

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Quarterly Report on

FORM 10-Q

(Mark one)

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended July 1, 2016

☐ **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 1-7463

JACOBS ENGINEERING GROUP INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State of incorporation)

155 North Lake Avenue, Pasadena, California
(Address of principal executive offices)

95-4081636
(I.R.S. employer identification number)

91101
(Zip code)

(626) 578 – 3500
(Registrant's telephone number, including area code)

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

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐

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

Number of shares of common stock outstanding at August 5, 2016: 121,428,197

JACOBS ENGINEERING GROUP INC.

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Part I - FINANCIAL INFORMATION
Item 1. Financial Statements.

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share information)

	July 1, 2016 (Unaudited)	October 2, 2015
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 616,391	\$ 460,859
Receivables	2,234,178	2,548,743
Prepaid expenses and other	78,020	113,076
Total current assets	2,928,589	3,122,678
Property, Equipment and Improvements, Net	325,130	381,238
Other Noncurrent Assets:		
Goodwill	3,079,821	3,048,778
Intangibles	333,608	353,419
Deferred income taxes	356,444	374,064
Miscellaneous	397,200	505,749
Total other non-current assets	4,167,073	4,282,010
	<u>\$ 7,420,792</u>	<u>\$ 7,785,926</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Notes payable	\$ 8,941	\$ 13,364
Accounts payable	479,217	566,866
Accrued liabilities	1,020,762	1,090,985
Billings in excess of costs	297,520	309,951
Total current liabilities	1,806,440	1,981,166
Long-term Debt	479,000	584,434
Other Deferred Liabilities	646,070	863,868
Commitments and Contingencies		
Stockholders' Equity:		
Capital stock:		
Preferred stock, \$1 par value, authorized - 1,000,000 shares; issued and outstanding - none	—	—
Common stock, \$1 par value, authorized - 240,000,000 shares; issued and outstanding—121,703,665 shares and 123,152,966 shares as of July 1, 2016 and October 2, 2015, respectively	121,704	123,153
Additional paid-in capital	1,156,064	1,137,144
Retained earnings	3,600,121	3,496,212
Accumulated other comprehensive loss	(453,263)	(464,764)
Total Jacobs stockholders' equity	4,424,626	4,291,745
Noncontrolling interests	64,656	64,713
Total Group stockholders' equity	4,489,282	4,356,458
	<u>\$ 7,420,792</u>	<u>\$ 7,785,926</u>

See the accompanying Notes to Consolidated Financial Statements.

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EARNINGS
For the Three and Nine Months Ended July 1, 2016 and June 26, 2015
(In thousands, except per share information)
(Unaudited)

	For the Three Months Ended		For the Nine Months Ended	
	July 1, 2016	June 26, 2015	July 1, 2016	June 26, 2015
Revenues	\$ 2,693,873	\$ 2,907,541	\$ 8,323,570	\$ 8,997,878
Costs and Expenses:				
Direct cost of contracts	(2,242,424)	(2,422,944)	(6,987,431)	(7,502,891)
Selling, general and administrative expenses	(341,893)	(384,163)	(1,080,352)	(1,103,286)
Operating Profit	109,556	100,434	255,787	391,701
Other Income (Expense):				
Interest income	624	1,697	5,108	5,553
Interest expense	(4,572)	(5,509)	(10,315)	(15,374)
Miscellaneous income (expense), net	(2,801)	566	470	(1,034)
Total other income (expense), net	(6,749)	(3,246)	(4,737)	(10,855)
Earnings Before Taxes	102,807	