fiscal years ended March 31, 2017 (assuming the initial investment of $100 in our common stock and in each of the other indices on the last day of trading for fiscal 2011, and the reinvestment of all dividends). The comparisons in the graph below are based on historical data and are not indicative of, nor intended to forecast the possible future performance of our common stock.

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN
Among Symantec Corporation, the S&P 500 Index
and the S&P Information Technology Index



This performance graph shall not be deemed "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any filing of Symantec under the Securities Act or the Exchange Act.

Dividends

During fiscal 2017, 2016 and 2015, we declared and paid aggregate cash dividends and dividend equivalents of $222 million or $0.30 per common share, $3.0 billion or $4.60 per common share, and $413 million or $0.60 per common share, respectively. Dividends declared and paid each quarter during fiscal 2017, 2016 and 2015 were $0.075, $0.15 and $0.15 per share, respectively. Additionally, a special dividend of $4.00 per share was declared and paid in the fourth quarter of fiscal 2016. See Note 10 to the Consolidated Financial Statements for additional information regarding our dividends. All future dividends are subject to the approval of our Board of Directors.

Repurchases of our equity securities

Through our stock repurchase programs we have repurchased shares of our common stock since the fourth quarter of fiscal 2004. Under these programs, shares may be repurchased on the open market and through accelerated stock repurchase ("ASR") transactions. Stock repurchases during the three months ended March 31, 2017, were as follows:

	Total Number of Shares Purchased (1)	Average Price Paid per Share (1)	Total Number of Shares Purchased as Part of Publicly Announced Program	Maximum Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (2)
	(In millions, except per share data)			
December 31, 2016 to January 27, 2017	-	$ -	-	$ 1,300
January 28, 2017 to February 24, 2017	-	$ -	-	$ 1,300
February 25, 2017 to March 31, 2017	14.2	$ -	14.2	$ 800
Total number of shares repurchased	14.2		14.2	

(1) Pursuant to the March 2017 ASR, we made an upfront payment of $500 million and received and retired an initial delivery of 14.2 million shares of our common stock in March 2017. On May 19, 2017, which was in our first quarter of fiscal 2018, the ASR was completed, which, per the terms of the agreements, resulted in us receiving an additional 2.2 million shares of our common stock (these shares were excluded from the table above, as they were received after March 31, 2017). The total shares received under the terms of the ASR were 16.4 million, with an average price paid per share of $30.51. See Note 10 to the Consolidated Financial Statements for additional information regarding our stock repurchase programs.

(2) The approximate dollar value of the shares that may yet be purchased under the plans or programs for the period from February 25, 2017 to March 31, 2017 is reduced by the $500 million that reflects the aggregate value of the stock held back by the financial institutions pending final settlement of our ASR agreement. The remaining $800 million authorization, to be completed in future periods, does not have an expiration date.

Item 6. *Selected Financial Data*

The following selected consolidated financial data is derived from our Consolidated Financial Statements. This data should be read in conjunction with our Consolidated Financial Statements and related notes included in this annual report and with Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations*. Historical results may not be indicative of future results.

Five-Year Summary

Summary of operations:

	Year Ended [1]				
	March 31, 2017 [2]	**April 1, 2016** [3]	**April 3, 2015**	**March 28, 2014**	**March 29, 2013**
	(In millions, except per share data)				
Net revenues	$ 4,019	$3,600	$3,956	$ 4,183	$ 4,268
Operating income (loss)	$ (100)	$ 457	$ 154	$ 144	$ (60)
Income (loss) from continuing operations	$ (236)	$ (821)	$ 109	$ 91	$ (138)
Income from discontinued operations, net of income taxes [4]	$ 130	$3,309	$ 769	$ 807	$ 893
Net income (loss)	$ (106)	$2,488	$ 878	$ 898	$ 755
Income (loss) per share — basic: [5]					
Continuing operations	$ (0.38)	$ (1.23)	$ 0.16	$ 0.13	$ (0.20)
Discontinued operations	$ 0.21	$ 4.94	$ 1.12	$ 1.16	$ 1.27
Net income (loss) per share — basic	$ (0.17)	$ 3.71	$ 1.27	$ 1.29	$ 1.08
Income (loss) per share — diluted: [5]					
Continuing operations	$ (0.38)	$ (1.23)	$ 0.16	$ 0.13	$ (0.20)
Discontinued operations	$ 0.21	$ 4.94	$ 1.10	$ 1.15	$ 1.27
Net income (loss) per share — diluted	$ (0.17)	$ 3.71	$ 1.26	$ 1.28	$ 1.08
Weighted-average shares outstanding:					
Basic	618	670	689	696	701
Diluted	618	670	696	704	701
Cash dividends declared per common share	$ 0.30	$ 4.60	$ 0.60	$ 0.60	$ -

Consolidated Balance Sheets Data:

	March 31, 2017 [6][9]	**April 1, 2016** [8]	**April 3, 2015**	**March 28, 2014** [7]	**March 29, 2013**
	(In millions)				
Total assets	$ 18,174	$11,767	$13,233	$ 13,539	$ 14,508
Long-term debt	$ 6,876	$ 2,207	$ 1,746	$ 2,095	$ 2,094
Total stockholders' equity	$ 3,487	$ 3,676	$ 5,935	$ 5,797	$ 5,476

(1) We have a 52/53-week fiscal year. Our fiscal 2015 was a 53-week year whereas fiscal 2017, 2016, 2014, and 2013, each consisted of 52 weeks.

(2) We acquired Blue Coat on August 1, 2016 and LifeLock on February 9, 2017 and the results of operations of those entities are included from their respective dates of acquisition. See Note 6 to the Consolidated Financial Statements for more information.

(3) In fiscal 2016, we recorded $1.1 billion in income tax expense related to unremitted earnings of foreign subsidiaries from the proceeds of the sale of Veritas. This charge is presented in loss from

continuing operations in the Consolidated Statements of Operations for fiscal 2016. See Note 5 to the Consolidated Financial Statements for more information.

(4) In fiscal 2016, we sold the assets of Veritas to Carlyle for a net gain of $3.0 billion, which is presented as part of income from discontinued operations, net of income taxes in the Consolidated Statements of Operations for fiscal 2016. See Note 13 to the Consolidated Financial Statements for more information.

(5) Net income per share amounts may not add due to rounding.

(6) In fiscal 2017, we acquired total assets of $5.9 billion and $2.9 billion from Blue Coat and LifeLock, respectively. See Note 6 to the Consolidated Financial Statements for more information on our acquisitions.

(7) In fiscal 2014, the principal balance on our 1.00% Convertible Senior Notes matured and was settled by a cash payment of $1.0 billion. At the time of issuance of the 1.00% notes, we granted warrants to affiliates of certain initial purchasers of the notes whereby they had the option to purchase up to 52.7 million shares of our common stock. All the warrants expired unexercised during the second quarter of fiscal 2014. In the fourth quarter of fiscal 2016, we issued $500 million in principal amount of 2.50% Convertible Senior Notes, due in April of 2021.

(8) In fiscal 2016, the principal balance on our 2.75% Senior Notes due September 15, 2015, matured and was settled by a cash payment of $350 million.

(9) In fiscal 2017, we issued $3.8 billion in Senior Term Facilities due at various dates from May 2019 to August 2021, $1.25 billion in 2.0% Convertible Senior Notes due in August of 2021 and $1.1 billion in 5% Senior Notes due in April of 2025. The proceeds from these issuances were used primarily to fund our Blue Coat and LifeLock acquisitions. In addition, we reclassified $710 million to short-term obligations due to our Board's approval to prepay some of our Senior Term Facility and $600 million of our 2.75% Senior Notes due June 15, 2017. See Note 8 to the Consolidated Financial Statements for more information on the Company's long-term debt.

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

Please read the following discussion and analysis of our financial condition and results of operations together with our Consolidated Financial Statements and related Notes thereto included under Item 15 of this Annual Report on Form 10-K.

OVERVIEW

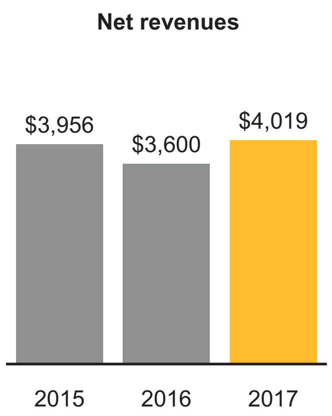
Fiscal calendar and basis of presentation

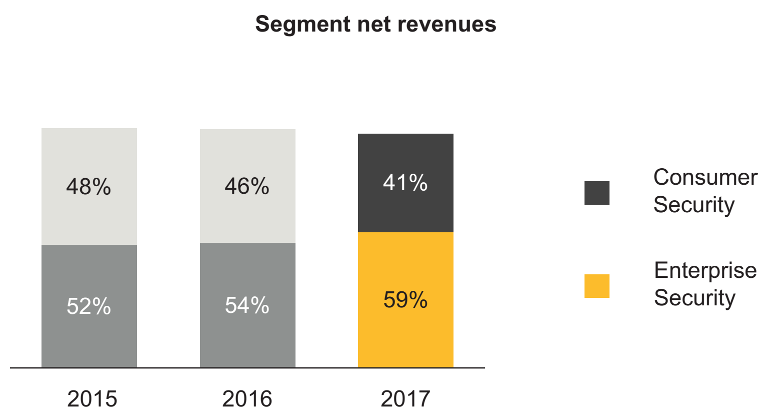
We have a 52/53-week fiscal year ending on the Friday closest to March 31. Unless otherwise stated, references to years in this report relate to fiscal year and periods ended March 31, 2017, April 1, 2016 and April 3, 2015. Our fiscal 2017 and 2016 were 52-week years whereas our fiscal 2015 was a 53-week year.

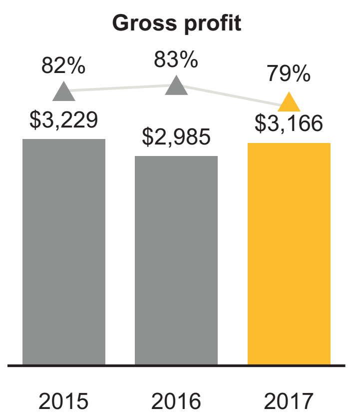
The results of Veritas are presented as discontinued operations in our Consolidated Statements of Operations and thus have been excluded from continuing operations and segment results for all reported periods. Accordingly, the following discussion reflects our current segment reporting structure, which was reduced from three to two segments, and segment results for all reported periods have been adjusted to conform to the current segment structure. In addition, the following discussion relates to our continuing operations unless stated otherwise.

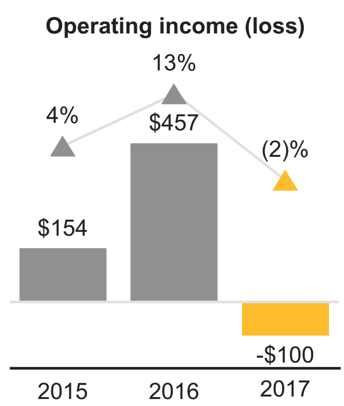
Financial highlights and business trends

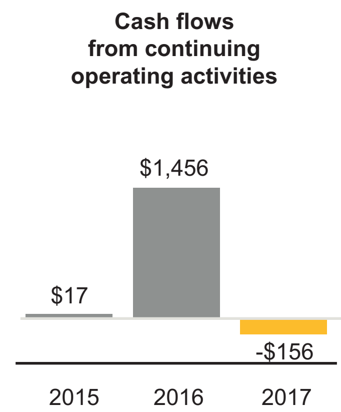
The following charts provide an overview of key financial metrics for each of the last three fiscal years in millions, except for percentage of revenues.











In fiscal 2017, we made two key acquisitions to expand our offerings in both our operating segments:

- In August 2016, we acquired Blue Coat, a provider of advanced web security solutions for global enterprises and governments. The addition of Blue Coat's suite of network and cloud security products to our Enterprise Security segment has enhanced our existing portfolio of threat protection and information protection products while positioning us to provide new cybersecurity solutions that address the ever-evolving threat landscape.

- In February 2017, we acquired LifeLock, a provider of proactive identity theft protection services for consumers and consumer risk management services for enterprises. The addition of LifeLock's identity and fraud protection offerings to our Consumer Digital Safety segment allows us to provide a comprehensive digital safety solution designed to protect information across devices and users in the connected home and family.

- See Note 6 of the Consolidated Financial Statements for additional information about our acquisitions.

Here are our key financial results for continuing operations in fiscal 2017 as compared to fiscal 2016:

- Consolidated revenue increased by 12%, primarily driven by a 22% increase in revenue from our Enterprise Security segment due to the acquisition of Blue Coat.

- Consumer Digital Safety segment revenue remained relatively flat as the Norton-branded product revenue decline of 4% was largely offset by increased revenue of $67 million due to the acquisition of LifeLock. During fiscal 2017, the Norton-branded product revenue decline improved year-over-year as we benefited from the shift to subscription-based contracts.

- Our gross margin decreased four percentage points primarily due to lower relative gross margins on Blue Coat and LifeLock revenue as a result of the impact of acquisition-related write-downs of pre-acquisition deferred revenues. Additionally, our gross margin was negatively impacted by amortization of $122 million of acquired Blue Coat and LifeLock intangible assets and the write-up of acquired inventory of $24 million related to the Blue Coat acquisition.

- Our operating margin decreased fifteen percentage points primarily due to increased operating expenses as a result of Blue Coat and LifeLock post-acquisition operating expenses including stock-based compensation from assumed equity awards and amortization of acquired intangible assets. We also incurred acquisition-related and integration expenses of $120 million related to the Blue Coat and LifeLock acquisitions. In addition, restructuring, transition, and other related costs increased year-over-year as a result of the implementation of new cost saving initiatives.

- Cash paid for income taxes increased $779 million, primarily due to the one-time payment related to the gain on sale from the divestiture of Veritas during fiscal 2016.

- Deferred revenue increased 6% to $2.8 billion from $2.6 billion as of March 31, 2017 and April 1, 2016, respectively, mainly as a result of our Blue Coat and LifeLock acquisitions. The increase was partly offset by the amortization of deferred revenue from Veritas retained contracts.

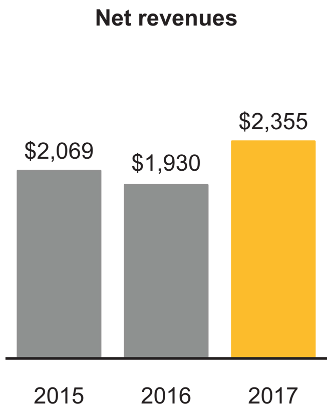
We expect our operating margin to fluctuate in future periods as a result of a number of factors, including our operating results and the timing and amount of expenses incurred.

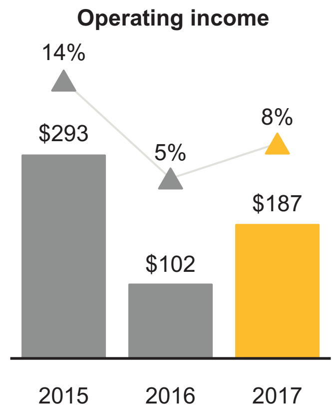
RESULTS OF OPERATIONS

Segment operating results

Enterprise Security Segment by fiscal year

Our Enterprise Security segment protects organizations so they can securely conduct business while leveraging new platforms and data. The following tables are in millions except for percentage of revenues.





2017 compared to 2016

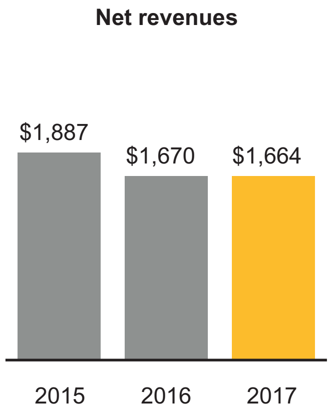
Revenue increased $425 million, or 22%, primarily due to $427 million in revenue from sales of Blue Coat network protection products. Due to the fair value adjustment of deferred revenue as a result of the accounting for the Blue Coat acquisition, we excluded revenue of $116 million in the post-acquisition period. In addition, services revenue increased $16 million while revenue from sales of endpoint management solutions decreased $23 million. Operating income increased $85 million, or 83%, primarily due to increased revenue, a reduction of expenses from new and ongoing cost savings initiatives, and favorable currency fluctuations of $16 million, and a decrease in unallocated corporate charges of $22 million. These increases were partially offset by increased expenses associated with the Blue Coat acquisition in the post-acquisition period, and acquired inventory write-up related to the Blue Coat acquisition of $24 million.

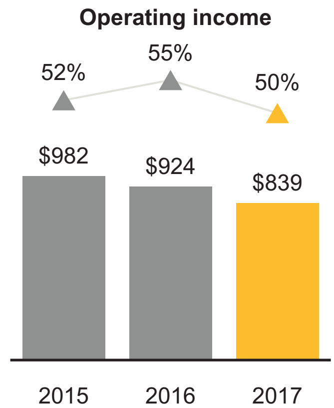
2016 compared to 2015

Revenue decreased $139 million, or 7%, primarily due to unfavorable foreign currency fluctuations of $90 million, as well as decrease in sales of endpoint management solutions and our mail cloud security products. Operating income decreased $191 million, or 65%, primarily due to decreased revenue and increased allocation of stranded costs. These stranded costs consist of overhead expenses resulting from the sale of Veritas and primarily include information technology infrastructure and services, and real estate costs. In addition, revenue decreased partially due to the impact of the additional week from the 53-week fiscal 2015 year.

Consumer Digital Safety Segment by fiscal year

Our Consumer Digital Safety segment focuses making it simple for customers to be productive and protected at home and at work. The following tables are in millions except for percentage of revenues.





2017 compared to 2016

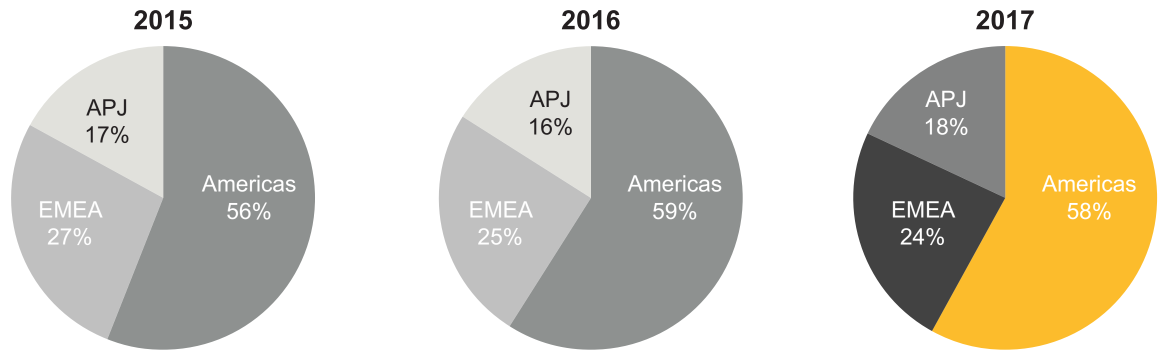
Revenue decreased $6 million primarily due to a decline in revenue from sales of Norton-branded products of $73 million as the revenue generated from customer additions was not sufficient to replace revenue lost through customer attrition. The decline was largely offset by a $67 million increase in revenue due to the acquisition of LifeLock. Due to the fair value adjustment of deferred revenue as a result of the accounting for the LifeLock acquisition, we excluded revenue of $28 million in the post-acquisition period. While the trend of declining revenues from sales of Norton-branded products continued in fiscal 2017, we began to benefit from the shift to subscription-based contracts, resulting in a lower decline in fiscal 2017 as compared to the prior two fiscal years. Operating income decreased $85 million, or 9%, primarily due to the Norton revenue decline coupled with a loss from LifeLock's operations. LifeLock's operating loss was a result of the deferred revenue fair value write-down.

2016 compared to 2015

Revenue decreased $217 million, or 11%, primarily due to new Norton customer acquisition not being sufficient to replace Norton customers lost through natural attrition and a reduction in revenue from OEM arrangements. Unfavorable currency fluctuations of $81 million also contributed to the decline in revenue. Operating income decreased $58 million, or 6%, primarily due to the decreases in revenue in this segment, which were partially offset by reductions in cost of revenue, sales and marketing and research and development expenses.

Net revenues by geographical region by fiscal year

Revenue by country as presented below is based on the billing location of the customer.



Total: $3,956 million   Total: $3,600 million   Total: $4,019 million

Note: Americas include U.S., Canada and Latin America; EMEA includes Europe, Middle East and Africa; APJ includes Asia Pacific and Japan.

2017 compared to 2016

Fluctuations in the U.S. dollar compared to foreign currencies favorably impacted our international revenue by approximately $20 million for fiscal 2017 as compared to fiscal 2016. Fiscal 2017 revenue for the APJ region was favorably impacted by foreign currency fluctuations of $33 million. Fiscal 2017 revenue for the EMEA region was unfavorably impacted by foreign currency fluctuations of $13 million.

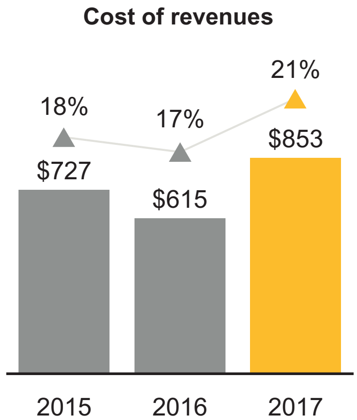
2016 compared to 2015

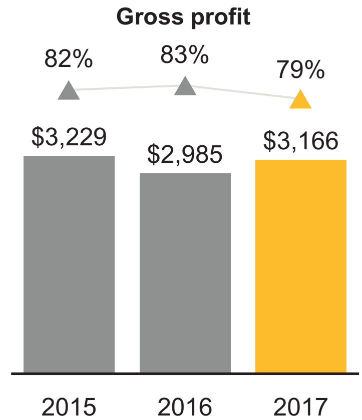
Fluctuations in the U.S. dollar compared to foreign currencies unfavorably impacted our international revenue by approximately $171 million for fiscal 2016 as compared to fiscal 2015. Fiscal 2016 revenue for the EMEA and APJ regions decreased primarily due to unfavorable foreign currency fluctuations of $119 million and $49 million, respectively, compared to fiscal 2015.

Our international sales are expected to continue to be a significant portion of our revenue. As a result, we expect revenue to continue to be affected by foreign currency exchange rates as compared to the U.S. dollar. We are unable to predict the extent to which revenue in future periods will be impacted by changes in foreign currency exchange rates. If international sales become a greater portion of our total sales in the future, changes in foreign currency exchange rates may have a potentially greater impact on our revenue and operating results.

Cost of revenues by fiscal year

Cost of revenues consists primarily of technical support costs, costs of billable services, fees to OEMs under revenue-sharing agreements, hardware costs, and fulfillment costs, as well as intangible asset amortization, and is presented below in millions except for percentage of revenues.





2017 compared to 2016

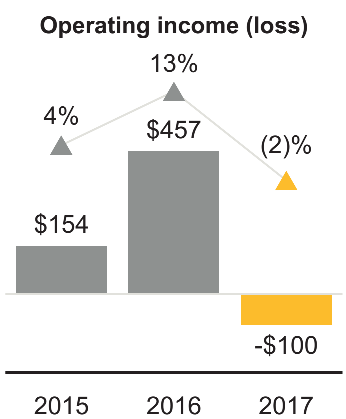
Our cost of revenues increased $238 million primarily due to $122 million of increased amortization related to the acquired Blue Coat and LifeLock intangible assets and other costs related to sales of the acquired Blue Coat and LifeLock products including an acquired product inventory fair value write-up of $24 million. These increases in cost of revenues were partially offset by a decrease in unallocated corporate charges of $22 million.

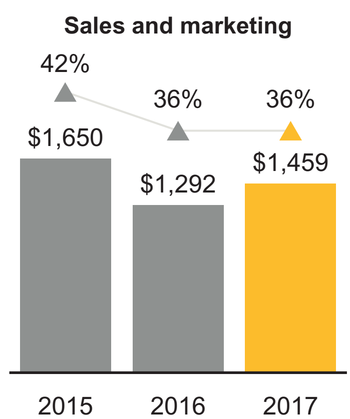
2016 compared to 2015

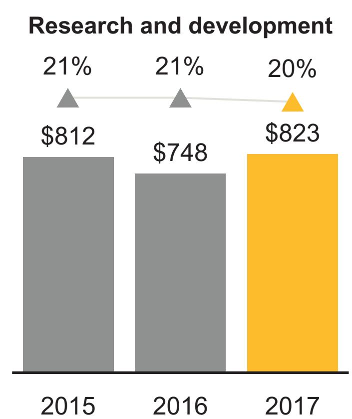
Our cost of revenues decreased $112 million primarily due to favorable currency effects, a decrease in OEM royalty fees, and a decrease in service related and content delivery expenses.

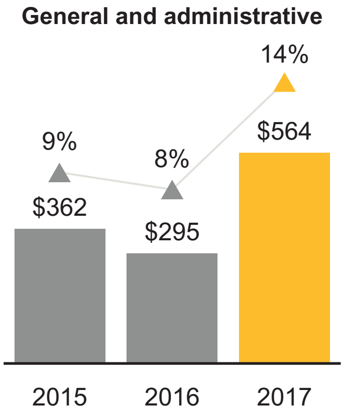
Operating expenses by fiscal year

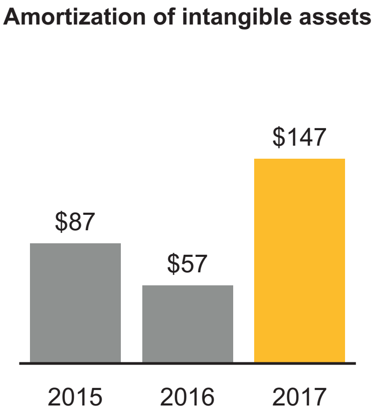
The following charts are in millions except for percentage of revenues.

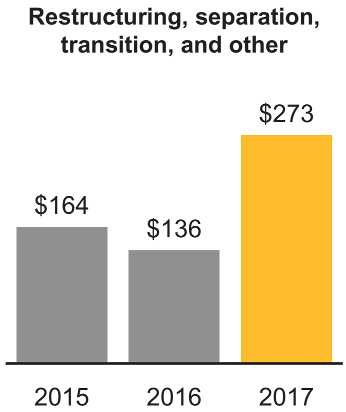












2017 compared to 2016

Sales and marketing expense increased $167 million primarily as a result of the acquisitions of Blue Coat and LifeLock, increased stock-based compensation expense of $54 million and increased integration expense of $24 million. These increases were partially offset by a reduction of expenses from new and ongoing cost savings initiatives and decreased unallocated corporate charges of $88 million.

Research and development expense increased $75 million primarily as a result of the acquisition of Blue Coat and an increase of $54 million of stock-based compensation expense. These increases were partially offset by a reduction of expenses from new and ongoing cost savings initiatives and decreased unallocated corporate charges of $44 million.

General and administrative expense increased $269 million primarily as a result of the acquisition of Blue Coat and an increase of $160 million of stock-based compensation expense. In addition, we incurred increased acquisition-related and integration expenses of $79 million. These increases were partly offset by a reduction of expenses from new and ongoing cost savings initiatives and decreased unallocated corporate charges of $32 million.

Our stock-based compensation in operating expenses increased $268 million primarily due to the equity awards assumed in the Blue Coat and LifeLock acquisitions, and the expected level of achievement for performance-based restricted stock units ("PRUs") granted in fiscal 2017. Our stock-based compensation expense will continue to fluctuate in future periods as a result of a number of factors including the achievement levels of PRU performance conditions.

Amortization of intangible assets increased $90 million primarily due to the intangible assets of $2.9 billion acquired in the Blue Coat and LifeLock acquisitions.

2016 compared to 2015

Sales and marketing expense decreased $358 million primarily due to a reduction of unallocated corporate charges of $328 million.

Research and development expense decreased $64 million primarily due to a reduction of unallocated corporate charges of $76 million.

General and administrative expenses decreased $67 million primarily due to a reduction of unallocated corporate charges of $91 million, partially offset by an increase in stock-based compensation expense.

Amortization of intangible assets decreased $30 million primarily due to certain intangible assets becoming fully amortized during fiscal 2015.

Restructuring, separation, transition, and other

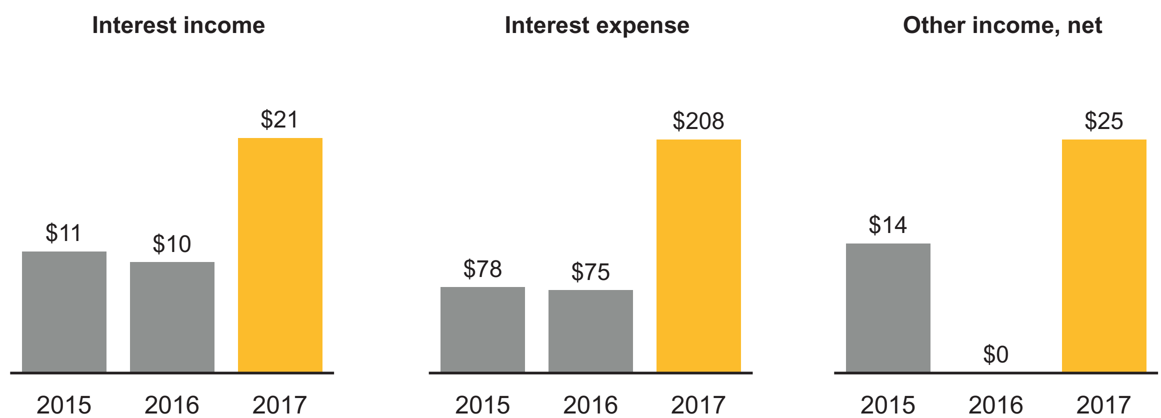
We initiated a restructuring plan in the first quarter of fiscal 2017 to reduce complexity by means of long-term structural improvements. We expect to reduce headcount and close certain facilities in connection with the restructuring plan. These actions are expected to be completed in fiscal 2018. On an annual basis we expect this restructuring plan to generate net cost efficiencies and cost synergies which, when completed, will favorably impact our continuing operating expenses in excess of $550 million. As of March 31, 2017, in connection with this restructuring plan, we expect to incur approximately $240 million to $290 million in expenses in fiscal 2018.

Additionally, we expect continuing significant transition costs associated with the implementation of a new enterprise resource planning system and costs to automate business processes, as well as significant charges related to the integration of Blue Coat and LifeLock.

See Note 4 to the Consolidated Financial Statements for further information on our restructuring, separation, transition, and other related costs.

Non-operating expense, net by fiscal year

The following charts are in millions.



2017 compared to 2016

Non-operating expense, net, increased $97 million to $162 million from $65 million as of March 31, 2017 and April 1, 2016, respectively, primarily driven by an increase in interest expense of $133 million, mainly related to our increased borrowings in fiscal 2017. The non-operating expense, net increase was partially offset by increased income from transition service agreements ("TSA") of $14 million, pursuant to which we provided Veritas certain limited services. See Note 8 and Note 13 to the Consolidated Financial Statements for more information about our debt and TSAs.

2016 compared to 2015

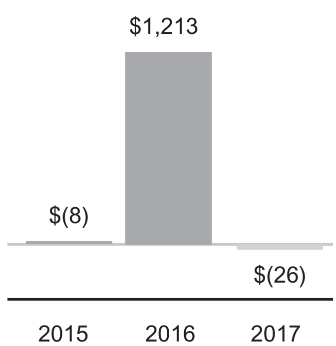
Non-operating expense, net, increased $12 million primarily due to net foreign currency remeasurement losses.

Provision for income taxes by fiscal year

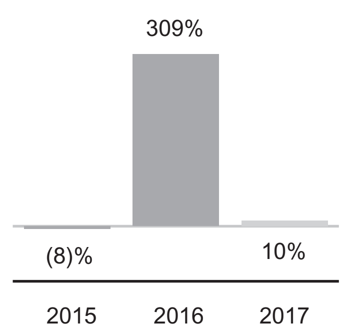
We are a U.S.-based multinational company subject to tax in multiple U.S. and international tax jurisdictions. A substantial portion of our international earnings were generated from subsidiaries organized in Ireland and Singapore. Our results of operations would be adversely affected to the extent that our geographical mix of income becomes more weighted toward jurisdictions with higher tax rates and would be favorably affected to the extent the relative geographic mix shifts to lower tax jurisdictions. Any change in our mix of earnings is dependent upon many factors and is therefore difficult to predict. See Note 5 to the Consolidated Financial Statements for more information.

The following charts are in millions except for percentages.

Income tax expense (benefit)



Effective tax rate



2017 compared to 2016

The decrease in our effective tax rate in 2017 as compared to 2016 was primarily driven by tax expense of $1.1 billion in 2016 for providing U.S. taxes on certain undistributed foreign earnings, primarily those attributable to the sale of Veritas, partially offset by tax expense of $52 million in 2017 related to the loss of tax attributes as a result of restructuring activities.

2016 compared to 2015

The increase in our effective tax rate in 2016 compared to 2015 was primarily driven by $1.1 billion of tax expense in 2016 for providing U.S. taxes on certain undistributed foreign earnings, primarily those attributable to the sale of Veritas.

LIQUIDITY AND CAPITAL RESOURCES

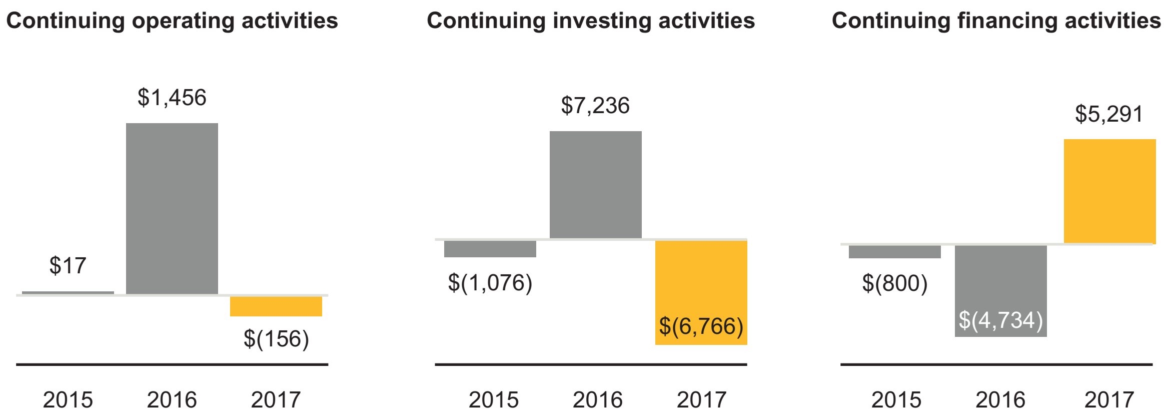
Sources and uses of cash

We have historically relied on cash flow from operations, borrowings under credit facilities, issuances of debt and equity securities, and sale of business, more recently, for our liquidity needs. As of March 31, 2017, we had cash, cash equivalents and short-term investments of $4.3 billion, of which $9 million is included in our other current assets. We also have an unused credit facility of $1.0 billion resulting in a liquidity position of approximately $5.3 billion. As of March 31, 2017, $3.3 billion in cash, cash equivalents, and short-term investments were held by our foreign subsidiaries. We have provided U.S. deferred taxes on a portion of our undistributed foreign earnings sufficient to address the incremental U.S. tax that would be due if we needed such portion of these funds to support our operations in the U.S.

Our principal cash requirements primarily consists of acquisitions, payment of taxes, operating expenses and working capital, capital expenditures, payment of principal and interest on debt, and restructuring and integration costs. Also, we may engage, from time to time, in the open market purchase of our notes prior to their maturity. Furthermore, our capital allocation strategy contemplates a quarterly cash dividend. In addition, we regularly evaluate our ability to repurchase shares of our common stock.

Cash flows

The following charts summarize cash provided by (used in) our Consolidated Statements of Cash Flows for fiscal 2015, 2016 and 2017 in millions.



Continuing operating activities

Our primary source of cash from continuing operating activities has been from cash collections from our customers. Due to seasonality, our orders are generally higher in our third and fourth fiscal quarters and lower in our first and second fiscal quarters. We therefore expect cash inflows from continuing operating activities to be affected by fluctuations in billings and timing of collections.

Our primary uses of cash from our continuing operating activities include payments for income taxes, payments for compensation and related costs, payments to our resellers and distribution partners, and other general corporate expenditures.

The change in continuing operating activities in fiscal 2017 compared to fiscal 2016 was primarily due to the cash payment for taxes of $887 million as a result of the gain on sale from the divestiture of Veritas, changes in working capital, and lower income from continuing operations, adjusted for non-cash items.

The change in continuing operating activities in fiscal 2016 compared to fiscal 2015 was primarily due to changes in working capital and higher income from continuing operations, adjusted for non-cash items.

Restructuring Plan. We initiated a restructuring plan in the first quarter of fiscal 2017 to reduce complexity by means of long-term structural improvements. We expect to reduce headcount and close certain facilities in connection with this restructuring plan. The total remaining cash payments in connection with the restructuring plan are expected to be approximately $270 million to $305 million. These actions are expected to be completed in fiscal 2018. See Note 4 to the Consolidated Financial Statements for more information on our restructuring plans.

Continuing investing activities

Our investing cash flows consist primarily of acquisitions, capital expenditures and investment purchases, sales, and maturities. The change in continuing investing activities in fiscal 2017 compared to fiscal 2016 was primarily due to the net cash consideration paid for our acquisitions of Blue Coat and LifeLock during fiscal 2017 of $4.5 billion and $2.2 billion, respectively. In addition, our investing activities decreased due to the absence of proceeds from the divestiture of Veritas of $6.5 billion in fiscal 2016, and reduced proceeds from maturities and sales of short-term investments of $1.3 billion. The decrease was partially offset by reduced purchases of short-term investments of $378 million during fiscal 2016.

The change in continuing investing activities in fiscal 2016 compared to fiscal 2015 was primarily due to proceeds received from the divestiture of Veritas of $6.5 billion, increased proceeds from maturities and sales of short-term investments of $331 million, and decreases in our purchases of short-term investments of $1.4 billion.

Dissenter shares. As of March 31, 2017, we have accrued $68 million for dissenting shareholders as a result of our LifeLock acquisition.

Short-term investments. In order to achieve greater investment diversification and higher yields while maintaining our objectives of preservation of capital, liquidity, and safety, we plan to increase our holdings of short-term investments.

Continuing financing activities

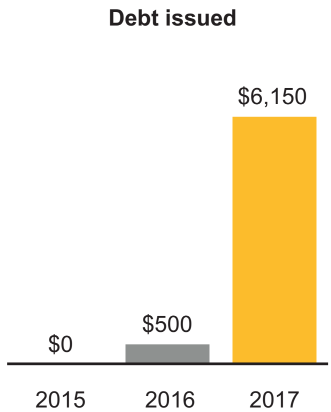
Our financing cash flows consist primarily of issuance and repayment of debt, repurchases of common stock, and payment of dividends and dividend equivalents to stockholders. In fiscal 2017, our financing activities provided $5.3 billion of cash compared to $4.7 billion use of cash in fiscal 2016. The change in fiscal 2017 was primarily driven by our borrowing activities with net proceeds of $6.1 billion partially offset by reduction in stock repurchases of $1.4 billion and decrease in quarterly dividend payments from $0.15 per share in fiscal 2016 to $0.075 per share in fiscal 2017. The dividend payments in fiscal 2016 also included a special dividend of $4.00 per share subsequent to the divestiture of Veritas.

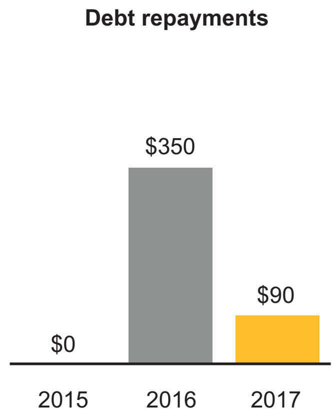
The change in continuing financing activities in fiscal 2016 compared to fiscal 2015 was primarily due to increased cash dividends and dividend equivalent payments of $2.6 billion, increased repurchases of common stock of $1.3 billion and an increase in the repayment of maturing senior notes and other obligations of $347 million, partially offset by proceeds from the issuance of convertible senior notes of $500 million.

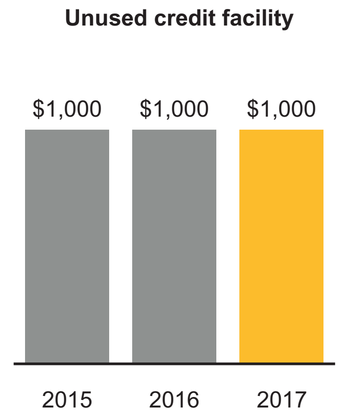
We have made, and may from time to time in the future make, optional repayments of our debt obligations, which may include repurchases of our outstanding debt, depending on various factors, such as market conditions.

Interest payments on $3.7 billion of our variable-rate borrowings are subject to change based on market interest rates.

Borrowings. Proceeds from and repayments of borrowings fluctuate from year to year based on the amounts paid to fund acquisitions, and debt repayments. The charts below set forth total debt issued, repaid and the amount of unused credit facility for fiscal 2015, 2016 and 2017 in millions.







Credit ratings. Our credit ratings were lowered as a result of the debt we incurred due to the LifeLock acquisition. Our borrowing costs depend, in part, on our credit ratings and any further actions taken by these credit rating agencies to lower our credit ratings will likely increase our borrowing costs.

See Note 8 to the Consolidated Financial Statements for further information on our debt repayments and borrowings.

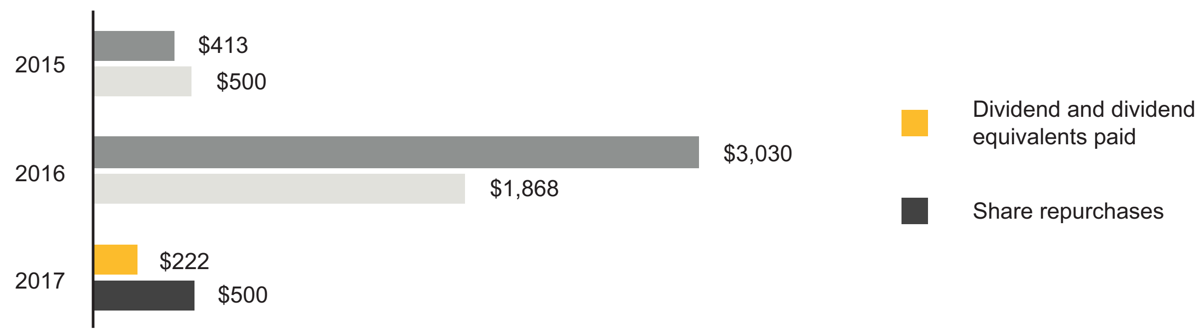
Prepayments of debt. Subsequent to March 31, 2017, we prepaid $710 million of our Senior Term Loan A-5 and $100 million of our Senior Term Loan A-1 on April 5, 2017 and May 5, 2017, respectively.

Share repurchases and dividends. Under our stock repurchase programs, we may purchase shares of our outstanding common stock through open market and through ASR transactions. On November 20, 2016, our Board of Directors increased the authorization under our stock repurchase program by $510 million. In March 2017, we entered into ASR agreements with financial institutions (the “March 2017 ASR”) to repurchase an aggregate $500 million of our common stock. The remaining $800 million authorization, to be completed in future periods, does not have an expiration date.

On May 10, 2017, we declared a cash dividend of $0.075 per share of common stock to be paid on June 21, 2017 to all stockholders of record as of the close of business on June 7, 2017. All shares of common stock issued and outstanding and unvested RSUs and PRUs as of the record date will be entitled to the dividend and dividend equivalents, respectively. Any future dividends and dividend equivalents will be subject to the approval of our Board of Directors.

The chart below sets forth information on our share repurchases and dividends and dividend equivalents paid in fiscal 2015, 2016 and 2017 in millions.

Share repurchases and dividends paid



See Note 10 to the Consolidated Financial Statements for more information on our share repurchases and dividends and dividend equivalents.

Contractual obligations

The following is a schedule by years of our significant contractual obligations as of March 31, 2017:

	Payments Due by Fiscal Period				
	Total	2018	2019 - 2020	2021 - 2022	Thereafter
			(In millions)		
Debt (1)	$ 8,310	$ 1,310	$ 2,000	$ 3,500	$ 1,500
Interest payments on debt (2)	1,059	208	405	246	200
Purchase obligations (3)	154	125	28	1	-
Operating leases (4)	327	88	125	73	41
Total	$ 9,850	$ 1,731	$ 2,558	$ 3,820	$ 1,741

(1) See Note 8 to the Consolidated Financial Statements for further information on our debt.

(2) Interest payments were calculated based on the contractual terms of the related Senior Notes, Convertible Senior Notes and Senior Term Facilities. Interest on variable rate debt was calculated using the interest rate in effect as of March 31, 2017. See Note 8 to the Consolidated Financial Statements for further information on the Senior Notes, Convertible Senior Notes and Senior Term Facilities.

(3) These amounts are associated with agreements for purchases of goods or services generally including agreements that are enforceable and legally binding and that specify all significant terms, including fixed or minimum quantities to be purchased; fixed, minimum, or variable price provisions; and the approximate timing of the transaction. The table above also includes agreements to purchase goods or services that have cancellation provisions requiring little or no payment. The amounts under such contracts are included in the table above because management believes that cancellation of these contracts is unlikely and we expect to make future cash payments according to the contract terms or in similar amounts for similar materials.

(4) We have entered into various non-cancelable operating lease agreements that expire on various dates through fiscal 2026. The amounts in the table above exclude expected sublease income.

Due to the uncertainty with respect to the timing of future cash flows associated with our unrecognized tax benefits as of March 31, 2017 we are unable to make reasonably reliable estimates of the period of cash settlement with the respective taxing authorities. Therefore, $251 million in long-term income taxes payable has been excluded from the contractual obligations table. See Note 5 to the Consolidated Financial Statements for further information.

Indemnifications

In the ordinary course of business, we may provide indemnifications of varying scope and terms to customers, vendors, lessors, business partners, subsidiaries and other parties with respect to certain matters, including, but not limited to, losses arising out of our breach of agreements or representations and warranties made by us. Refer to Note 12 to the Consolidated Financial Statements for further information on our indemnifications.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The methods, estimates and judgments that we use in applying our accounting policies have a significant impact on our financial position and the results that we report in our Consolidated Financial Statements. Some of these policies required us to make subjective estimates and apply judgment regarding matters that are inherently uncertain.

Our most critical estimates included:

- The allocation of revenue to various components of our multiple element arrangements which may contain hardware, software, licenses, maintenance and service contracts.
- The valuation and allocation of the purchase price paid for acquired assets and liabilities assumed in connection with our acquisitions, which impacts our gross margin and operating expenses in periods subsequent to the acquisition.
- The evaluation of the recoverability of long-lived assets (property, and equipment, identified intangibles, and goodwill), which impacts gross margin or operating expenses when we record impairments or accelerate their depreciation or amortization.
- The determination of the fair value of stock options using a Black-Scholes options pricing model, which impact our gross margin and operating expenses over the option's vesting period.
- The recognition and measurement of current and deferred income taxes (including the measurement of current and deferred income taxes, including the measurement of uncertain tax positions), which impact our provision for taxes as well as tax-related assets and liabilities.
- The recognition and measurement of loss contingencies, which impact gross margin or operating expenses when we recognize a loss contingency, revise the estimate for a loss contingency, or record an asset impairment.

See Note 1 to the Consolidated Financial Statements in this annual report for further information on our critical accounting estimates and policies.

Recently issued authoritative guidance

Revenue Recognition - Contracts with Customers. In May 2014, the Financial Accounting Standards Board ("FASB") issued new authoritative guidance for revenue from contracts with customers. The standard's core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration that the company expects to receive in exchange for those goods or services. In doing so, companies will need to use more judgment and make more estimates than under current guidance. These may include identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price, and allocating the transaction price to each separate performance obligation. In March 2016, the FASB clarified implementation guidance on principal versus agent considerations. In April 2016, the FASB issued guidance related to identifying performance obligations and licensing which reduces the cost and complexity of applying certain aspects of the guidance both at implementation and on an ongoing basis.

The new guidance may be applied retrospectively to each prior period presented ("retrospective") or retrospectively with cumulative effect recognized in retained earnings as of the date of adoption (“modified retrospective”). We expect to adopt the new standard on a modified retrospective basis in the first quarter of fiscal 2019. We are currently evaluating the impact of the adoption of this guidance on our Consolidated Financial Statements.

Financial Instruments - Recognition and Measurement. In January 2016, the FASB issued new authoritative guidance on financial instruments. The new guidance enhances the reporting model for financial instruments, which includes amendments to address aspects of recognition, measurement, presentation and disclosure. The new guidance will be effective for us in our first quarter of fiscal 2019. Early adoption is permitted under limited circumstances but we do not intend to adopt the provisions of the new guidance early. We are currently evaluating the impact of the adoption of this guidance on our Consolidated Financial Statements.

Leases. In February 2016, the FASB issued new guidance on lease accounting which will require lessees to recognize assets and liabilities on their balance sheet for the rights and obligations created by operating leases and will also require disclosures designed to give users of financial statements information on the amount, timing, and uncertainty of cash flows arising from leases. The new guidance will be effective for us in our first quarter of fiscal 2020. Early adoption is permitted but we do not plan to adopt the provisions of the new guidance early. We are currently evaluating the impact of the adoption of this guidance on our Consolidated Financial Statements.

Employee Stock-Based Compensation. In March 2016, the FASB issued new guidance on accounting for employee stock-based compensation, which requires all income tax effects of awards to be recognized in the income statement when the awards vest or are settled, as well as revising guidance related to classification of awards as either equity or liabilities, accounting for forfeitures and classification of excess tax benefits or deficiencies on the statement of cash flows. We are electing to continue to estimate forfeitures to determine the amount of compensation cost to be recognized in each period. We do not anticipate a material impact on the Consolidated Financial Statements from the cumulative effect of these changes. The new guidance will be effective for us in our first quarter of fiscal 2018.

Credit Losses. In June 2016, the FASB issued new authoritative guidance on credit losses which changes the impairment model for most financial assets and certain other instruments. For trade receivables and other instruments, we will be required to use a new forward-looking “expected loss” model. Additionally, for available-for-sale debt securities with unrealized losses, we will measure credit losses in a manner similar to today, except that the losses will be recognized as allowances rather than reductions in the amortized cost of the securities. The standard will be effective for us in our first quarter of fiscal 2021. We are currently evaluating the impact of the adoption of this guidance on our Consolidated Financial Statements.

Income Taxes - Intra-Entity Asset Transfers Other Than Inventory. In October 2016, the FASB issued new authoritative guidance that requires entities to immediately recognize the tax consequences of intercompany asset transfers, excluding inventory, at the transaction date, rather than deferring the tax consequences under current U.S. GAAP. The standard will be effective for us in our first quarter of fiscal 2019, and requires a modified retrospective transition method. We are currently evaluating the impact of the adoption of this guidance and anticipate it will have a material impact on our Consolidated Financial Statements.

Item 7A. *Quantitative and Qualitative Disclosures about Market Risk*

We are exposed to various market risks related to fluctuations in interest rates and foreign currency exchange rates. We may use derivative financial instruments to mitigate certain risks in accordance with our investment and foreign exchange policies. We do not use derivatives or other financial instruments for trading or speculative purposes.

Interest rate risk

As of March 31, 2017, we had $4.6 billion in principal amount of fixed-rate Senior Notes and Convertible Senior Notes outstanding, with a carrying amount of $4.6 billion and a fair value of $4.6 billion, based on level 2 inputs. As of April 1, 2016, we had $2.3 billion in principal amount of fixed-rate Senior Notes outstanding, with a carrying amount of $2.2 billion and a fair value of $2.3 billion, based on level 2 inputs.

We have considered the historical volatility of interest rates and determined that it is possible that adverse changes in interest rates related to our fixed and variable rate debt could occur. A reasonably possible hypothetical adverse change of 50-basis points could result in a $92 million fair value reduction of our fixed-rate borrowings as of March 31, 2017, compared to a $41 million fair value reduction as of April 1, 2016. A reasonably possible hypothetical adverse change of 50-basis points in the effective interest rate of our $3.7 billion of variable-rate borrowings could result in an incremental $19 million of pre-tax interest expense on an annualized basis.

Foreign currency exchange rate risk

We conduct business in numerous currencies through our worldwide operations and, as such, we are exposed to foreign currency risk. Our entities conduct their businesses in the primary local currency in which they operate, however, they may also conduct business in other currencies. To the extent our entities hold monetary assets or liabilities, earn revenues or incur costs in currencies other than the entity's functional currency, they are exposed to foreign exchange gains or losses and impacts to margins as a result. As part of our foreign currency risk mitigation strategy, we have entered into foreign exchange forward contracts with up to six months in duration to help mitigate foreign exchange risk, however we are not able to mitigate all of our foreign exchange risk. We have considered historical trends in exchange rates and determined that it is possible that adverse changes in exchange rates for any currency could occur. The estimated impacts of a ten percent appreciation or depreciation of foreign currency are as follows in millions:

	March 31, 2017			April 1, 2016		
		Change in Fair Value Due to 10%			Change in Fair Value Due to 10%	
Foreign Exchange Forward Contract	**Notional Amount**	**Appreciation**	**Depreciation**	**Notional Amount**	**Appreciation**	**Depreciation**
Purchased	$ 492	$ 49	$ (49)	$ 693	$ 69	$ (69)
Sold	(204)	(20)	20	(198)	(19)	19
Total net outstanding contracts	$ 288	$ 29	$ (29)	$ 495	$ 50	$ (50)

We do not use derivative financial instruments for speculative trading purposes, nor do we hedge our foreign currency exposure in a manner that entirely offsets the effects of the changes in foreign exchange rates.

Item 8. *Financial Statements and Supplementary Data*

The Consolidated Financial Statements and related disclosures included in Part IV, Item 15 of this annual report are incorporated by reference into this Item 8.

Selected Quarterly Financial Data (Unaudited)

	Fiscal 2017				Fiscal 2016			
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter	Fourth Quarter	Third Quarter	Second Quarter	First Quarter
	(In millions, except per share data)							
Net revenues	$ 1,115	$ 1,041	$ 979	$ 884	$ 873	$ 909	$ 906	$ 912
Gross profit	856	806	769	735	726	759	746	754
Operating income (loss)	(178)	(16)	(12)	106	128	146	100	83
Income (loss) from continuing operations	(177)	(56)	(69)	66	(1,013)	114	53	25
Income (loss) from discontinued operations, net of income taxes	34	102	(75)	69	3,058	56	103	92
Net income (loss)	(143)	46	(144)	135	2,045	170	156	117
Income (loss) per share — basic:								
Continuing operations	$ (0.29)	$ (0.09)	$ (0.11)	$ 0.11	$ (1.56)	$ 0.17	$ 0.08	$ 0.04
Discontinued operations	$ 0.06	$ 0.16	$ (0.12)	$ 0.11	$ 4.70	$ 0.08	$ 0.15	$ 0.13
Net income (loss) per share — basic	$ (0.23)	$ 0.07	$ (0.23)	$ 0.22	$ 3.15	$ 0.26	$ 0.23	$ 0.17
Income (loss) per share — diluted:								
Continuing operations	$ (0.29)	$ (0.09)	$ (0.11)	$ 0.11	$ (1.56)	$ 0.17	$ 0.08	$ 0.04
Discontinued operations	$ 0.06	$ 0.16	$ (0.12)	$ 0.11	$ 4.70	$ 0.08	$ 0.15	$ 0.13
Net income (loss) per share — diluted	$ (0.23)	$ 0.07	$ (0.23)	$ 0.22	$ 3.15	$ 0.25	$ 0.23	$ 0.17

Note: Net income (loss) per share amounts may not add due to rounding.

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

None.

Item 9A. *Controls and Procedures*

a) Evaluation of Disclosure Controls and Procedures

The SEC defines the term "disclosure controls and procedures" to mean a company's controls and other procedures that are designed to ensure that information required to be disclosed in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported, within the time periods specified in the SEC's rules and forms. "Disclosure controls and procedures" include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our disclosure controls and procedures are designed to provide reasonable assurance that such information is accumulated and communicated to our management. Our management (with the participation of our Chief Executive Officer and Chief Financial Officer) has conducted an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act). Based on such evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of the end of the period covered by this report.

b) Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) for Symantec. Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, has conducted an evaluation of the effectiveness of our internal control over financial reporting as of March 31, 2017, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO").

In accordance with guidance issued by the Securities and Exchange Commission, companies are permitted to exclude acquisitions from their final assessment of internal control over financial reporting for the first fiscal year in which the acquisition occurred. Our management's evaluation of internal control over financial reporting excluded the internal control activities of Blue Coat and LifeLock, which we acquired in August 2016 and February 2017, respectively, as discussed in Note 6 to the Consolidated Financial Statements. We have included the financial results of Blue Coat and LifeLock in the Consolidated Financial Statements from the dates of acquisition. Total revenues subject to Blue Coat's internal control over financial reporting represented approximately 11% of our consolidated revenues for the fiscal year ended March 31, 2017. Total assets subject to Blue Coat's internal control over financial reporting represented approximately 4% of our consolidated total assets as of March 31, 2017. Total revenues subject to LifeLock's internal control over financial reporting represented approximately 2% of our consolidated revenues for the fiscal year ended March 31, 2017. Total assets subject to LifeLock's internal control over financial reporting represented approximately 2% of our consolidated total assets as of March 31, 2017. Blue Coat's and LifeLock's goodwill and intangible assets were subject to our management's evaluation of internal control over financial reporting.

Our management has concluded that, as of March 31, 2017, our internal control over financial reporting was effective at the reasonable assurance level based on these criteria.

The Company's independent registered public accounting firm has issued an attestation report regarding its assessment of the Company's internal control over financial reporting as of March 31, 2017, which is included in Part IV, Item 15 of this annual report.

c) Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended March 31, 2017, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

d) Limitations on Effectiveness of Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. Accordingly, our disclosure controls and procedures provide reasonable assurance of achieving their objectives.

Item 9B. ***Other Information***

The information below is reported in lieu of information that would be reported under Items 5.03 under Form 8-K.

On May 17, 2017, our Board of Directors (the “Board”) adopted amendments to our Bylaws, as amended (the “Bylaws”), to implement proxy access. As amended, the Bylaws include a new Section 1.13 permitting a stockholder, or a group of up to 50 stockholders, owning continuously for at least three years a number of shares of our common stock that constitutes at least 3% of the outstanding shares of our common stock, to nominate and include in our proxy materials director nominees constituting up to the greater of two individuals or 20% of the Board, provided that the stockholder(s) and the nominee(s) satisfy the requirements specified in the Bylaws. The amended Bylaws also reflect certain conforming and clarifying changes in Section 1.12 of the Bylaws.

The description of the Bylaws contained herein is qualified in its entirety by reference to the Bylaws, a copy of which is filed herewith as Exhibit 3.05 and is incorporated herein by reference.

PART III

Item 10. *Directors, Executive Officers and Corporate Governance*

The information required by this item will be included under the caption "Directors, Executive Officers, and Corporate Governance" in our Proxy Statement for the 2017 Annual Meeting of Stockholders to be filed with the SEC within 120 days of the fiscal year ended March 31, 2017 ("2017 Proxy Statement") and is incorporated herein by reference.

Item 11. *Executive Compensation*

The information required by this item will be included under the caption "Executive Compensation" in our 2017 Proxy Statement and is incorporated herein by reference.

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

The information required by this item will be included under the caption "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters" in our 2017 Proxy Statement and is incorporated herein by reference.

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

The information required by this item will be included under the caption "Certain Relationships and Related Transactions, and Director Independence" in our 2017 Proxy Statement and is incorporated herein by reference.

Item 14. *Principal Accounting Fees and Services*

The information required by this item will be included under the caption "Principal Accountant Fees and Services" in our 2017 Proxy Statement and is incorporated herein by reference.

PART IV

Item 15. *Exhibits, Financial Statement Schedules*

Upon written request, we will provide, without charge, a copy of this annual report, including the Consolidated Financial Statements and financial statement schedule. All requests should be sent to:

Symantec Corporation
Attn: Investor Relations
350 Ellis Street
Mountain View, California 94043
(650) 527-8000

The following documents are filed as part of this report:

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
Symantec Corporation:

We have audited the accompanying consolidated balance sheets of Symantec Corporation and subsidiaries as of March 31, 2017 and April 1, 2016, and the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the years in the three-year period ended March 31, 2017. We also have audited Symantec Corporation's internal control over financial reporting as of March 31, 2017, based on criteria established in *Internal Control — Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Symantec Corporation's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A.b). Our responsibility is to express an opinion on these consolidated financial statements and an opinion on Symantec Corporation's internal control over financial reporting 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 audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting 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 audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Symantec Corporation and subsidiaries as of March 31, 2017 and April 1, 2016, and the results of their operations and their cash flows for each of the years in the three-year period ended March 31, 2017, in conformity with U.S. generally accepted accounting principles. Also in our opinion, Symantec Corporation maintained, in all material respects, effective internal control over financial reporting as of March 31, 2017, based on criteria established in *Internal Control — Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Symantec Corporation acquired Blue Coat, Inc. (Blue Coat) and LifeLock, Inc. (LifeLock), in August 2016 and February 2017, respectively, as discussed in Note 6 to the Consolidated Financial Statements. Management excluded from its assessment of the effectiveness of Symantec Corporation's internal control over financial reporting as of March 31, 2017, Blue Coat's internal control over financial reporting associated with consolidated total assets of approximately 4% and total consolidated revenues of approximately 11% and LifeLock's internal control over financial reporting associated with consolidated total assets of approximately 2% and consolidated revenues of approximately 2%, included in the consolidated financial statements of Symantec Corporation and subsidiaries as of and for the year ended March 31, 2017. Our audit of internal control over financial reporting of Symantec Corporation also excluded an evaluation of the internal control over financial reporting of Blue Coat and LifeLock.

/s/ KPMG LLP

Santa Clara, California
May 19, 2017

SYMANTEC CORPORATION

CONSOLIDATED BALANCE SHEETS

	March 31, 2017	April 1, 2016
	(In millions, except per share amounts which are reflected in thousands, and par value per share amounts)	
ASSETS		
Current assets:		
Cash and cash equivalents	**$ 4,247**	$ 5,983
Accounts receivable, net	**649**	556
Other current assets	**428**	420
Total current assets	**5,324**	6,959
Property and equipment, net	**937**	957
Intangible assets, net	**3,004**	443
Goodwill	**8,627**	3,148
Equity investments	**158**	157
Other long-term assets	**124**	103
Total assets	**$ 18,174**	$ 11,767
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	**$ 180**	$ 175
Accrued compensation and benefits	**272**	219
Current portion of long-term debt	**1,310**	-
Deferred revenue	**2,353**	2,279
Income taxes payable	**30**	941
Other current liabilities	**477**	419
Total current liabilities	**4,622**	4,033
Long-term debt	**6,876**	2,207
Long-term deferred revenue	**434**	359
Long-term deferred tax liabilities	**2,401**	1,235
Long-term income taxes payable	**251**	160
Other long-term obligations	**103**	97
Total liabilities	**14,687**	8,091
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, **$0.01** par value: **1,000** shares authorized; **21** shares issued; **0** outstanding	**-**	-
Common stock and additional paid-in capital, $0.01 par value: 3,000,000 shares authorized; **608,019** and 612,266 shares issued and outstanding	**4,236**	4,309
Accumulated other comprehensive income	**12**	22
Accumulated deficit	**(761)**	(655)
Total stockholders' equity	**3,487**	3,676
Total liabilities and stockholders' equity	**$ 18,174**	$ 11,767

The accompanying Notes to the Consolidated Financial Statements are an integral part of these statements.

SYMANTEC CORPORATION

CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended		
	March 31, 2017	April 1, 2016	April 3, 2015
	(In millions, except per share amounts)		
Net revenues	**$ 4,019**	$ 3,600	$ 3,956
Cost of revenues	**853**	615	727
Gross profit	**3,166**	2,985	3,229
Operating expenses:			
Sales and marketing	**1,459**	1,292	1,650
Research and development	**823**	748	812
General and administrative	**564**	295	362
Amortization of intangible assets	**147**	57	87
Restructuring, separation, transition, and other	**273**	136	164
Total operating expenses	**3,266**	2,528	3,075
Operating income (loss)	**(100)**	457	154
Interest income	**21**	10	11
Interest expense	**(208)**	(75)	(78)
Other income, net	**25**	-	14
Income (loss) from continuing operations before income taxes	**(262)**	392	101
Income tax expense (benefit)	**(26)**	1,213	(8)
Income (loss) from continuing operations	**(236)**	(821)	109
Income from discontinued operations, net of income taxes	**130**	3,309	769
Net income (loss)	**$ (106)**	$ 2,488	$ 878
Income (loss) per share — basic:			
Continuing operations	**$ (0.38)**	$ (1.23)	$ 0.16
Discontinued operations	**$ 0.21**	$ 4.94	$ 1.12
Net income (loss) per share — basic	**$ (0.17)**	$ 3.71	$ 1.27
Income (loss) per share — diluted:			
Continuing operations	**$ (0.38)**	$ (1.23)	$ 0.16
Discontinued operations	**$ 0.21**	$ 4.94	$ 1.10
Net income (loss) per share — diluted	**$ (0.17)**	$ 3.71	$ 1.26
Weighted-average shares outstanding:			
Basic	**618**	670	689
Diluted	**618**	670	696
Cash dividends declared per common share	**$ 0.30**	$ 4.60	$ 0.60

Note: Net income per share amounts may not add due to rounding.

The accompanying Notes to the Consolidated Financial Statements are an integral part of these statements.

SYMANTEC CORPORATION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	Year Ended		
	March 31, 2017	**April 1, 2016**	**April 3, 2015**
		(In millions)	
Net income (loss)	**$ (106)**	$ 2,488	$ 878
Other comprehensive loss, net of taxes:			
Foreign currency translation adjustments:			
Translation adjustments	**(8)**	(6)	(89)
Reclassification adjustments for (gain) loss included in net income (loss)	**-**	1	(1)
Net foreign currency translation adjustments	**(8)**	(5)	(90)
Unrealized gain (loss) on available-for-sale securities	**(2)**	4	-
Other comprehensive loss, net of taxes	**(10)**	(1)	(90)
Comprehensive income (loss)	**$ (116)**	$ 2,487	$ 788

The accompanying Notes to the Consolidated Financial Statements are an integral part of these statements.

SYMANTEC CORPORATION

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Year ended		
	March 31, 2017	April 1, 2016	April 3, 2015
		(In millions)	
Common stock and additional paid-in capital			
Balance, beginning of period	**$ 4,309**	$ 6,101	$ 6,751
Stock-based compensation	**410**	245	198
Assumed equity awards in acquisitions	**112**	-	-
Common stock issued under employee stock plans	**95**	65	116
Direct stock purchase	**43**	-	-
Equity component of convertible notes, net of tax	**12**	29	-
Income tax benefit from employee stock transactions	**11**	17	11
Repurchases of common stock	**(500)**	(1,868)	(500)
Dividends paid and accrued	**(191)**	(212)	(428)
Tax payments related to restricted stock units	**(65)**	(68)	(47)
Balance, end of period	**$ 4,236**	$ 4,309	$ 6,101
Accumulated deficit			
Balance, beginning of period	**$ (655)**	$ (270)	$ (1,148)
Net income (loss)	**(106)**	2,488	878
Dividends paid and accrued	**-**	(2,873)	-
Balance, end of period	**$ (761)**	$ (655)	$ (270)
Accumulated other comprehensive income			
Balance, beginning of period	**$ 22**	$ 104	$ 194
Other comprehensive loss, net of taxes	**(10)**	(1)	(90)
Sale of Veritas	**-**	(81)	-
Balance, end of period	**$ 12**	$ 22	$ 104
Total stockholders' equity	**$ 3,487**	$ 3,676	$ 5,935

The accompanying Notes to the Consolidated Financial Statements are an integral part of these statements.

SYMANTEC CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended		
	March 31, 2017	April 1, 2016	April 3, 2015
	(In millions)		
OPERATING ACTIVITIES:			
Net income (loss)	**$ (106)**	$ 2,488	$ 878
Income from discontinued operations, net of income taxes	**(130)**	(3,309)	(769)
Adjustments to continuing operating activities:			
Depreciation and amortization	**530**	304	355
Stock-based compensation expense	**440**	161	131
Deferred income taxes	**(168)**	1,082	(29)
Other	**32**	7	(2)
Changes in operating assets and liabilities, net of acquisitions			
Accounts receivable, net	**45**	38	(35)
Accounts payable	**(67)**	(69)	(73)
Accrued compensation and benefits	**20**	(7)	7
Deferred revenue	**125**	20	(83)
Income taxes payable	**(904)**	693	(405)
Other assets	**117**	(3)	16
Other liabilities	**(90)**	51	26
Net cash provided by (used in) continuing operating activities	**(156)**	1,456	17
Net cash provided by (used in) discontinued operating activities	**(64)**	(660)	1,295
Net cash provided by (used in) operating activities	**(220)**	796	1,312
INVESTING ACTIVITIES:			
Additions to property and equipment	**(70)**	(272)	(303)
Payments for acquisitions, net of cash acquired, and purchases of intangibles	**(6,736)**	(4)	(39)
Purchases of short-term investments	**-**	(378)	(1,758)
Proceeds from maturities and sales of short-term investments	**31**	1,355	1,024
Proceeds from divestiture, net of cash contributed and transaction costs	**7**	6,535	-
Other	**2**	-	-
Net cash provided by (used in) continuing investing activities	**(6,766)**	7,236	(1,076)
Net cash used in discontinued investing activities	**-**	(63)	(78)
Net cash provided by (used in) investing activities	**(6,766)**	7,173	(1,154)
FINANCING ACTIVITIES:			
Repayments of debt and other obligations	**(107)**	(368)	(21)
Proceeds from issuance of debt, net of issuance costs	**6,069**	500	-
Net proceeds from sales of common stock under employee stock plans	**95**	65	116
Tax payments related to restricted stock units	**(65)**	(39)	(36)
Dividends and dividend equivalents paid	**(222)**	(3,030)	(413)
Repurchases of common stock	**(500)**	(1,868)	(500)
Other	**21**	6	54
Net cash provided by (used in) continuing financing activities	**5,291**	(4,734)	(800)
Net cash used in discontinued financing activities	**-**	(30)	(11)
Net cash provided by (used in) financing activities	**5,291**	(4,764)	(811)
Effect of exchange rate fluctuations on cash and cash equivalents	**(41)**	(96)	(180)
Change in cash and cash equivalents	**(1,736)**	3,109	(833)
Beginning cash and cash equivalents	**5,983**	2,874	3,707
Ending cash and cash equivalents	**$ 4,247**	$ 5,983	$ 2,874
Supplemental disclosures:			
Equity investment in Veritas received as consideration	**$ -**	$ 149	$ -
Income taxes paid, net of refunds	**$ 1,081**	$ 302	$ 353
Interest expense paid	**$ 143**	$ 70	$ 75
Additions to property and equipment in current liabilities	**$ 33**	$ 16	$ 31

The accompanying Notes to the Consolidated Financial Statements are an integral part of these statements.

SYMANTEC CORPORATION

Notes to the Consolidated Financial Statements

BASIS OF PRESENTATION

Note 1. Summary of Significant Accounting Policies

Business

Symantec Corporation ("Symantec", "we," "us," "our," and "the Company" refer to Symantec Corporation and all of its subsidiaries) is a global leader in cybersecurity.

On August 1, 2016, we completed our acquisition of Blue Coat, Inc. ("Blue Coat"). Blue Coat's results of operations have been included in our Consolidated Statements of Operations beginning August 1, 2016. On February 9, 2017, we completed our acquisition of LifeLock, Inc. ("LifeLock"). LifeLock's results of operations have been included in our Consolidated Statements of Operations beginning February 9, 2017. See Note 6 for more information on the Blue Coat and LifeLock acquisitions.

On January 29, 2016, we completed the sale of Veritas. The results of Veritas are presented as discontinued operations in our Consolidated Statements of Operations and thus have been excluded from continuing operations and segment results for all reported periods. See Note 13 for more information on our discontinued operations.

Principles of consolidation

The accompanying consolidated financial statements of Symantec and our wholly-owned subsidiaries are prepared in conformity with generally accepted accounting principles in the United States ("U.S. GAAP"). All significant intercompany accounts and transactions have been eliminated in consolidation.

Fiscal calendar

We have a 52/53-week fiscal year ending on the Friday closest to March 31. Our fiscal 2017 and 2016 were 52-week years ended March 31, 2017 and April 1, 2016, respectively, whereas our fiscal 2015 was a 53-week year ended April 3, 2015.

Use of estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Estimates are based upon historical factors, current circumstances and the experience and judgment of management. Management evaluates its assumptions and estimates on an ongoing basis and may engage outside subject matter experts to assist in its valuations. Actual results could differ from those estimates. Significant items subject to such estimates and assumptions include those related to the allocation of revenue recognized and deferred amounts, valuation of business combinations including acquired intangible assets and goodwill, loss contingencies, and the recognition and measurement of current and deferred income taxes including the measurement of uncertain tax positions.

Foreign currency translation

Assets and liabilities denominated in foreign currencies are translated using the exchange rate on the balance sheet dates. Revenues and expenses are translated using monthly average exchange rates prevailing during the year. The translation adjustments resulting from this process are included as a component of accumulated other comprehensive income.

Revenue recognition

General

We recognize revenue when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collectability is probable. Revenue is recognized net of allowances for returns, discounts, distributor incentives and end-user rebates, and any taxes collected from customers and subsequently remitted to governmental authorities.

For arrangements that include both software and non-software elements, we allocate revenue to the software deliverables as a group and non-software deliverables based on their relative selling prices. In such circumstances, we use a hierarchy to determine the fair value to be used for the relative selling price allocation: (i) vendor-specific objective evidence of fair value ("VSOE"), (ii) third-party evidence ("TPE"), and (iii) best estimate of selling price ("BESP"). VSOE is based on historical stand-alone sales or the stated renewal rate for maintenance in certain license arrangements. When we are unable to establish a selling price using VSOE or TPE, we use BESP in the allocation of arrangement consideration. The objective of BESP is to determine the price at which we would transact a sale if the product or service were sold on a stand-alone basis. The determination of BESP is made through consultation with and formal approval by our management, taking into consideration the go-to-market strategy, pricing factors, and historical transactions.

For software arrangements that include multiple elements, including perpetual software licenses, maintenance, services, and packaged products with content updates and subscriptions, we allocate and defer revenue for the undelivered items based on VSOE of the fair value of the undelivered elements, and recognize the difference between the total arrangement fee and the amount deferred for the undelivered items as license revenue. When VSOE does not exist for undelivered items, the entire arrangement fee is recognized ratably over the performance period.

For non-software arrangements that include multiple elements, we allocate revenue to each element based upon the relative selling price of each element. We use a hierarchy to determine the fair value to be used for the relative selling price allocation: (i) VSOE, (ii) TPE, and (iii) BESP. The revenue allocated to each element is recognized when all revenue recognition criteria are met for that element.

Consumer Digital Safety

We sell consumer products directly to end-users and consumer packaged software products through a multi-tiered distribution channel. For consumer products that include content updates, we recognize revenue ratably over the term of the subscription upon sell-through to end-users, as the subscription period commences on the date of sale to the end-user. We offer the right of return of our products under various policies and programs with our distributors, resellers, and end-user customers. We estimate and record reserves for product returns as an offset to revenue or deferred revenue.

We offer channel and end-user rebates for our consumer digital safety products. Our estimated reserves for channel volume incentive rebates are based on distributors' and resellers' actual performance against the terms and conditions of volume incentive rebate programs, which are typically entered into quarterly. Our reserves for end-user rebates are estimated based on the terms and conditions of the promotional program, actual sales during the promotion, the amount of actual redemptions received, historical redemption trends by product and by type of promotional program, and the value of the rebate. We estimate and record reserves for channel and end-user rebates as an offset to revenue or deferred revenue. As of March 31, 2017 and April 1, 2016, we had reserves for consumer digital safety rebates of $18 million and $20 million, respectively. For consumer products that include content updates, rebates are recorded as a ratable offset to revenue or deferred revenue over the term of the subscription.

Enterprise Security

Revenue for our enterprise security products is earned from arrangements that can include various combinations of software, hardware, and services, and sold directly to end-users or through a multi-tiered distribution channel. We generally do not offer rights of return for enterprise security products and the distribution channel does not hold inventory. As a result, historical returns and related reserves are insignificant.

We offer channel rebates and marketing programs for our enterprise security products. Our estimated reserves for channel volume incentive rebates are based on distributors' and resellers' actual performance against the terms and conditions of volume incentive rebate programs, which are typically entered into quarterly. We also consider current market conditions and economic trends when estimating our reserves for rebates. If actual redemptions differ from our estimates, differences may result in the amount and timing of our net revenues for any period presented. As of March 31, 2017 and April 1, 2016, we had reserves for enterprise security rebates and marketing programs of $11 million and $12 million, respectively.

Fair value measurements

For assets and liabilities measured at fair value, fair value is the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining fair value, we consider the principal or most advantageous market in which we would transact, and we consider assumptions that market participants would use when pricing the asset or liability.

The three levels of inputs that may be used to measure fair value are:

- Level 1: Quoted prices in active markets for identical assets or liabilities.
- Level 2: Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in less active markets or model-derived valuations. All significant inputs used in our valuations, such as discounted cash flows, are observable or can be derived principally from or corroborated with observable market data for substantially the full term of the assets or liabilities.
- Level 3: Unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of assets or liabilities. We monitor and review the inputs and results of these valuation models to help ensure the fair value measurements are reasonable and consistent with market experience in similar asset classes.

Assets measured and recorded at fair value

Cash equivalents. We consider all highly liquid investments with an original maturity of three months or less at the time of purchase to be cash equivalents. Cash equivalents are carried at amounts that approximate fair value due to the short period of time to maturity.

Short-term investments. Short-term investments consist of investment and marketable equity securities that are classified as available-for-sale and recognized at fair value using Level 1 and Level 2 inputs, which are quoted using market prices, independent pricing vendors, or other sources, to determine the fair value. Unrealized gains and losses, net of tax, are included in accumulated other comprehensive income. We regularly review our investment portfolio to identify and evaluate investments that have indications of impairment. Factors considered in determining whether a loss is other-than-temporary include: the length of time and extent to which the fair value has been lower than the cost basis, the financial condition and near-term prospects of the investee, credit quality, likelihood of recovery, and our ability to hold the investment for a period of time sufficient to allow for any anticipated recovery in market value.

Non-marketable equity investments

We make equity investments in privately-held companies, which includes the B common shares we received as a portion of the net consideration in the sale of Veritas Technology LLC. These investments are accounted for under the cost method of accounting. We assess the recoverability of these investments by reviewing various indicators of impairment. If indicators are present, a fair value measurement is made by performing a discounted cash flow analysis of the investment. If a decline in value is determined to be other-than-temporary, impairment is recognized and included in other income, net.

Accounts receivable

Accounts receivable are recorded at the invoiced amount and are not interest bearing. We maintain an allowance for doubtful accounts to reserve for potentially uncollectible receivables. We review our accounts receivables by aging category to identify specific customers with known disputes or collectability issues. In addition, we maintain an allowance for all other receivables not included in the specific reserve by applying specific percentages of projected uncollectible receivables to the various aging categories. In determining these percentages, we use judgment based on our historical collection experience and current economic trends. We also offset deferred revenue against accounts receivable when channel inventories are in excess of specified levels and for transactions where collection of a receivable is not considered probable.

As of March 31, 2017 and April 1, 2016, our allowance for doubtful accounts was $8 million and $16 million, respectively.

Property and equipment

Property, equipment, and leasehold improvements are stated at cost, net of accumulated depreciation. We capitalize costs incurred during the application development stage related to the development of internal use software and enterprise cloud computing services. We expense costs incurred related to the planning and post-implementation phases of development as incurred. Depreciation is provided on a straight-line basis over the estimated useful lives. Estimated useful lives for financial reporting purposes are as follows: buildings, 20 to 30 years; building improvements, 7 to 20 years; leasehold improvements, the lesser of the life of the improvement or the initial lease term; computer hardware and software, and office furniture and equipment, 3 to 5 years.

The following table summarizes property and equipment, net of accumulated depreciation by categories for the periods presented:

	March 31, 2017	April 1, 2016
	(In millions)	
Land	$ 73	$ 73
Computer hardware and software	1,100	987
Office furniture and equipment	99	92
Buildings	425	426
Leasehold improvements	336	310
Construction in progress	22	74
Gross property and equipment	2,055	1,962
Accumulated depreciation	(1,118)	(1,005)
Property and equipment, net	$ 937	$ 957

Depreciation expense was $199 million, $213 million, and $229 million in fiscal 2017, 2016, and 2015, respectively.

Business combinations

We use the acquisition method of accounting under the authoritative guidance on business combinations. Each acquired company's operating results are included in our Consolidated Financial Statements starting on the date of acquisition. The purchase price is equivalent to the fair value of consideration transferred. Tangible and identifiable intangible assets acquired and liabilities assumed as of the date of acquisition are recorded at their estimated fair values at acquisition date. Goodwill is recognized for the excess of purchase price over the net fair value of assets acquired and liabilities assumed.

The allocation of purchase price requires management to make significant estimates and assumptions in determining the fair values of the assets acquired and liabilities assumed especially with respect to intangible assets. Critical estimates in valuing intangible assets include, but are not limited to, future cash flows from customer relationships, developed technology, trade names and acquired patents; and discount rates. Management estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable. Unanticipated events and circumstances may occur which may affect the accuracy or validity of such assumptions, estimates or actual results.

Goodwill

Application of the goodwill impairment test requires us to make certain estimates and judgments, including the identification of reporting units, assignment of assets and liabilities to reporting units, assignment of goodwill to reporting units, and determination of fair value for each reporting unit. We perform an impairment assessment of goodwill at the reporting unit level at least annually on the first day of the fourth quarter of each fiscal year, or more frequently if events or changes in circumstances indicate that the asset may be impaired. To determine a reporting unit's fair value, we generally use the income approach which is based on the estimated discounted future cash flows of that unit. The estimation of future cash flows requires us to make projections of future revenues and expenses of each reporting unit and establish a weighted-average cost of capital to discount these cash flows. Changes in these key assumptions and estimates or other assumptions used in this process could materially affect our impairment analysis in a given year.

The accounting guidance gives us the option to perform a qualitative assessment to determine whether further impairment testing is necessary. The qualitative assessment considers events and circumstances that might indicate that a reporting unit's fair value is less than its carrying amount. These include macro-economic conditions, such as deterioration in the entity's operating environment or industry or market considerations; entity-specific events such as increasing costs, declining financial performance, or loss of key personnel; or other events such as the sale of a reporting unit or a sustained decrease in the company's stock price. If it is determined, as a result of the qualitative assessment, that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount, a quantitative test is performed.

For the fiscal year ended March 31, 2017, based on our qualitative assessment, we concluded that it is more likely than not that the fair values are more than their carrying values. Accordingly, there was no indication of impairment, and further quantitative testing was not required.

Long-lived assets

In connection with our acquisitions, we generally recognize assets for customer relationships, developed technology, finite-lived trade names, patents, and indefinite-lived trade names. Finite-lived intangible assets are carried at cost less accumulated amortization. Such amortization is provided on a straight-line basis over the estimated useful lives of the respective assets, generally from 1 to 11 years. Amortization for developed technology is recognized in cost of revenue. Amortization for customer relationships and certain trade names is recognized in operating expenses. Indefinite-lived intangible assets are not subject to amortization but instead tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

Long-lived assets, including intangible assets and property and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group of assets may not be recoverable. The evaluation is performed at the lowest level of identifiable cash flows independent of other assets. An impairment loss would be recognized when estimated undiscounted future cash flows generated from the assets are less than their carrying amount. Measurement of an impairment loss would be based on the excess of the carrying amount of the asset group over its fair value. Our estimates of future cash flows require significant judgment based on historical and anticipated future operating results and are subject to many factors which are subject to variability and change.

Debt

Our debt includes senior unsecured notes, senior term loans, convertible senior notes, and a senior unsecured revolving credit facility ("revolving credit facility"). Our senior unsecured notes are recorded at par value at issuance less a discount representing the amount by which the face value exceeds the fair value at the date of issuance and an amount which represents issuance costs. Our senior term loans are recorded at par value less debt issuance costs which are recorded as a reduction in the carrying value of the debt. Our convertible senior notes are recorded at par value less the fair value of the equity component of the notes, at their issuance date, determined using level 2 inputs and less any issuance costs. The discount and issuance costs associated with the various notes are amortized using the effective interest rate method over the term of the debt as a non-cash charge to interest expense. Borrowings under our revolving credit facility, if any, are recognized at cost plus accrued interest based upon stated interest rates. Debt maturities are classified as current liabilities on our Consolidated Balance Sheet if we are contractually obligated to repay them in the next twelve months or, prior to the balance sheet date, we have the authorization and intent to repay them prior to their contractual maturities and within the next twelve months.

Restructuring

Restructuring actions generally include significant actions involving employee-related severance charges and contract termination costs. Employee-related severance charges are largely based upon substantive severance plans, while some charges result from mandated requirements in certain foreign jurisdictions. These charges are reflected in the period when both the actions are probable and the amounts are estimable. Contract termination costs for leased facilities primarily reflect costs that will continue to be incurred under the contract for its remaining term without economic benefit to the Company. These charges are reflected in the period when the facility ceases to be used.

Income taxes

We compute the provision for income taxes using the asset and liability method, under which deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating losses and tax credit carryforwards in each jurisdiction in which we operate. We measure deferred tax assets and liabilities using the currently enacted tax rates that apply to taxable income in effect for the years in which those tax assets are expected to be realized or settled. We record a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

We are subject to tax in multiple U.S. and foreign tax jurisdictions. We are required to estimate the current tax exposure as well as assess the temporary differences between the accounting and tax treatment of assets and liabilities, including items such as accruals and allowances not currently deductible for tax purposes. We apply judgment in the recognition and measurement of current and deferred income taxes which includes the following critical accounting estimates. We assess the likelihood that we will be able to recover our deferred tax assets. If recovery is not likely, we must increase our provision for taxes by recording a valuation allowance against the deferred tax assets that we estimate will not ultimately be recoverable. We believe that we will ultimately recover the deferred tax assets recorded on our Consolidated Balance Sheets.

We use a two-step process to recognize liabilities for uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. If we determine that the tax position will more likely than not be sustained on audit, the second step requires us to estimate and measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. It is inherently difficult and subjective to estimate such amounts, as this requires us to determine the probability of various outcomes. We re-evaluate these uncertain tax positions on a quarterly basis. This evaluation is based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, effectively settled issues under audit, and new audit activity. Such a change in recognition or measurement would result in the recognition of a tax benefit or an additional charge to the tax provision in the period.

Our effective tax rate includes the impact of certain undistributed foreign earnings for which no U.S. taxes have been provided because such earnings are planned to be indefinitely reinvested outside the U.S. While we do not anticipate changing our intention regarding indefinitely reinvested earnings outside the U.S., material changes in our estimates of such earnings or tax legislation that limits or restricts the amount of such earnings could materially impact our income tax provision and effective tax rate. If certain foreign earnings previously treated as indefinitely reinvested outside the U.S. are repatriated, the related U.S. tax liability may be reduced by any foreign income taxes paid on these earnings.

Loss contingencies

We are subject to contingencies that expose us to losses, including various legal and regulatory proceedings, asserted and potential claims, liabilities related to repair or replacement of parts in connection with product defects, as well as product warranties and potential asset impairments that arise in the ordinary course of business. An estimated loss from such contingencies is recognized as a charge to income if it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Judgment is required in both the determination of probability and the determination as to whether a loss is reasonably estimable as a critical accounting estimate. We review the status of each significant matter quarterly and we may revise our estimates.

Stock-based compensation

Stock-based compensation expense is measured at the grant date based on the fair value of the award. We recognize stock-based compensation cost over the award's requisite service period on a straight-line basis. No compensation cost is ultimately recognized for forfeited awards in which employees do not render the requisite service. We estimate forfeitures based on historical experience.

The fair value of each restricted stock unit ("RSU") and performance-based restricted stock unit ("PRU") that does not contain a market condition is equal to the market value of our common stock on the date of grant. The fair value of each PRU that contains a market condition is estimated using the Monte Carlo simulation option pricing model. The fair values of RSUs and PRUs are not discounted by the dividend yield because our RSUs and PRUs are entitled to dividend equivalents to be paid in the form of cash upon vesting for each share of the underlying unit. As of March 31, 2017 and April 1, 2016, our total accrued dividend-equivalents rights ("DERs") were $45 million and $75 million, respectively, which are included in other current liabilities and other long-term obligations on our Consolidated Balance Sheets.

We used the Black-Scholes model to determine the fair value of unvested stock options assumed in the Blue Coat and LifeLock acquisitions. The determination of the fair value of options using an option pricing model is affected by our stock price as well as assumptions regarding a number of complex and subjective variables. Because the options assumed in the Blue Coat and LifeLock acquisitions were all at- or in-the-money and Blue Coat and LifeLock lack sufficient historical exercise data to provide a reasonable basis upon which to estimate expected term, we estimated the expected life of assumed options using the "simplified method". For vested options, this represents the midpoint between the valuation date and the contractual term. For unvested options, this represents the midpoint between the average vesting time and full contractual term. Expected volatility is based on the average of historical volatility over the most recent period commensurate with the expected life of the option and the implied volatility of traded options. The risk-free interest rate is equal to the U.S. Treasury rates for the period equal to the expected life. The options assumed are without DERs and their fair values are discounted by our dividend yield.

Concentrations of credit risk

A significant portion of our revenue is derived from international sales and independent agents and distributors. Fluctuations of the U.S. dollar against foreign currencies, changes in local regulatory or economic conditions, piracy, or nonperformance by independent agents or distributors could adversely affect our operating results.

Financial instruments that potentially subject us to concentrations of credit risk consist principally of cash and cash equivalents, short-term investments, and trade accounts receivable. Our investment policy limits the amount of credit risk exposure to any one issuer and to any one country. We are exposed to credit risks in the event of default by the issuers to the extent of the amount recorded on our Consolidated Balance Sheets. The credit risk in our trade accounts receivable is substantially mitigated by our credit evaluation process, reasonably short collection terms, and the geographical dispersion of sales transactions. As of March 31, 2017 and April 1, 2016, we had two distributors and one distributor, respectively, that accounted for over 10% of our total accounts receivable. We maintain reserves for potential credit losses and such losses have been within management's expectations.

Advertising and other promotional costs

Advertising and other promotional costs are charged to operations as incurred and included in sales and marketing expenses. These costs totaled $212 million, $211 million, and $326 million for fiscal 2017, 2016, and 2015, respectively.

Sales commissions

Sales commissions that are incremental and directly related to customer sales contracts in which revenue is deferred are accrued and capitalized upon execution of a non-cancelable customer contract, and subsequently expensed over the term of such contract in proportion to the related future revenue streams. For commission costs where revenue is recognized, the related commission costs are recorded in the period of revenue recognition. As of March 31, 2017 and April 1, 2016, we had total deferred commissions of $77 million and $74 million, respectively, which are included in other current assets and other long-term assets on our Consolidated Balance Sheets.

PERFORMANCE & OPERATIONS

Note 2. Segment and Geographic Information

We operate in the following two operating segments, which are the same as our reportable segments:

- *Consumer Digital Safety.* Our Consumer Digital Safety segment focuses on providing a Digital Safety solution to protect information, devices, networks, and the identity of consumers. This platform includes our Norton-branded services, which provide multi-layer security and identity protection on major desktop and mobile operating systems, to defend against increasingly complex online threats to individuals, families and small businesses. With the acquisition of LifeLock, a leader in identity protection services, we are accelerating our leadership in Consumer Digital Safety to protect all aspects of the consumer's digital life.
- *Enterprise Security.* Our Enterprise Security segment protects organizations so they can securely conduct business while leveraging new platforms and data. Our Enterprise Security segment includes our threat protection products, information protection products, cyber security services, website security, and advanced web and cloud security offerings. Our enterprise endpoint and network security and management offerings support evolving endpoints and networks, providing advanced threat protection while helping reduce cost and complexity. These solutions are delivered through various methods, such as software, appliance, SaaS and managed services.

Our operating segments are based upon the nature of our business and how our business is managed. Our Chief Operating Decision Makers ("CODMs"), comprised of our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), use operating segment financial information to evaluate segment performance and to allocate resources. Our CODMs do not evaluate operating segments using discrete asset information, and our assets are not discretely identified by segment except for goodwill, as disclosed in Note 7. During the year, our Board appointed Gregory S. Clark, former Blue Coat CEO as our new CEO and Nicholas R. Noviello, former Blue Coat CFO as our new CFO. Despite the CODM changes during fiscal 2017, we did not change the way we report and evaluate segments.

There were no inter-segment sales for the periods presented. The following table summarizes the operating results of our reportable segments:

	Year Ended		
	March 31, 2017	April 1, 2016	April 3, 2015
	(In millions)		
Total Segments:			
Net revenues	**$ 4,019**	$ 3,600	$ 3,956
Operating income	**$ 1,026**	$ 1,026	$ 1,275
Consumer Digital Safety:			
Net revenues	**$ 1,664**	$ 1,670	$ 1,887
Operating income	**$ 839**	$ 924	$ 982
Enterprise Security:			
Net revenues	**$ 2,355**	$ 1,930	$ 2,069
Operating income	**$ 187**	$ 102	$ 293

We do not allocate to our operating segments certain operating expenses that we manage separately at the corporate level and are not used in evaluating the results of, or in allocating resources to, our segments. These unallocated expenses consist of stock-based compensation expense, amortization of intangible assets, restructuring, separation, transition, and other charges, and acquisition and integration costs. In addition, corporate charges previously allocated to Veritas prior to its operational separation in the third quarter of fiscal 2016, but not reclassified within discontinued operations, were not reallocated to our segments. See Note 13 for more information on our discontinued operations.

The following table provides a reconciliation of our total reportable segments' operating income to our total operating income (loss):

	Year Ended		
	March 31, 2017	April 1, 2016	April 3, 2015
	(In millions)		
Total segment operating income	**$ 1,026**	$ 1,026	$ 1,275
Less reconciling items:			
Unallocated corporate charges related to Veritas	**-**	186	704
Stock-based compensation	**440**	161	131
Amortization of intangibles	**293**	86	122
Restructuring, separation, transition, and other	**273**	136	164
Acquisition and integration costs	**120**	-	-
Total consolidated operating income (loss) from continuing operations	**$ (100)**	$ 457	$ 154

Product revenue information

The following table summarizes net revenues by significant product categories:

	Year Ended		
	March 31, 2017	April 1, 2016	April 3, 2015
	(In millions)		
Norton	**$ 1,597**	$ 1,670	$ 1,887
Threat protection	**804**	807	882
Blue Coat security	**427**	-	-
Others[(1)]	**1,191**	1,123	1,187
Total net revenues	**$ 4,019**	$ 3,600	$ 3,956

(1) No other product category represented more than 10% of the respective totals.

Geographical information

Net revenues by geography are based on the billing addresses of our customers. The following table represents net revenues by geographic area for the periods presented:

	Year Ended		
	March 31, 2017	April 1, 2016	April 3, 2015
	(In millions)		
U.S.	**$ 2,105**	$ 1,897	$ 1,960
International[(1)]	**1,914**	1,703	1,996
Total net revenues	**$ 4,019**	$ 3,600	$ 3,956

(1) No individual country represented more than 10% of the respective totals.

The table below represents our property and equipment, net of accumulated depreciation, by geographic area at the end of each period presented. We do not identify or allocate our other assets by geographic area.

	March 31, 2017	April 1, 2016
	(In millions)	
U.S.	**$ 822**	$ 809
International[(1)]	**115**	148
Total property and equipment, net	**$ 937**	$ 957

(1) No individual country represented more than 10% of the respective totals.

Significant customers

In fiscal 2017, 2016 and 2015, no customer accounted for more than 10% of our total net revenues.

Note 3. Net Income Per Share

Basic and diluted net income per share are computed on the basis of the weighted-average number of shares of common stock outstanding during the period. Diluted net income per share also include the incremental effect of dilutive potential common shares outstanding during the period using the treasury stock method. Dilutive potential common shares include the dilutive effect of shares underlying outstanding stock options, RSUs, PRUs, Employee Stock Purchase Plan ("ESPP") and convertible notes. See Note 11 for more information on our stock-based compensation.

The components of net income per share are as follows:

	Year Ended		
	March 31, 2017	**April 1, 2016**	**April 3, 2015**
	(In millions, except per share data)		
Income (loss) from continuing operations	**$ (236)**	$ (821)	$ 109
Income from discontinued operations, net of tax	**130**	3,309	769
Net income (loss)	**$ (106)**	$ 2,488	$ 878
Income (loss) per share — basic:			
Continuing operations	**$ (0.38)**	$ (1.23)	$ 0.16
Discontinued operations	**$ 0.21**	$ 4.94	$ 1.12
Net income (loss) per share	**$ (0.17)**	$ 3.71	$ 1.27
Income (loss) per share — diluted:			
Continuing operations	**$ (0.38)**	$ (1.23)	$ 0.16
Discontinued operations	**$ 0.21**	$ 4.94	$ 1.10
Net income (loss) per share	**$ (0.17)**	$ 3.71	$ 1.26
Weighted-average outstanding shares — basic	**618**	670	689
Dilutive potential shares from stock-based compensation	**-**	-	7
Weighted-average shares outstanding — diluted	**618**	670	696

Note: Net income per share amounts may not add due to rounding.

The following have been excluded from the computation of diluted net income per share because their effect would have been anti-dilutive:

	Year Ended		
	March 31, 2017	**April 1, 2016**	**April 3, 2015**
	(In millions)		
Convertible shares	**91**	30	-
Restricted and performance-based restricted stock units	**29**	19	-
Stock options and ESPP	**21**	-	1
Total	**141**	49	1

Under the treasury stock method, the Convertible Senior Notes will generally have a dilutive impact on earnings when our average stock price for the period exceeds approximately $16.77 per share for the 2.5% Convertible Senior Notes and $20.41 per share for the 2.0% Convertible Senior Notes. The conversion feature of both notes was anti-dilutive during fiscal 2017 due to a loss from continuing operations. The conversion feature of our 2.5% Convertible Senior Notes was also anti-dilutive during fiscal 2016 due to a loss from continuing operations. See Note 8 for more information on our debt.

Note 4. Restructuring, Separation, Transition, and Other Costs

Our restructuring, separation, transition, and other costs and liabilities consist primarily of severance, facilities, separation, transition, and other related costs. Severance costs generally include severance payments, outplacement services, health insurance coverage, and legal costs. Facilities costs generally include rent expense and lease termination costs, less estimated sublease income. Separation and related costs include advisory, consulting, and other costs incurred in connection with the separation of Veritas. Transition costs primarily consist of consulting charges associated with the implementation of new enterprise resource planning systems and costs to automate business processes. Other costs primarily consist of asset write-offs and advisory fees incurred in connection with restructuring events. Restructuring, separation, transition, and other costs are managed at the corporate level and are not allocated to our reportable segments. See Note 2 for information regarding the reconciliation of total segment operating income to total consolidated operating income (loss).

Fiscal 2017 Plan

We initiated a restructuring plan in the first quarter of fiscal 2017 to reduce complexity by means of long-term structural improvements (the "Fiscal 2017 Plan"). We expect to reduce headcount and close certain facilities in connection with the restructuring plan. We expect total costs incurred in connection with the Fiscal 2017 Plan to range between $415 million and $465 million, of which approximately $185 million to $195 million is expected to be for severance and termination benefits and $190 million to $215 million is expected to be for other exit and disposal costs primarily consisting of contract termination, relocation costs, and advisory fees. The remainder is expected to be in the form of asset write-offs. These actions are expected to be completed in fiscal 2018. Additionally, we expect continuing significant transition costs associated with the implementation of a new enterprise resource planning system and costs to automate business processes. As of March 31, 2017, liabilities for excess facility obligations at several U.S. and international locations are expected to be paid throughout the respective lease terms, the longest of which extends through fiscal 2022.

Restructuring, separation, transition, and other costs summary

We incurred $94 million in continuing operations transition expense during fiscal 2017. As of March 31, 2017 and April 1, 2016, restructuring and separation liabilities were included in accounts payable, other current liabilities and other long-term obligations in our Consolidated Balance Sheets. Additionally, $10 million of the following restructuring and separation costs is included in income from discontinued operations, net of income taxes.

	Balance as of April 1, 2016	Costs, Net of Adjustments	Cash Payments	Non-Cash Charges	Balance as of March 31, 2017	Fiscal 2017 Plan Cumulative Incurred to Date
			(In millions)			
Fiscal 2017 Plan:						
Severance and termination costs	$ -	$ 76	$ (56)	$ -	$ 20	$ 76
Other exit and disposal costs	4	75	(50)	(7)	22	79
Asset write-offs	-	23	-	(23)	-	23
Fiscal 2017 Plan total	4	174	(106)	(30)	42	$ 178
Prior year plans	$ 29	$ 15	$ (35)	$ (5)	$ 4	
Restructuring and separation plans total	$ 33	$ 189	$ (141)	$ (35)	$ 46	

Note 5. Income Taxes

The components of income tax expense (benefit) recorded in continuing operations are as follows:

	Year Ended		
	March 31, 2017	April 1, 2016	April 3, 2015
	(In millions)		
Current:			
Federal	**$ 108**	$ 69	$ 4
State	**6**	13	(18)
International	**68**	46	40
Total	**182**	128	26
Deferred:			
Federal	**(177)**	1,060	(38)
State	**(17)**	15	(4)
International	**(14)**	10	8
Total	**(208)**	1,085	(34)
Income tax expense (benefit)	**$ (26)**	$1,213	$ (8)

Pre-tax income from international operations was $353 million, $125 million, and $41 million for fiscal 2017, 2016, and 2015, respectively.

The difference between our effective income tax and the federal statutory income tax is as follows:

	Year Ended		
	March 31, 2017	April 1, 2016	April 3, 2015
	(In millions)		
Federal statutory tax expense (benefit)	**$ (92)**	$ 138	$ 35
Foreign earnings not considered indefinitely reinvested, net	**12**	1,065	(8)
State taxes, net of federal benefit	**(11)**	9	(13)
Foreign earnings taxed at less than the federal rate	**34**	12	34
Domestic production activities deduction	**-**	(5)	(1)
Federal research and development credit	**(9)**	(9)	(8)
Valuation allowance (decrease) increase	**(1)**	10	1
Nondeductible separation costs	**-**	1	2
Change in uncertain tax positions	**(24)**	(4)	(57)
Nondeductible transaction costs	**11**	-	-
Write-off of tax attributes due to restructuring	**52**	-	-
Nondeductible officer compensation	**7**	-	-
Other, net	**(5)**	(4)	7
Income tax expense (benefit)	**$ (26)**	$1,213	$ (8)

The principal components of deferred tax assets and liabilities are as follows:

	Year Ended March 31, 2017	Year Ended April 1, 2016
	(In millions)	
Deferred tax assets:		
Tax credit carryforwards	**$ 42**	$ 53
Net operating loss carryforwards of acquired companies	**82**	34
Other accruals and reserves not currently tax deductible	**127**	112
Deferred revenue	**137**	89
Loss on investments not currently tax deductible	**9**	14
State income taxes	**2**	8
Stock-based compensation	**122**	39
Other	**14**	9
Gross deferred tax assets	**535**	358
Valuation allowance	**(38)**	(50)
Deferred tax assets, net of valuation allowance	**$ 497**	$ 308
Deferred tax liabilities:		
Property and equipment	**$ (34)**	$ (106)
Goodwill	**(54)**	(50)
Intangible assets	**(783)**	(11)
Unremitted earnings of foreign subsidiaries	**(1,939)**	(1,327)
Prepaids and deferred expenses	**(24)**	(17)
Convertible debt	**(21)**	-
Deferred tax liabilities	**(2,855)**	(1,511)
Net deferred tax liabilities	**$ (2,358)**	$(1,203)

The valuation allowance provided against our deferred tax assets as of March 31, 2017, is mainly attributable to capital losses, state tax credits, and net operating losses in foreign jurisdictions. The valuation allowance decreased by a net of $12 million in fiscal 2017, due to changes in corresponding deferred tax assets primarily related to capital losses and state tax credits.

As of March 31, 2017, we have U.S. federal net operating losses attributable to various acquired companies of approximately $186 million, which, if not used, will expire between fiscal 2018 and 2036. We have U.S. federal research and development credits and alternative minimum tax credits of approximately $4 million and $5 million, respectively. The research and development credits, if not used, will expire between fiscal 2019 and 2036 and the alternative minimum tax credit carryforwards can be carried forward indefinitely. The net operating loss carryforwards, U.S. federal research and development tax credits, and alternative minimum tax credits are subject to an annual limitation under Internal Revenue Code §382, but are expected to be fully realized. We have $14 million of foreign tax credits which, if not used, will expire beginning in fiscal 2027. Furthermore, we have U.S. state net operating loss and credit carryforwards attributable to various acquired companies of approximately $185 million and $28 million, respectively. If not used, our U.S. state net operating losses will expire between fiscal 2018 and 2037 and the majority of our U.S. state credit carryforwards can be carried forward indefinitely. In addition, we have foreign net operating loss carryforwards attributable to various acquired foreign companies of approximately $40 million, the majority of which, under current applicable foreign tax law, can be carried forward indefinitely.

In assessing the ability to realize our deferred tax assets, we considered whether it is more likely than not that some portion or all the deferred tax assets will not be realized. We considered the following: we have historical cumulative book income, as measured by the current and prior two years; we have strong, consistent taxpaying history; we have substantial U.S. federal income tax carryback potential; and we have substantial amounts of scheduled future reversals of taxable temporary differences from our deferred tax liabilities. We have concluded that this positive evidence outweighs the negative evidence and, thus, that the deferred tax assets as of March 31, 2017 are realizable on a “more likely than not” basis.

As of March 31, 2017, no provision has been made for federal or state income taxes on $3.9 billion of cumulative unremitted earnings of certain of our foreign subsidiaries since we plan to indefinitely reinvest these earnings. As of March 31, 2017, the unrecognized deferred tax liability for these earnings was approximately $1.1 billion.

The increase in our effective tax rate in fiscal 2016 compared to fiscal 2015 was primarily driven by $1.1 billion of tax expense for providing U.S. taxes on certain undistributed foreign earnings, primarily those attributable to the sale of Veritas. These undistributed foreign earnings have been excluded from the $3.9 billion noted above of cumulative unremitted earnings of certain of our foreign subsidiaries that we plan to reinvest indefinitely as of March 31, 2017.

The aggregate changes in the balance of gross unrecognized tax benefits were as follows:

	Year Ended		
	March 31, 2017	**April 1, 2016**	**April 3, 2015**
	(In millions)		
Balance at beginning of year	**$ 197**	$ 193	$ 282
Settlements with tax authorities	**(23)**	(25)	(150)
Lapse of statute of limitations	**(9)**	(15)	(13)
Decrease due to divestiture	**-**	(7)	-
Increase related to prior period tax positions	**21**	4	147
Decrease related to prior period tax positions	**(9)**	(7)	(96)
Increase related to current year tax positions	**38**	54	23
Increase due to acquisition	**33**	-	-
Net increase (decrease)	**51**	4	(89)
Balance at end of year	**$ 248**	$ 197	$ 193

There was a change of $51 million in gross unrecognized tax benefits during the 2017 fiscal year. This gross liability does not include offsetting tax benefits associated with the correlative effects of potential transfer pricing adjustments, interest deductions, and state income taxes.

Of the total unrecognized tax benefits at March 31, 2017, $176 million, if recognized, would favorably affect the Company’s effective tax rate.

We recognize interest and/or penalties related to uncertain tax positions in income tax expense. At March 31, 2017, before any tax benefits, we had $22 million of accrued interest and penalties on unrecognized tax benefits. Interest included in our provision for income taxes was an expense of $5 million for the year ended March 31, 2017. If the accrued interest and penalties do not ultimately become payable, amounts accrued will be reduced in the period that such determination is made, and reflected as a reduction of the overall income tax provision.

We file income tax returns in the U.S. on a federal basis and in many U.S. state and foreign jurisdictions. Our most significant tax jurisdictions are the U.S., Ireland, and Singapore. Our tax filings remain subject to examination by applicable tax authorities for a certain length of time following the tax year to which those filings relate. Our fiscal years 2014 through 2017 remain subject to examination by the Internal Revenue Service (“IRS”) for U.S. federal tax purposes. Our fiscal years prior to 2014 have been settled and closed with the IRS. Our 2013 through 2017 fiscal years remain subject to examination by the appropriate governmental agencies for Irish tax purposes, and our 2012 through 2017 fiscal years remain subject to examination by the appropriate governmental agencies for Singapore tax purposes.

On March 18, 2015, we settled and effectively settled matters with the IRS for the Symantec 2009 through 2013 fiscal years. The settlement and effective settlement resulted in a benefit to tax expense in fiscal year 2015 of $59 million. Additionally, the Company settled transfer price related matters of $158 million, a portion of which was accounted for against deferred tax liabilities on unremitted foreign earnings. The Company has paid in $155 million to cover the final tax and interest liability on the settlement.

The timing of the resolution of income tax examinations is highly uncertain, and the amounts ultimately paid, if any, upon resolution of the issues raised by the taxing authorities may differ materially from the amounts accrued for each year. Although potential resolution of uncertain tax positions involve multiple tax periods and jurisdictions, it is reasonably possible that the gross unrecognized tax benefits related to these audits could decrease (whether by payment, release, or a combination of both) in the next 12 months by $4 million. Depending on the nature of the settlement or expiration of statutes of limitations, we estimate $3 million could affect our income tax provision and therefore benefit the resulting effective tax rate.

We continue to monitor the progress of ongoing income tax controversies and the impact, if any, of the expected tolling of the statute of limitations in various taxing jurisdictions.

NON-CURRENT ASSETS & DEBT

Note 6. Acquisitions

Blue Coat acquisition

On August 1, 2016, we acquired all of the outstanding common stock of Blue Coat, a provider of advanced web security solutions for global enterprises and governments. The addition of Blue Coat’s suite of network and cloud security products to our innovative Enterprise Security product portfolio has enhanced our threat protection and information protection products while providing us with complementary products, such as advanced web and cloud security solutions, that address the network and cloud security needs of enterprises. This augmentation of our product portfolio, together with the integration of Blue Coat’s large threat database with our global civilian cyber intelligence threat network, allows us to provide an integrated cyber defense platform, addressing both endpoint and network security, and offer differentiated security solutions. It also positions us well to introduce new cybersecurity solutions that address the ever-evolving threat landscape, the changes introduced by the shift to mobile and cloud along with the adoption of Internet of Things (IoT) devices. Our enhanced portfolio also positions us well to address the challenges created by regulatory and privacy concerns.

The total consideration for the acquisition of Blue Coat was approximately $4.7 billion, net of cash acquired, and consisted of the following:

	August 1, 2016 (In millions)
Cash and equity consideration for outstanding Blue Coat common shares and restricted stock awards	$ 2,006
Cash consideration for outstanding Blue Coat debt	1,910
Issuance of Symantec 2.0% convertible debt to Bain Capital Funds (selling shareholder)	750
Fair value of vested assumed Blue Coat stock options	102
Cash consideration for acquiree acquisition-related expenses	51
Total consideration	4,819
Cash acquired	(146)
Net consideration transferred	$ 4,673

The cash consideration for the retirement of Blue Coat debt included the repayment of the associated principal, accrued interest, premiums, and other costs.

We funded a portion of the total purchase price through debt financing, including borrowings of an aggregate principal amount of $2.8 billion under an amended and restated credit facility and a new term loan facility. On August 1, 2016, we also issued 2.0% Convertible Senior Notes due 2021 for an aggregate principal amount of $1.25 billion, $750 million of which was to a selling shareholder. See Note 8 for more information on these debt instruments.

Our preliminary allocation of the purchase price, based on the estimated fair values of the assets acquired and liabilities assumed on the close date, were as follows:

	August 1, 2016 (In millions)
Assets:	
Accounts receivable	$ 125
Other current assets	65
Property and equipment	54
Intangible assets	1,608
Goodwill	4,083
Other long-term assets	9
Total assets acquired	5,944
Liabilities:	
Other current liabilities	111
Deferred revenue	220
Long-term deferred tax liabilities	921
Other long-term obligations	19
Total liabilities assumed	1,271
Total purchase price	$ 4,673

The allocation of the purchase price was based upon a preliminary valuation, and our estimates and assumptions are subject to refinement within the measurement period (up to one year from the close date). Adjustments to the purchase price allocation may require adjustments to goodwill prospectively. The primary areas of the preliminary purchase price allocation that are not yet finalized are certain tax matters and identification of contingencies.

The preliminary goodwill of $4.1 billion arising from the acquisition is attributed to the expected synergies, including future cost efficiencies, and other benefits that are expected to be generated by combining Symantec and Blue Coat. Substantially all of the goodwill recognized is not expected to be deductible for tax purposes. See Note 7 for more information on goodwill.

Preliminary identified intangible assets and their respective useful lives, as of August 1, 2016, were as follows:

	Fair Value	Weighted-Average Estimated Useful Life
	(In millions, except for useful lives)	
Customer relationships	$ 844	7 years
Developed technology and patents	739	4.3 years
Finite-lived trade names	4	2 years
Product backlog	2	4 months
Total identified finite-lived intangible assets	1,589	
In-process research and development	19	N/A
Total identified intangible assets	$ 1,608	

The fair value of in-process research and development was determined using the relief-from-royalty method. A key assumption of this method is a hypothetical technology licensing rate applied to forecasted revenue. The premise associated with this valuation method is that, in lieu of ownership of the asset, a market participant would be willing to pay a licensing fee for the use of that asset.

Impact on operating results

Our results of continuing operations for fiscal 2017 include $427 million of net revenues attributable to Blue Coat products beginning August 1, 2016. It is impracticable to determine the amounts of net income attributable to Blue Coat for fiscal 2017 as we have integrated Blue Coat with our ongoing operations. Net revenues and costs related to the Blue Coat products are included in our Enterprise Security segment results for fiscal 2017. Transaction costs of $48 million incurred by Symantec in connection with the Blue Coat acquisition are included in operating expenses in our Consolidated Statements of Operations for fiscal 2017. See Note 2 for more information on our segments.

LifeLock acquisition

On February 9, 2017, we completed the acquisition of LifeLock, a provider of proactive identity theft protection services for consumers and consumer risk management services for enterprises, for approximately $2.3 billion in total consideration. LifeLock's services are provided on a monthly or annual subscription basis and primarily consist of identifying and notifying users of identity-related and other events and assisting users in remediating their impact. The addition of LifeLock's identity and fraud protection offerings to our leading Consumer Digital Safety product portfolio will allow us to provide a comprehensive digital safety solution designed to protect information across devices, customer identities and the connected home and family.

The total consideration for the acquisition of LifeLock was approximately $2.3 billion, net of cash acquired, and consisted of the following:

		February 9, 2017
		(In millions)
Cash for outstanding LifeLock common shares and vested equity awards	$	2,298
Fair value of vested assumed LifeLock equity awards		10
Liability assumed for dissenting shareholders		68
Liability assumed for lost shareholders		1
Total consideration		2,377
Cash acquired		(94)
Net consideration transferred	$	2,283

We funded a portion of the total purchase price with the issuance of 5.0% Senior Notes due 2025 for an aggregate principal amount of $1.1 billion. See Note 8 for more information on these debt instruments.

Our preliminary allocation of the purchase price, based on the estimated fair values of the assets acquired and liabilities assumed on the close date, were as follows:

		February 9, 2017
		(In millions)
Assets:		
Accounts receivable	$	20
Other current assets		110
Property and equipment		46
Intangible assets		1,247
Goodwill		1,401
Deferred tax assets		16
Other long-term assets		13
Total assets acquired		2,853
Liabilities:		
Accounts payable		2
Deferred revenue		96
Income taxes payable		5
Other current liabilities		59
Long-term deferred tax liabilities		394
Other long-term obligations		14
Total liabilities assumed		570
Total purchase price	$	2,283

The allocation of the purchase price was based upon a preliminary valuation, and our estimates and assumptions are subject to refinement within the measurement period (up to one year from the close date). Adjustments to the purchase price allocation may require adjustments to goodwill prospectively. The primary areas of the preliminary purchase price allocation that are not yet finalized are certain tax matters, intangible assets, and identification of contingencies.

The preliminary goodwill of $1.4 billion arising from the acquisition is attributed to the expected synergies, including future cost efficiencies, and other benefits that are expected to be generated by combining Symantec and LifeLock. Substantially all of the goodwill recognized is not expected to be deductible for tax purposes. See Note 7 for more information on goodwill.

Preliminary identified intangible assets and their respective useful lives were as follows:

	Fair Value	Weighted-Average Estimated Useful Life
	(In millions, except for useful lives)	
Customer relationships	$ 532	7.0 years
Developed technology	126	5.0 years
Finite-lived trade names and other	6	5.9 years
Total identified finite-lived intangible assets	664	
Indefinite-lived trade names	583	N/A
Total identified intangible assets	$ 1,247	

Impact on operating results

Our results of continuing operations for fiscal 2017 include $72 million and $98 million, respectively, of net revenues and a pre-tax loss attributable to LifeLock beginning February 9, 2017. LifeLock's revenues of $67 million and $5 million are included in our Consumer Digital Safety and Enterprise Security segment results, respectively. Transaction costs of $21 million incurred by Symantec in connection with the LifeLock acquisition are included in operating expenses in our Consolidated Statements of Operations for fiscal 2017. See Note 2 for more information on our segments.

Unaudited combined pro forma information

The unaudited pro forma financial results combine the historical results of Symantec, Blue Coat and LifeLock for fiscal years 2017 and 2016. The results include the effects of pro forma adjustments as if Blue Coat and LifeLock were acquired at the beginning of our 2016 fiscal year. The pro forma results for fiscal years 2017 and 2016 include adjustments for amortization of acquired intangible assets, stock-based compensation, commissions, interest on debt used to finance the acquisition, and acquisition-related transaction costs, as well as for the income tax effect of these pro forma adjustments.

The unaudited pro forma financial results presented below do not include any anticipated synergies or other expected benefits of the acquisitions. These pro forma results are presented for informational purposes only and are not indicative of future operations or results that would have been achieved had the acquisition been completed as of the beginning of our 2016 fiscal year. The following table summarizes the pro forma financial information:

	Year Ended	
	March 31, 2017	April 1, 2016
	(In millions)	
Net revenues	**$ 4,817**	$ 4,803
Net income (loss)	**$ (174)**	$ 1,791

Note 7. Goodwill and Intangible Assets

Goodwill

The changes in the carrying amount of goodwill by segment are as follows:

	Consumer Digital Safety	Enterprise Security	Total
	(In millions)		
Balance as of April 3, 2015	$ 1,230	$ 1,916	$ 3,146
Translation adjustments	1	1	2
Balance as of April 1, 2016	1,231	1,917	3,148
Acquisition of Blue Coat	**-**	**4,083**	**4,083**
Acquisition of LifeLock	**1,318**	**83**	**1,401**
Translation adjustments	**-**	**(5)**	**(5)**
Balance as of March 31, 2017	**$ 2,549**	**$ 6,078**	**$ 8,627**

Intangible assets, net

	March 31, 2017			April 1, 2016		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
			(In millions)			
Customer relationships	**$ 1,646**	**$ (322)**	**$ 1,324**	$ 406	$ (320)	$ 86
Developed technology	**1,006**	**(229)**	**777**	144	(84)	60
Finite-lived trade names	**23**	**(6)**	**17**	2	(2)	-
Patents	**21**	**(20)**	**1**	21	(18)	3
Other	**2**	**-**	**2**	-	-	-
Total finite-lived intangible assets	**2,698**	**(577)**	**2,121**	573	(424)	149
Indefinite-lived trade names	**864**	**-**	**864**	294	-	294
In-process research and development	**19**	**-**	**19**	-	-	-
Total	**$ 3,581**	**$ (577)**	**$ 3,004**	$867	$ (424)	$ 443

As a result of our acquisitions of Blue Coat and LifeLock, we recorded $1.6 billion and $1.2 billion of acquired intangible assets, respectively, during fiscal 2017. See Note 6 for more information on the Blue Coat and LifeLock acquisitions. As of March 31, 2017, future amortization expense related to intangible assets that have finite lives is as follows by fiscal year:

	March 31, 2017
	(In millions)
2018	$ 452
2019	426
2020	407
2021	295
2022	235
Thereafter	306
Total	$ 2,121

Note 8. Debt

The following table summarizes components of our debt:

	March 31, 2017	April 1, 2016	Effective Interest Rate
		(In millions)	
2.75% Senior Notes due June 15, 2017	**$ 600**	$ 600	2.79%
Senior Term Loan A-1 due May 10, 2019	**1,000**	-	LIBOR plus[(1)]
Senior Term Loan A-2 due August 1, 2019	**800**	-	LIBOR plus[(1)]
Senior Term Loan A-3 due August 1, 2019	**200**	-	LIBOR plus[(1)]
4.2% Senior Notes due September 15, 2020	**750**	750	4.25%
2.5% Convertible Senior Notes due April 1, 2021	**500**	500	3.76%
Senior Term Loan A-5 due August 1, 2021	**1,710**	-	LIBOR plus[(1)]
2.0% Convertible Senior Notes due August 15, 2021	**1,250**	-	2.66%
3.95% Senior Notes due June 15, 2022	**400**	400	4.05%
5.0% Senior Notes due April 15, 2025	**1,100**	-	5.23%
Total principal amount	**8,310**	2,250	
Less: unamortized discount and issuance costs	**(124)**	(43)	
Total debt	**8,186**	2,207	
Less: current portion	**(1,310)**	-	
Total long-term portion	**$ 6,876**	$ 2,207	

(1) The senior term facilities bear interest at a rate equal to the London InterBank Offered Rate ("LIBOR") plus a margin based on the debt rating of our non-credit-enhanced, senior unsecured long-term debt.

The future maturities of debt by fiscal year are as follows:

	March 31, 2017
	(In millions)
2018	$ 1,310
2019	-
2020	2,000
2021	1,260
2022	2,240
Thereafter	1,500
Total future maturities of debt	$ 8,310

2017 Activity

On February 9, 2017, we issued $1.1 billion aggregate principal amount of our 5.0% Senior Notes due April 15, 2025 (the "5.0% Senior Notes"). The 5.0% Senior Notes are governed by a basic and supplemental indenture. The 5.0% Senior Notes bear interest at a rate of 5.00% per year, payable semiannually in arrears on April 15 and October 15 of each year, beginning on October 15, 2017. The 5.0% Senior Notes will mature on April 15, 2025.

We may redeem some or all of the 5.0% Senior Notes at any time prior to April 15, 2020 at a price equal to 100% of the principal amount of the 5.0% Senior Notes redeemed, plus accrued and unpaid interest, if any, and a premium, as described in the supplemental indenture to the 5.0% Senior Notes. On or after April 15, 2020, we may redeem some or all of the 5.0% Senior Notes at the applicable redemption prices set forth in the Supplemental Indenture, plus accrued and unpaid interest. Debt issuance costs of the 5.0% Senior Notes have been recorded as a reduction of the carrying value of the 5.0% Senior Notes on our Consolidated Balance Sheet as of March 31, 2017, and are being amortized as interest expense over the term of the 5.0% Senior Notes. The indentures contain customary events of default. In the case of certain events of bankruptcy or insolvency, the principal amount of the 5.0% Senior Notes, and any unpaid interest accrued thereon, shall automatically become immediately due and payable. We used the proceeds from the 5.0% Senior Notes to finance a portion of the acquisition of LifeLock. LifeLock's existing revolving credit facility was terminated in connection with the acquisition. See Note 6 for further discussion of the LifeLock acquisition.

On May 10, 2016, we entered into a senior unsecured credit facility, which provided for a $1.0 billion 5 years revolving credit facility (the "Revolving Facility") and a 3 years term loan (the "Senior Term Loan A-1") in an amount of $1.0 billion (of which up to $20 million may be in the form of short-term swingline loans), which mature on May 10, 2021 and 2019, respectively. On July 18, 2016, we amended and restated the Revolving Facility and Senior Term Loan A-1 Agreement to provide for, among other things, an additional $800 million 3 years term loan (the "Senior Term Loan A-2") which matures on August 1, 2019. The amended and restated Revolving Facility and Senior Term Loan A-1/A-2 Agreement became effective on August 1, 2016, concurrently with the closing of the Blue Coat acquisition. The amended and restated Revolving Facility and Senior Term Loan A-1/A-2 Agreement provides that we have the right at any time, subject to customary conditions, and not more than once in any year, to request incremental revolving commitments of at least $100 million, and incremental loans of at least $100 million under the Senior Term Loan A-1, provided that the aggregate amount of all such incremental increases does not exceed $500 million.

On August 1, 2016, we entered into a Term Loan Agreement that provides for a 3 years term loan with a principal amount of $200 million (the "Senior Term Loan A-3") and a 5 years term loan with a principal amount of $1.8 billion (the "Senior Term Loan A-5"). At the closing of the Blue Coat acquisition, we borrowed the full amounts available under the Senior Term Loan A-3 and the Senior Term Loan A-5 to, among other things, fund the cash consideration for the Blue Coat acquisition and pay transaction-related expenses. On October 3, 2016, we exercised our option to assign the loans under the Senior Term Loan A-3/A-5 Agreement to a foreign subsidiary in accordance with the Term Loan Agreement.

On June 12, 2016, we entered into an investment agreement relating to the issuance of $1.25 billion aggregate principal amount of 2.0% convertible unsecured notes. The notes were issued concurrent with the Blue Coat acquisition. See further description below.

Revolving Facility and Senior Term Loan A-1/A-2 Agreement

Borrowings under the Revolving Facility and Senior Term Loan A-1/A-2 Agreement bear interest at a floating rate of interest plus an applicable margin which is based on our senior unsecured credit agency rating, according to the terms of the agreement. We are obliged to pay commitment fees on the daily amount of the unused revolving commitment at a rate based on our debt ratings. Interest and commitment fees are payable in arrears quarterly. We may voluntarily repay all outstanding loans under the Revolving Facility and Senior Term Loan A-1/A-2 Agreement at any time without premium or penalty according to the terms of the agreement. The Senior Term Loan A-1, Senior Term Loan A-2 and Revolving Facility mature on May 10, 2019, August 1, 2019 and May 10, 2021, respectively.

The Revolving Facility and Term Loan A-1/A-2 Agreement contain a covenant that we maintain a ratio of consolidated funded debt to consolidated adjusted earnings before interest, taxes, depreciation, and amortization (“EBITDA”) of not more than 6.00 to 1.0 through December 31, 2018, then 5.25 to 1.0 thereafter, and restrictions on subsidiary indebtedness, liens, stock repurchases and dividends (with exceptions permitting our regular quarterly dividend). In addition, the Revolving Facility and Senior Term Loan A-1/A-2 Agreement contain a covenant for customary events of default or a change of control, under which our payment obligations may be accelerated and the interest rate applicable to any borrowings will increase by 200 basis points.

Senior Term Loan A-3/A-5 Agreement

The loans under the Senior Term Loan A-3/A-5 Agreement bear interest at a floating rate of interest plus an applicable margin, which is based on our senior unsecured credit agency rating, according to the terms of the agreement. The Senior Term Loan A-3 will mature on August 1, 2019 and has no scheduled payments. The Senior Term Loan A-5 will mature on August 1, 2021. For the duration of the loan, quarterly payments are due on the Senior Term Loan A-5 in aggregate annual amounts equal to 10% of the original principal amount. In accordance with the terms of the Senior Term Loan A-3/A-5 Agreement, the Company may voluntarily repay outstanding principal balances under the Senior Term Loan A-3 and Senior Term Loan A-5 at any time without premium or penalty, and with regard to the Senior Term Loan A-5, prepayments must be applied to reduce the subsequent scheduled and outstanding required payments.

The Senior Term Loan A-3/A-5 Agreement contains customary representations and warranties, affirmative and negative covenants, including a covenant that the Company maintain a ratio of consolidated funded debt to consolidated EBITDA that is less than 6.00 to 1.0 until December 31, 2018, decreasing to 5.25:1.0 thereafter. In addition, the Senior Term Loan A-3/A-5 Agreement contains a covenant for customary events of default, including us experiencing a change of control described in the Revolving Facility and Term Loan A-1/A-2 Agreement, under which our payment obligations may be accelerated and the interest rate applicable to any borrowings under the Senior Term Loan A-3/A-5 Agreement will increase by 200 basis points.

Other Senior Notes

As of March 31, 2017, we had three series of senior notes issued and outstanding ("Other Senior Notes") in addition to the 5.0% Senior Notes discussed above. The Other Senior Notes are senior unsecured obligations that rank equally in right of payment with all of our existing and future senior, unsecured, unsubordinated obligations. Each series of Other Senior Notes may be redeemed at any time, subject to the make-whole provisions contained in the applicable indenture relating to such series of Other Senior Notes.

Interest on each series of Other Senior Notes is payable semi-annually in arrears, and the 2.75% Senior Notes, 4.2% Senior Notes, and 3.95% Senior Notes bear interest at annual rates of interest of 2.75%, 4.2%, and 3.95%, respectively. Interest is payable on June 15 and December 15 for the 2.75% Senior Notes, September 15 and March 15 for the 4.2% Senior Notes, and June 15 and December 15 for the 3.95% Senior Notes, respectively.

Convertible Senior Notes

As of March 31, 2017, we had two outstanding issuances of convertible notes which are senior unsecured obligations and rank equal in right of payment to all other senior, unsecured, unsubordinated indebtedness. On March 4, 2016, we issued $500 million of convertible notes which mature on April 1, 2021 and bear interest at an annual rate of 2.5% ("2.5% Convertible Notes"). Subsequently, and in connection with the closing of the Blue Coat acquisition, we issued an additional $1.25 billion of convertible notes which mature on August 15, 2021 and bear interest at an annual rate of 2.0% ("2.0% Convertible Notes"). Both the 2.5% Convertible Notes and the 2.0% Convertible Notes (collectively, "Convertible Senior Notes") have coupon interest payable semiannually in arrears in cash. Interest payments on the Convertible Senior Notes will be due on October 1 and April 1 of each year in the case of the 2.5% Convertible Notes, and February 15 and August 15 in the case of the 2.0% Convertible Notes. Any debt issuance costs for our Convertible Senior Notes have been recorded as a reduction to the Convertible Senior Notes on our Consolidated Balance Sheet as of March 31, 2017, and are being amortized as interest expense. In addition, the fair value of the equity component of our Convertible Senior Notes of $41 million, net of tax was recorded in additional paid-in capital and is also being amortized as interest expense.

Noteholders of the Convertible Senior Notes may convert the notes into our common stock at any time up to the maturity date of each note. The conversion rate for the 2.0% Convertible Notes is 48.9860 shares of common stock per $1,000 principal amount of the notes, which represents an initial conversion price of approximately $20.41 per share. The conversion rate for the 2.5% Convertible Notes is 59.6341 shares of common stock per $1,000 principal amount of the notes, which represents an initial conversion price of approximately $16.77 per share. If holders of the Convertible Senior Notes convert them in connection with a fundamental change, we may be required to provide a make-whole premium in the form of an increased conversion rate, subject to a maximum amount, based on the effective date of the fundamental change as set forth in a table contained in the indenture governing each of the Convertible Senior Notes. A fundamental change, as defined in each of the indentures governing the Convertible Senior Notes, includes a sale of substantially all the Company's assets, a change of the control of the Company, or a plan for the Company's liquidation or dissolution. The conversion rates under the Convertible Senior Notes are subject to customary anti-dilution adjustments.

As long as the holders of the Convertible Senior Notes each own at least 4% of our common stock on an as-converted basis, they are entitled to nominate one director to our Board of Directors. As of March 31, 2017, the holders' percentage interest in our common stock exceeded this threshold. If the Noteholders request a conversion, we have the option to settle the par amount of the Convertible Senior Notes using cash, shares or a combination of cash and shares.

We may redeem the 2.5% Convertible Senior Notes at our option upon the 4-year anniversary of the issuance date of the 2.5% Convertible Senior Notes. The 2.0% Convertible Senior Notes are not redeemable at our option.

Note 9. Fair Value Measurements

Assets measured and recorded at fair value on a recurring basis

Our cash equivalents consist primarily of money market funds with original maturities of three months or less at the time of purchase, and the carrying amount is a reasonable estimate of fair value. Our short-term investments consist of investment securities with original maturities greater than three months and marketable equity securities, and are included in our other current assets in the Consolidated Balance Sheets.

The following table summarizes our assets measured at fair value on a recurring basis:

	March 31, 2017			April 1, 2016		
	Fair Value	Cash and Cash Equivalents	Short-term Investments	Fair Value	Cash and Cash Equivalents	Short-term Investments
	(In millions)					
Cash	**$ 1,183**	**$ 1,183**	**$ -**	$ 1,072	$ 1,072	$ -
Non-negotiable certificates of deposit	**15**	**15**	**-**	1	-	1
Level 1:						
Money market	**2,532**	**2,532**	**-**	2,905	2,905	-
U.S. government securities	**94**	**94**	**-**	335	310	25
Marketable equity securities	**9**	**-**	**9**	11	-	11
Total level 1	**2,635**	**2,626**	**9**	3,251	3,215	36
Level 2:						
Corporate bonds	**-**	**-**	**-**	45	43	2
U.S. agency securities	**75**	**75**	**-**	526	523	3
Commercial paper	**348**	**348**	**-**	1,121	1,121	-
Negotiable certificates of deposit	**-**	**-**	**-**	9	9	-
Total level 2	**423**	**423**	**-**	1,701	1,696	5
Total	**$ 4,256**	**$ 4,247**	**$ 9**	$ 6,025	$ 5,983	$ 42

There were no transfers between fair value measurement levels during fiscal 2017.

Fair value of debt

As of March 31, 2017 and April 1, 2016, the total fair value of our current and long-term debt was $8.3 billion and $2.3 billion, respectively, based on Level 2 inputs.

EQUITY & OTHER

Note 10. Stockholders' Equity

Dividends

The following table summarizes dividends declared and paid and dividend equivalents paid for the periods presented:

	Year Ended		
	March 31, 2017	**April 1, 2016**	**April 3, 2015**
	(In millions, except per share data)		
Dividends declared and paid	**$ 186**	$ 3,020	$ 408
Dividend equivalents paid	**36**	10	5
Total dividends and dividend equivalents paid	**$ 222**	$ 3,030	$ 413
Cash dividends declared per common share	**$ 0.30**	$ 4.60	$ 0.60

Fiscal 2016 included a special dividend of $4.00 per share that was declared and paid during the fourth quarter of fiscal 2016 and was recorded as a reduction of retained earnings. Our RSUs and PRUs are entitled to dividend equivalents to be paid in the form of cash upon vesting for each share of the underlying unit.

On May 10, 2017, we declared a cash dividend of $0.075 per share of common stock to be paid on June 21, 2017 to all stockholders of record as of the close of business on June 7, 2017. All shares of common stock issued and outstanding and unvested RSUs and PRUs as of the record date will be entitled to the dividend and dividend equivalents, respectively. Any future dividends and dividend equivalents will be subject to the approval of our Board of Directors.

Shares outstanding

Shares of our common stock outstanding were as follows:

	Year Ended		
	March 31, 2017	**April 1, 2016**	**April 3, 2015**
		(In millions)	
Balance, beginning of year	**612**	684	695
Common stock issued under employee stock plans	**14**	12	10
Direct stock purchase	**3**	-	-
Repurchases of common stock	**(21)**	(84)	(21)
Balance, end of year	**608**	612	684

Stock repurchases

Under our stock repurchase programs, we may purchase shares of our outstanding common stock through open market and through accelerated stock repurchase ("ASR") transactions. On November 20, 2016, our Board of Directors increased the authorization under our stock repurchase program by $510 million, bringing the total authorization to $1.3 billion for stock repurchases. The Board of Directors also authorized up to $500 million of the $1.3 billion to be expended before March 31, 2017. In March 2017, we entered into an ASR agreement with financial institutions (the "March 2017 ASR") to repurchase an aggregate $500 million of our common stock. The remaining $800 million authorization, to be completed in future periods, does not have an expiration date.

Repurchases on open market transactions

The following table summarizes our stock repurchases on open market transactions for the periods presented and excludes the impact of shares purchased under our ASR agreements (except for the remaining authorization amount):

	Year Ended		
	March 31, 2017	**April 1, 2016**	**April 3, 2015**
	(In millions, except per share data)		
Total number of shares repurchased	**-**	17	21
Dollar amount of shares repurchased	**$ -**	$ 368	$ 500
Average price paid per share	**$ -**	$ 21.69	$ 23.73
Remaining authorization at end of period	**$ 800**	$ 790	$ 1,158

Accelerated stock repurchase agreements

Pursuant to the March 2017 ASR, we made an upfront payment of $500 million and received and retired an initial delivery of 14.2 million shares of our common stock in March 2017. On May 19, 2017, which was in our first quarter of fiscal 2018, the ASR was completed, which, per the terms of the agreements, resulted in us receiving an additional 2.2 million shares of our common stock. The total shares received under the terms of the ASR were 16.4 million, with an average price paid per share of $30.51.

In March 2016, we entered into an ASR agreement with financial institutions (the “March 2016 ASR”) to repurchase an aggregate of $1.0 billion of our common stock. Pursuant to the March 2016 ASR, we made an upfront payment of $1.0 billion and received and retired an initial delivery of 42.4 million shares of our common stock in March 2016. We completed the repurchase and received an additional 6.5 million shares of our common stock in November 2016. The total shares received and retired under the terms of the March 2016 ASR were 48.9 million, with an average price paid per share of $20.44.

In November 2015, we entered into an ASR agreement with a financial institution (the “November 2015 ASR”) to repurchase an aggregate of $500 million of our common stock. Pursuant to the November 2015 ASR, we made an upfront payment of $500 million and received and retired an initial delivery of 19.9 million shares of our common stock in November 2016. We completed the repurchase and received an additional 5.0 million shares of our common stock in January 2016. The total shares received and retired under the terms of the November 2015 ASR were 24.9 million, with an average price paid per share of $20.08.

The upfront payment amounts for the ASRs are included in repurchases of common stock on our Consolidated Statements of Cash Flows for their respective periods.

Accumulated other comprehensive income

The changes in accumulated other comprehensive income ("AOCI") by component, on a net of tax basis, were as follows:

	Foreign Currency Translation Adjustments	Unrealized Gain On Available-For-Sale Securities	Total AOCI
		(In millions)	
Balance as of April 1, 2016	$ 15	$ 7	$ 22
Other comprehensive loss before reclassifications	(8)	(2)	(10)
Balance as of March 31, 2017	$ 7	$ 5	$ 12

Note 11. Stock-Based Compensation

Stock incentive plans

2004 and 2013 Equity Incentive Plans

Under both the 2004 Equity Incentive Plan ("2004 Plan") and the 2013 Equity Incentive Plan ("2013 Plan") (collectively "the Equity Plans"), we have granted incentive and nonqualified stock options, stock appreciation rights, RSUs, restricted stock awards, and performance-based awards to employees, officers, directors, consultants, independent contractors, and advisors to us. These may also be granted to any parent, subsidiary, or affiliate of ours. The purpose of the Equity Plans has been to attract, retain, and motivate eligible persons whose present and potential contributions are important to our success by offering them an opportunity to participate in our future performance through equity awards. RSUs granted prior to November 2014 generally vest over a four-year period, whereas RSUs granted thereafter generally vest over a three-year period.

Upon adoption, our stockholders approved and reserved 45 million shares of common stock for issuance under the 2013 Plan. As of March 31, 2017, 28 million shares remained available for future grant.

2008 Employee Stock Purchase Plan

Beginning August 16, 2016, eligible employees are offered shares through a 12-month offering period, which consists of two consecutive 6-month purchase periods. Employees may annually contribute up to 10% of their gross compensation, subject to certain limitations, to purchase shares of our common stock at 85% of the lower of either its fair market value on the purchase date or the fair market value at the beginning of the offering period. Prior to August 16, 2016, employees were able to purchase shares of common stock at a price per share equal to 85% of the fair market value on the purchase date at the end of each six month purchase period. As of March 31, 2017, 31 million shares have been issued under this plan and 39 million shares remained available for future issuance.

Acquired plans

Blue Coat acquisition

In connection with the Blue Coat acquisition, we assumed the outstanding equity awards under two of Blue Coat's equity incentive plans (the Blue Coat, Inc. 2016 Equity Incentive Plan and the

Batman Holdings, Inc. 2015 Amended and Restated Equity Incentive Plan (collectively, the "Blue Coat Plans")), including 7.5 million vested and 12.5 million unvested stock options, 4.8 million unvested RSUs, and 3.0 million unvested PRUs. The total fair value of options assumed was $265 million and the total fair value of RSUs and PRUs assumed was $162 million, before adjusting for estimated forfeitures. Upon vesting, these assumed options will be exercisable into, and these assumed RSUs and PRUs will settle into shares of our common stock. The assumed RSUs and PRUs generally retained the terms and conditions under which they were originally granted. We will not grant additional options or shares under the Blue Coat Plans. Future equity awards by Symantec will be made under our 2013 Plan, as amended. See Note 6 for more information on the Blue Coat acquisition.

Included in the aforementioned assumed Blue Coat equity awards were RSUs and PRUs granted to Gregory S. Clark, former Blue Coat CEO and our current CEO, in connection with the closing of the Blue Coat acquisition. These equity awards were assumed by Symantec on the close date for an equivalent of 1.3 million Symantec RSUs and 1.0 million PRUs. The RSUs vest at various times over 3-years and PRUs are subject to 2-year vesting and the achievement of certain performance metrics during the applicable performance period. These awards had a combined fair value of $46 million, before adjusting for estimated forfeitures, on the close date of the Blue Coat acquisition. In addition, Blue Coat had previously granted Mr. Clark stock options which were assumed by Symantec. Upon assumption of these options, Mr. Clark held 3.9 million unvested options to purchase our common stock with a fair value of $53 million on August 1, 2016, of which $50 million is being recognized as stock-based compensation expense over the 2-year vesting period and the remainder was included as part of the consideration transferred for the acquisition.

LifeLock acquisition

In connection with the LifeLock acquisition, we assumed the outstanding equity awards under LifeLock's equity incentive plan (the LifeLock, Inc. 2012 Incentive Compensation Plan (the "LifeLock Plan")), including 4.1 million unvested stock options and 3.1 million unvested RSUs. The total fair value of options assumed was $61 million and the total fair value of RSUs assumed was $91 million, before adjusting for estimated forfeitures. Upon vesting, these assumed options will be exercisable into, and these assumed RSUs will settle into shares of our common stock. The assumed RSUs generally retained the terms and conditions under which they were originally granted. We will not grant additional options or shares under the LifeLock Plan. Future equity awards by Symantec will be made under our 2013 Plan, as amended. See Note 6 for more information on the LifeLock acquisition.

Shares reserved

We reserved the following shares of authorized but unissued common stock:

	March 31, 2017
	(In millions)
Stock purchase plans	39
Stock award plans	76
Total	115

Stock-based compensation expense

The following table sets forth the total stock-based compensation expense recognized in our Consolidated Statements of Operations.

	Year Ended		
	March 31, 2017	**April 1, 2016**	**April 3, 2015**
	(Dollars in millions)		
Cost of revenue	**$ 21**	$ 10	$ 15
Sales and marketing	**107**	53	46
Research and development	**110**	56	39
General and administrative	**202**	42	31
Total stock-based compensation expense from continuing operations	**440**	161	131
Tax benefit associated with stock-based compensation expense	**(149)**	(50)	(37)
Net stock-based compensation expense from continuing operations	**291**	111	94
Net stock-based compensation expense from discontinued operations	**-**	56	46
Net stock-based compensation expense	**$ 291**	$ 167	$ 140

Restricted stock units

	Number of Shares	Weighted-Average Grant Date Fair Value	Weighted-Average Remaining Years	Aggregate Intrinsic Value
	(In millions, except per share and year data)			
Outstanding at April 1, 2016	17	$ 22.72		
Granted and assumed	18	$ 20.56		
Vested and released	(8)	$ 22.54		
Forfeited	(4)	$ 21.45		
Outstanding and unvested at March 31, 2017	23	$ 21.26	1.1	$ 692
Expected to vest at March 31, 2017	19		1.0	$ 573

The weighted-average grant date fair value per share of RSUs granted during fiscal 2017, 2016, and 2015, including assumed RSUs was $20.56, $23.20, and $22.66, respectively. The total fair value of RSUs that vested and was released in fiscal 2017, 2016, and 2015 was $181 million, $250 million and $133 million, respectively.

As of March 31, 2017, total unrecognized compensation cost related to RSUs was $278 million, net of estimated forfeitures, which is expected to be recognized over the remaining weighted-average vesting period of 1.8 years.

Performance-based restricted stock units

	Number of Shares	Weighted-Average Grant Date Fair Value	Weighted-Average Remaining Years	Aggregate Intrinsic Value
	(In millions, except per share and year data)			
Outstanding at April 1, 2016	2	$ 27.13		
Granted and assumed	5	$ 19.99		
Vested and released	(1)	$ 28.76		
Outstanding and unvested at March 31, 2017	6	$ 21.05	1.0	$ 181
Expected to vest at March 31, 2017	5		1.0	$ 166

The weighted-average grant date fair value per share of performance-based restricted stock granted during fiscal 2017, 2016, and 2015, including assumed performance-based restricted stock was $19.99, $27.10, and $26.30, respectively. The total fair value of restricted stock that vested and was released in fiscal 2017, 2016, and 2015 was $14 million, $9 million, and $23 million, respectively.

As of March 31, 2017, total unrecognized compensation cost related to PRUs was $172 million, net of estimated forfeitures, which is expected to be recognized over the remaining weighted-average vesting period of 1.0 years.

Stock options

	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Years	Aggregate Intrinsic Value
	(In millions, except per share and year data)			
Outstanding at April 1, 2016	-	$ -		
Assumed	24	$ 8.77		
Exercised	(4)	$ 7.93		
Outstanding and unvested at March 31, 2017	20	$ 8.94		
Exercisable at March 31, 2017	7		8.3 years	$ 164
Vested and expected to vest at March 31, 2017	18		8.4 years	$ 392

The total intrinsic value of options exercised during fiscal 2017 was $78 million. As of March 31, 2017, total unrecognized compensation cost adjusted for estimated forfeitures related to unvested stock options was $147 million, net of estimated forfeitures, which is expected to be recognized over the remaining weighted-average vesting period of 1.7 years.

Valuation of stock options

The following assumptions were used to estimate the fair value of stock options assumed in the Blue Coat and LifeLock acquisitions during fiscal 2017:

Expected life	5.0 years
Weighted-average expected volatility	26.25%
Weighted-average risk-free interest	1.22%
Expected dividend yield	1.39%

Note 12. Commitments and Contingencies

Lease commitments

We lease certain of our facilities, equipment, and co-locations under operating leases that expire at various dates through fiscal 2026. We currently sublease some space under various operating leases that will expire on various dates through fiscal 2023. Some of our leases contain renewal options, escalation clauses, rent concessions, and leasehold improvement incentives. Rent expense under operating leases was $79 million, $103 million, and $113 million for fiscal 2017, 2016, and 2015, respectively.

The minimum future rentals on non-cancelable operating leases by fiscal year are as follows:

	March 31, 2017 (In millions)
2018	$ 88
2019	74
2020	51
2021	43
2022	30
Thereafter	41
Total minimum future lease payments	327
Sublease income	(48)
Total minimum future lease payments, net	$ 279

Purchase obligations

We have purchase obligations that are associated with agreements for purchases of goods or services. Management believes that cancellation of these contracts is unlikely and we expect to make future cash payments according to the contract terms.

The following reflects unrecognized purchase obligations by fiscal year:

	March 31, 2017 (In millions)
2018	$ 125
2019	28
2020	1
Thereafter	-
Total purchase obligations	$ 154

Indemnifications

In the ordinary course of business, we may provide indemnifications of varying scope and terms to customers, vendors, lessors, business partners, subsidiaries and other parties with respect to certain matters, including, but not limited to, losses arising out of our breach of agreements or representations and warranties made by us. In addition, our bylaws contain indemnification obligations to our directors, officers, employees and agents, and we have entered into indemnification agreements with our directors and certain of our officers to give such directors and officers additional contractual assurances regarding the scope of the indemnification set forth in our bylaws and to provide additional procedural protections. We maintain director and officer insurance, which may cover certain liabilities arising from our obligation to indemnify our directors and officers. It is not possible to determine the aggregate maximum potential loss under these indemnification agreements due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each particular agreement. Such indemnification agreements might not be subject to maximum loss clauses. Historically, we have not incurred material costs as a result of obligations under these agreements and we have not accrued any liabilities related to such indemnification obligations in our Consolidated Financial Statements.

In connection with the sale of Veritas, we assigned several leases to Veritas Technologies LLC or its related subsidiaries. As a condition to consenting to the assignments, certain lessors required us to agree to indemnify the lessor under the applicable lease with respect to certain matters, including, but not limited to, losses arising out of Veritas Technologies LLC or its related subsidiaries' breach of payment obligations under the terms of the lease. As with our other indemnification obligations discussed above and in general, it is not possible to determine the aggregate maximum potential loss under these indemnification agreements due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each particular agreement. As with our other indemnification obligations, such indemnification agreements might not be subject to maximum loss clauses and to date, generally under our real estate obligations, we have not incurred material costs as a result of such obligations under our leases and have not accrued any liabilities related to such indemnification obligations in our Consolidated Financial Statements.

We provide limited product warranties and the majority of our software license agreements contain provisions that indemnify licensees of our software from damages and costs resulting from claims alleging that our software infringes on the intellectual property rights of a third party. Historically, payments made under these provisions have been immaterial. We monitor the conditions that are subject to indemnification to identify if a loss has occurred.

Litigation contingencies

GSA

During the first quarter of fiscal 2013, we were advised by the Commercial Litigation Branch of the Department of Justice's ("DOJ") Civil Division and the Civil Division of the U.S. Attorney's Office for the District of Columbia that the government is investigating our compliance with certain provisions of our U.S. General Services Administration ("GSA") Multiple Award Schedule Contract No. GS-35F-0240T effective January 24, 2007, including provisions relating to pricing, country of origin, accessibility, and the disclosure of commercial sales practices.

As reported on the GSA's publicly-available database, our total sales under the GSA Schedule contract were approximately $222 million from the period beginning January 2007 and ending September 2012. We have fully cooperated with the government throughout its investigation and in January 2014, representatives of the government indicated that their initial analysis of our actual damages exposure from direct government sales under the GSA schedule was approximately $145 million; since the initial meeting, the government's analysis of our potential damages exposure relating to direct sales has increased. The government has also indicated they are going to pursue claims for certain sales to California, Florida, and New York as well as sales to the federal government through reseller GSA Schedule contracts, which could significantly increase our potential damages exposure.

In 2012, a sealed civil lawsuit was filed against Symantec related to compliance with the GSA Schedule contract and contracts with California, Florida, and New York. On July 18, 2014, the Court-imposed seal expired, and the government intervened in the lawsuit. On September 16, 2014, the states of California and Florida intervened in the lawsuit, and the state of New York notified the Court that it would not intervene. On October 3, 2014, the DOJ filed an amended complaint, which did not state a specific damages amount. On October 17, 2014, California and Florida combined their claims with those of the DOJ and the relator on behalf of New York in an Omnibus Complaint, and a First Amended Omnibus Complaint was filed on October 8, 2015; the state claims also do not state specific damages amounts.

It is possible that the litigation could lead to claims or findings of violations of the False Claims Act, and could be material to our results of operations and cash flows for any period. Resolution of False Claims Act investigations can ultimately result in the payment of somewhere between one and three times the actual damages proven by the government, plus civil penalties in some cases, depending upon a number of factors. Our current estimate of the low end of the range of the probable estimated loss from this matter is $25 million, which we have accrued. This amount contemplates estimated losses from both the investigation of compliance with the terms of the GSA Schedule contract as well as possible violations of the False Claims Act. There is at least a reasonable possibility that a loss may have been incurred in excess of our accrual for this matter, however, we are currently unable to determine the high end of the range of estimated losses resulting from this matter.

EDS & NDI

On January 24, 2011, a class action lawsuit was filed against us and our previous e-commerce vendor Digital River, Inc.; the lawsuit alleged violations of California's Unfair Competition Law, the California Legal Remedies Act and unjust enrichment related to prior sales of Extended Download Service ("EDS") and Norton Download Insurance ("NDI"). On March 31, 2014, the U.S. District Court for the District of Minnesota certified a class of all people who purchased these products between January 24, 2005 and March 10, 2011. In August 2015, the parties executed a settlement agreement pursuant to which we would pay the plaintiffs $30 million, which we accrued. On October 8, 2015, the Court granted preliminary approval of the settlement, which was subsequently paid into escrow by us. The Court granted final approval on April 22, 2016, and entered judgment in the case. Objectors to the settlement have appealed to the Eighth Circuit Court of Appeals, challenging the Court's approval of the settlement.

Finjan

On August 28, 2013, Finjan, Inc. ("Finjan") filed a complaint against Blue Coat Systems, Inc. in the U.S. District Court for the Northern District of California alleging that certain Blue Coat products infringe six of Finjan's U.S. patents. On August 4, 2015, a jury returned a verdict that certain Blue Coat products infringe five of the Finjan patents-in-suit and awarded Finjan lump-sum damages of $40 million. On November 20, 2015, the trial court entered a judgment in favor of Finjan on the jury verdict and certain non-jury legal issues. On July 28, 2016, in its ruling on post-trial motions the trial court denied Blue Coat's motions seeking a new trial or judgment as a matter of law and denied Finjan's request for enhanced damages and attorneys' fees. In August 2016, we completed our acquisition of Blue Coat. We intend to vigorously contest the judgment and have filed an appeal with the Federal Circuit Court of Appeals. Our current best estimated loss and related interest with respect to the jury verdict is $40 million, which was accrued by Blue Coat and assumed by us as a part of the acquisition of Blue Coat.

Other

We are involved in a number of other judicial and administrative proceedings that are incidental to our business. Although adverse decisions (or settlements) may occur in one or more of the cases, it is not possible to estimate the possible loss or losses from each of these cases. The final resolution of these lawsuits, individually or in the aggregate, is not expected to have a material adverse effect on our business, results of operations, financial condition or cash flows.

Note 13. Discontinued Operations

On January 29, 2016, we completed the sale of Veritas. The results of Veritas are presented as discontinued operations in our Consolidated Statements of Operations and thus have been excluded from continuing operations and segment results for all reported periods.

In connection with the divestiture of Veritas, the Company and Veritas entered into Transition Service Agreements ("TSA") pursuant to which the Company provides Veritas certain limited services including financial support services, information technology services, and access to facilities, and Veritas provides the Company certain limited financial support services. The TSAs commenced with the close of the transaction and expire at various dates through fiscal 2019. During fiscal 2017 and fiscal 2016, we recorded income of approximately $22 million and $8 million, respectively, for all services provided to Veritas, which is presented as part of other income, net in the Consolidated Statements of Operations.

We also have retained various customer relationships and contracts that were reported historically as a part of the Veritas business. Approximately $71 million and $330 million related to these relationships and contracts have been reported as part of our deferred revenue in the Consolidated Balance Sheet as of March 31, 2017 and April 1, 2016, respectively, along with an asset representing the service and maintenance rights we have under an agreement with Veritas of $41 million and $131 million, respectively. These balances will be amortized to discontinued operations through the remaining term of the underlying contracts.

The following table presents information regarding certain components of income from discontinued operations, net of income taxes:

	Year Ended		
	March 31, 2017	**April 1, 2016**	**April 3, 2015**
		(In millions)	
Net revenues	**$ 172**	$ 1,968	$ 2,552
Cost of revenues	**(15)**	(334)	(426)
Operating expenses	**(26)**	(1,270)	(1,131)
Gain on sale of Veritas	**31**	4,060	-
Other income (expense), net	**1**	3	(3)
Income from discontinued operations before income taxes	**163**	4,427	992
Provision for income taxes	**33**	1,118	223
Income from discontinued operations, net of income taxes	**$ 130**	$ 3,309	$ 769

During fiscal 2017 we received additional payments which represented purchase price adjustments for the sale of Veritas.

Note 14. Subsequent Event

Subsequent to March 31, 2017, we prepaid $710 million of our Senior Term Loan A-5 and $100 million of our Senior Term Loan A-1 on April 5, 2017 and May 5, 2017, respectively.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mountain View, State of California, on the 19th day of May 2017.

SYMANTEC CORPORATION

By: /s/ Gregory S. Clark

Gregory S. Clark
Chief Executive Officer and Director

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Gregory S. Clark, Nicholas R. Noviello and Scott C. Taylor, and each or any of them, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities to sign any and all amendments to this report on Form 10-K and any other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

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 Registrant and in the capacities and on the dates indicated below.

Signature	Title	Date
/s/ Gregory S. Clark Gregory S. Clark	Chief Executive Officer and Director (Principal Executive Officer)	May 19, 2017
/s/ Nicholas R. Noviello Nicholas R. Noviello	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 19, 2017
/s/ Mark S. Garfield Mark S. Garfield	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	May 19, 2017
/s/ Daniel H. Schulman Daniel H. Schulman	Chairman of the Board	May 19, 2017
/s/ Frank E. Dangeard Frank E. Dangeard	Director	May 19, 2017
/s/ Kenneth Y. Hao Kenneth Y. Hao	Director	May 19, 2017
/s/ David W. Humphrey David W. Humphrey	Director	May 19, 2017
/s/ Geraldine B. Laybourne Geraldine B. Laybourne	Director	May 19, 2017
/s/ David L. Mahoney David L. Mahoney	Director	May 19, 2017

Signature	Title	Date
/s/ Robert S. Miller Robert S. Miller	Director	May 19, 2017
/s/ Anita M. Sands Anita M. Sands	Director	May 19, 2017
/s/ V. Paul Unruh V. Paul Unruh	Director	May 19, 2017
/s/ Suzanne M. Vautrinot Suzanne M. Vautrinot	Director	May 19, 2017

Schedule II

SYMANTEC CORPORATION

VALUATION AND QUALIFYING ACCOUNTS

All financial statement schedules have been omitted, since the required information is not applicable or is not present in material amounts, and/or changes to such amounts are immaterial to require submission of the schedule, or because the information required is included in the Consolidated Financial Statements and notes thereto included in this Form 10-K.

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
2.01(§)	Purchase Agreement dated as of August 11, 2015, by and between Symantec Corporation and Havasu Holdings Ltd.	8-K	000-17781	2.01	8/13/2015	
2.02	Amendment, dated January 19, 2016, to the Purchase Agreement dated as of August 11, 2015, by and between Symantec Corporation and Veritas Holdings Ltd. (f/k/a Havasu Holdings Ltd.)	8-K	000-17781	2.01	1/20/2016	
2.03(§)	Agreement and Plan of Merger, dated as of June 12, 2016, by and among Symantec Corporation, S-B0616 Merger Sub, Inc. and Blue Coat, Inc.	8-K	000-17781	2.01	6/14/2016	
2.04	Investment Agreement, dated as of June 12, 2016, by and among Symantec Corporation, Bain Capital Fund XI, L.P., Bain Capital Europe Fund IV, L.P. and Silver Lake Partners IV Cayman (AIV II), L.P. (including the form of Indenture attached as Exhibit A thereto).	8-K	000-17781	2.02	6/14/2016	

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
2.05	Amendment to Investment Agreement, dated as of July 31, 2016, by and among Symantec Corporation, Bain Capital Fund XI, L.P., Bain Capital Europe Fund IV, L.P. and Silver Lake Partners IV Cayman (AIV II), L.P.	10-Q	000-17781	2.03	8/5/2016	
2.06(§)(**)	Agreement and Plan of Merger, dated as of November 20, 2016, by and among Symantec Corporation, L1116 Merger Sub, Inc. and LifeLock, Inc.	8-K	001-35671	2.01	11/21/2016	
2.07(**)	Amendment No. 1 to Agreement and Plan of Merger, dated as of January 16, 2017, by and among Symantec Corporation, L1116 Merger Sub, Inc. and LifeLock, Inc.	8-K	001-35671	2.01	1/17/2017	
2.08	Form of Support Agreement by and among Symantec Corporation and the stockholders of LifeLock, Inc. listed on Annex A therein.	8-K	000-17781	2.02	11/21/2016	
3.01	Amended and Restated Certificate of Incorporation of Symantec Corporation.	S-8	333-119872	4.01	10/21/2004	
3.02	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Symantec Corporation.	S-8	333-126403	4.03	7/6/2005	
3.03	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Symantec Corporation.	10-Q	000-17781	3.01	8/5/2009	
3.04	Certificate of Designations of Series A Junior Preferred Stock of Symantec Corporation dated June 25, 2015.	8-K	000-17781	3.01	6/26/2015	
3.05	Bylaws, as amended, of Symantec Corporation.					X

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
4.01	Form of Common Stock Certificate.	S-3ASR	333-139230	4.07	12/11/2006	
4.02	Indenture, dated September 16, 2010, between Symantec Corporation and Wells Fargo Bank, National Association, as trustee.	8-K	000-17781	4.01	9/16/2010	
4.03	Form of Global Note for Symantec's 4.200% Senior Note due 2020 (contained in Exhibit No. 4.02 of Form 8-K).	8-K	000-17781	4.04	9/16/2010	
4.04	Form of Global Note for Symantec's 2.750% Senior Notes due 2017 (contained in Exhibit No. 4.02 of Form 8-K).	8-K	000-17781	4.03	6/14/2012	
4.05	Form of Global Note for Symantec's 3.950% Senior Notes due 2022 (contained in Exhibit No. 4.02 of Form 8-K).	8-K	000-17781	4.04	6/14/2012	
4.06	Indenture, dated as of March 4, 2016, by and between Symantec Corporation and Wells Fargo Bank, National Association, as trustee (including the form of 2.500% Convertible Senior Notes Due 2021).	8-K	000-17781	10.02	3/7/2016	
4.07	Amendment Agreement, dated as of July 18, 2016, by and among Symantec Corporation, Symantec Operating Corporation, the Lenders and the New Term Lenders, Wells Fargo Bank, National Association, and JPMorgan Chase Bank, N.A.	10-Q	000-17781	4.02	8/5/2016	

Exhibit Number	Exhibit Description	Incorporated by Reference Form	File No.	Exhibit	Filing Date	Filed Herewith
4.08	Amended and Restated Credit Agreement, effective as of August 1, 2016, among Symantec Corporation, the lenders party thereto (the “Lenders”), Wells Fargo Bank, National Association, as Term Loan A-1/Revolver Administrative Agent and Swingline Lender, JPMorgan Chase Bank, N.A., as Term Loan A-2 Administrative Agent, JPMorgan Chase Bank, N.A., Merrill Lynch, Pierce, Fenner & Smith, Incorporated, Barclays Bank PLC, Citigroup Global Markets Inc., Wells Fargo Securities, LLC, Royal Bank of Canada and Mizuho Bank, Ltd., as Lead Arrangers and Joint Bookrunners in respect of the Term A-2 Facility, Barclays Bank PLC, Citibank, N.A., Wells Fargo Bank, National Association, Royal Bank of Canada, Mizuho Bank, Ltd. And TD Securities (USA) LLC, as Co-Documentation Agents in respect of the Term A-2 Facility, and Bank of America, N.A., as Syndication Agent in respect of Term A-2 Facility.	10-Q	000-17781	4.03	8/5/2016	
4.09	Indenture, dated as of August 1, 2016, by and between Symantec Corporation and Wells Fargo Bank, National Association, as trustee (including the form of 2.00% Convertible Senior Note Due 2021).	10-Q	000-17781	4.04	8/5/2016	

Exhibit Number	Exhibit Description	Incorporated by Reference Form	File No.	Exhibit	Filing Date	Filed Herewith
4.10	Term Loan Agreement, dated as of August 1, 2016, among Symantec Corporation, JPMorgan Chase Bank, N.A., as Administrative Agent, Bank of America, N.A., as Syndication Agent, and Barclays Bank PLC, Citibank, N.A., Wells Fargo Bank, National Association, Royal Bank of Canada, Mizuho Bank, Ltd., and TD Securities (USA) LLC, as Co-Documentation Agents, JPMorgan Chase Bank, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Bank, PLC, Citigroup Global Markets Inc., Wells Fargo Securities, LLC, Royal Bank of Canada and Mizuho Bank, Ltd., as Joint Lead Arrangers and Joint Bookrunners.	10-Q	000-17781	4.05	8/5/2016	
4.11	Assignment and Assumption, dated October 3, 2016, to the Term Loan Agreement dated as of August 1, 2016, among Symantec Corporation, JPMorgan Chase Bank, N.A., as Administrative Agent, Bank of America, N.A., as Syndication Agent, and Barclays Bank PLC, Citibank, N.A., Wells Fargo Bank, National Association, Royal Bank of Canada, Mizuho Bank, Ltd., and TD Securities (USA) LLC, as Co-Documentation Agents, JPMorgan Chase Bank, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays					

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
	Bank, PLC, Citigroup Global Markets Inc., Wells Fargo Securities, LLC, Royal Bank of Canada and Mizuho Bank, Ltd., as Joint Lead Arrangers and Joint Bookrunners.	10-Q	000-17781	4.01	2/3/2017	
4.12	First Amendment, dated December 12, 2016, to the Term Loan Agreement, dated as of August 1, 2016, among Symantec Corporation, JPMorgan Chase Bank, N.A., as Administrative Agent, Bank of America, N.A., as Syndication Agent, and Barclays Bank PLC, Citibank, N.A., Wells Fargo Bank, National Association, Royal Bank of Canada, Mizuho Bank, Ltd., and TD Securities (USA) LLC, as Co-Documentation Agents, JPMorgan Chase Bank, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Bank, PLC, Citigroup Global Markets Inc., Wells Fargo Securities, LLC, Royal Bank of Canada and Mizuho Bank, Ltd., as Joint Lead Arrangers and Joint Bookrunners.	10-Q	000-17781	4.02	2/3/2017	
4.13	First Amendment, dated December 12, 2016, to the Credit Agreement, effective as of August 1, 2016, among Symantec Corporation, the lenders party thereto (the “Lenders”), Wells Fargo Bank, National Association, as Term Loan A-1/Revolver Administrative Agent and Swingline Lender, JPMorgan Chase Bank,					

Exhibit Number	Exhibit Description	Incorporated by Reference Form	File No.	Exhibit	Filing Date	Filed Herewith
	N.A., as Term Loan A-2 Administrative Agent, JPMorgan Chase Bank, N.A., Merrill Lynch, Pierce, Fenner & Smith, Incorporated, Barclays Bank PLC, Citigroup Global Markets Inc., Wells Fargo Securities, LLC, Royal Bank of Canada and Mizuho Bank, Ltd., as Lead Arrangers and Joint Bookrunners in respect of the Term A-2 Facility, Barclays Bank PLC, Citibank, N.A., Wells Fargo Bank, National Association, Royal Bank of Canada, Mizuho Bank, Ltd. And TD Securities (USA) LLC, as Co-Documentation Agents in respect of the Term A-2 Facility, and Bank of America, N.A., as Syndication Agent in respect of Term A-2 Facility.	10-Q	000-17781	4.03	2/3/2017	
4.14	Base Indenture, dated as of February 9, 2017, between Symantec Corporation and Wells Fargo Bank, National Association, as trustee.	8-K	000-17781	4.01	2/9/2017	
4.15	First Supplemental Indenture related to the 5% Senior Notes due 2025, dated as of February 9, 2017, between Symantec Corporation and Wells Fargo Bank, National Association, as trustee (including form of 5.00% Senior Note due 2025).	8-K	000-17781	4.02	2/9/2017	
10.01(*)	Form of Indemnification Agreement for Officers and Directors, as amended (form for agreements entered into prior to January 17, 2006).	S-1	33-28655	10.17	6/21/1989	

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
10.02(*)	Form of Indemnification Agreement for Officers, Directors and Key Employees (form for agreements entered into between January 17, 2006 and March 6, 2016).	8-K	000-17781	10.01	1/23/2006	
10.03(*)	Form of Indemnification Agreement for Officers, Directors and Key Employees, as amended (form for agreements entered into after March 6, 2016).	8-K	000-17781	10.03	3/7/2016	
10.04(*)	Symantec Corporation 1996 Equity Incentive Plan, as amended, including form of Stock Option Agreement and form of Restricted Stock Purchase Agreement.	10-K	000-17781	10.05	6/9/2006	
10.05(*)	Symantec Corporation Deferred Compensation Plan, restated and amended January 1, 2010, as adopted December 15, 2009.	10-K	000-17781	10.05	5/24/2010	
10.06(*)	Brightmail Inc. 1998 Stock Option Plan, including form of Stock Option Agreement and form of Notice of Assumption.	10-K	000-17781	10.08	6/9/2006	
10.07(*)	Symantec Corporation 2000 Director Equity Incentive Plan, as amended.	10-Q	000-17781	10.01	11/1/2011	
10.08(*)	Vontu, Inc. 2002 Stock Option/Stock Issuance Plan, as amended.	10-K	000-17781	10.10	5/20/2016	
10.09(*)	Form of Vontu, Inc. Stock Option Agreement.	S-8	333-148107	99.03	12/17/2007	
10.10(*)	Symantec Corporation 2004 Equity Incentive Plan, as amended, including Stock Option Grant — Terms and Conditions, form of RSU Award Agreement, form of RSU Award Agreement for Non-Employee Directors and form of PRU Award Agreement.	10-K	000-17781	10.13	5/20/2016	

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
10.11(*)	Symantec Corporation 2008 Employee Stock Purchase Plan, as amended.	10-Q	000-17781	10.01	2/4/2016	
10.12(*)	Symantec Corporation 2013 Equity Incentive Plan, as amended, including form of Stock Option Grant — Terms and Conditions and form of RSU Award Agreement.	S-8	333-216132	99.01	2/17/2017	
10.13(*)	Form of Symantec Corporation Performance Based Restricted Stock Unit Award Agreement under 2013 Equity Incentive Plan.	10-Q	000-17781	10.07	8/5/2016	
10.14(*)	Blue Coat, Inc. 2016 Equity Incentive Plan, including forms of awards thereunder.	S-8	333-212847	99.01	8/2/2016	
10.15(*)	Batman Holdings, Inc. 2015 Amended and Restated Equity Incentive Plan, including form of Stock Option Agreement thereunder.	S-8	333-212847	99.02	8/2/2016	
10.16(*)	LifeLock, Inc. 2012 Incentive Compensation Plan and forms of option and restricted stock unit award agreements thereunder.	S-8	333-216132	99.02	2/17/2017	
10.17(*)	Symantec Senior Executive Incentive Plan, as amended and restated.	8-K	000-17781	10.03	10/25/2013	
10.18(*)	Symantec Corporation Executive Retention Plan, as amended and restated.	10-K	000-17781	10.18	5/22/2015	
10.19(*)	Symantec Corporation Executive Severance Plan.	10-K	000-17781	10.19	5/22/2015	
10.20(*)	Employment Offer Letter, dated February 3, 2014, between Symantec Corporation and Mark Garfield.	8-K	000-17781	10.01	3/10/2014	

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
10.21(*)	Amended Executive Employment Agreement, dated April 28, 2016, by and between Symantec Corporation and Michael A. Brown.	10-K	000-17781	10.26	5/20/2016	
10.22(*)	Employment Offer Letter, dated April 27, 2016, between Symantec Corporation and Ajei Gopal.	10-K	000-17781	10.27	5/20/2016	
10.23(*)	Employment Letter dated as of June 12, 2016 by and between Gregory S. Clark, Symantec Corporation and Blue Coat, Inc.	10-Q	000-17781	10.03	8/5/2016	
10.24(*)	Offer letter dated as of June 12, 2016 by and between Michael Fey and Symantec Corporation.	10-Q	000-17781	10.04	8/5/2016	
10.25(*)	Employment Offer letter, dated as of June 12, 2016, by and between Nicholas Noviello and Symantec Corporation.	8-K	000-17781	10.01	11/4/2016	
10.26(*)	FY17 Executive Annual Incentive Plan —Senior Vice President and Executive Vice President.	10-Q	000-17781	10.06	8/5/2016	
10.27(*)	FY17 Executive Annual Incentive Plan —Chief Executive Officer.	10-Q	000-17781	10.05	8/5/2016	
10.28	Assignment of Copyright and Other Intellectual Property Rights, by and between Peter Norton and Peter Norton Computing, Inc., dated August 31, 1990.	S-4	33-35385	10.37	6/13/1990	
10.29(†)	Environmental Indemnity Agreement, dated April 23, 1999, between Veritas and Fairchild Semiconductor Corporation, included as Exhibit C to that certain Agreement of Purchase and Sale, dated March 29, 1999, between Veritas and Fairchild Semiconductor of California.	S-1/A	333-83777	10.27 Exhibit C	8/6/1999	

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
10.30	Amendment, dated June 20, 2007, to the Amended and Restated Agreement Respecting Certain Rights of Publicity dated as of August 31, 1990, by and between Peter Norton and Symantec Corporation.	10-Q	000-17781	10.01	8/7/2007	
10.31	Amendment, effective December 6, 2010, to the Trademark License Agreement, dated August 9, 2010, by and between VeriSign, Inc. and Symantec Corporation.	10-Q	000-17781	10.01	2/2/2011	
10.32	Investment Agreement, dated as of February 3, 2016, by and among Symantec Corporation and Silver Lake Partners IV Cayman (AIV II), L.P.	8-K	000-17781	10.01	2/9/2016	
10.33	First Amendment to Investment Agreement, dated as of March 2, 2016, by and among Symantec Corporation and Silver Lake Partners IV Cayman (AIV II), L.P.	8-K	000-17781	10.01	3/7/2016	
21.01	Subsidiaries of Symantec Corporation.					X
23.01	Consent of Independent Registered Public Accounting Firm.					X
24.01	Power of Attorney (see Signature page to this annual report).					X
31.01	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X
31.02	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.					X

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
32.01(††)	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
32.02(††)	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.					X
101.INS	XBRL Instance Document					X
101.SCH	XBRL Taxonomy Schema Linkbase Document					X
101.CAL	XBRL Taxonomy Calculation Linkbase Document					X
101.LAB	XBRL Taxonomy Labels Linkbase Document					X
101.PRE	XBRL Taxonomy Presentation Linkbase Document					X
101.DEF	XBRL Taxonomy Definition Linkbase Document					X

* Indicates a management contract, compensatory plan or arrangement.

** Filed by LifeLock, Inc.

§ The exhibits and schedules to this agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Registrant agrees to furnish supplementally copies of any such exhibits and schedules to the SEC upon request.

† Filed by Veritas Software Corporation.

†† This exhibit is being furnished, rather than filed, and shall not be deemed incorporated by reference into any filing, in accordance with Item 601 of Regulation S-K.

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2017 Corporate Information

BOARD OF DIRECTORS

Daniel H. Schulman
Chairman of the Board, Symantec
President and CEO, PayPal Holdings, Inc.

Gregory S. Clark
Chief Executive Officer, Symantec

Frank E. Dangeard
Managing Partner, Harcourt

Kenneth Y. Hao
Managing Partner and Managing Director, Silver Lake Partners

David W. Humphrey
Managing Director, Bain Capital

Geraldine B. Laybourne
Chairman of the Board, Katapult Studio

David L. Mahoney
Former Co-Chief Executive Officer McKesson HBOC, Inc. and Chief Executive Officer, iMcKesson LLC

Robert S. Miller
President and CEO, International Automotive Components Group

Anita M. Sands
Former Group Managing Director, Head of Change Leadership at UBS Wealth Management Americas

V. Paul Unruh
Former Chief Financial Officer and Vice Chairman Bechtel Group, Inc.

Suzanne M. Vautrinot
President, Kilovolt Consulting Inc.

EXECUTIVE MANAGEMENT

Gregory S. Clark
Chief Executive Officer

Michael D. Fey
President and Chief Operating Officer

Amy L. Cappellanti-Wolf
Senior Vice President and Chief Human Resources Officer

Roxane Divol
Executive Vice President and General Manager, Website Security

Matt MacKenzie
Chief of Staff

Nicholas R. Noviello
Executive Vice President, Chief Financial Officer

Francis C. Rosch
Executive Vice President, Consumer Digital Safety

Hugh Thompson
Chief Technology Officer

Scott C. Taylor
Executive Vice President, General Counsel and Secretary

ANNUAL MEETING

The Annual Meeting will be held on Thursday, October 5, 2017 at 9:00 a.m. PT live via webcast at www.virtualshareholdermeeting.com/SYMC2017.

Stock Exchange Listing
Symantec's common stock is traded on the NASDAQ exchange under the Symbol "SYMC."

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(781) 575-2879

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Investor inquiries may be directed to:
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Investor Relations
350 Ellis Street
Mountain View, CA 94043
(650) 537-3511
Nate_Pollack@symantec.com
www.symantec.com/invest

Annual Report on Form 10-K
A copy of Symantec's Form 10-K, including exhibits, for the period ended March 31, 2017, as filed with the Securities and Exchange Commission, is available without charge upon request or can be accessed at:
www.symantec.com/invest

Independent Auditors
KPMG LLP
Mission Towers I, Suite 100
3975 Freedom Circle Drive
Santa Clara, CA 95054

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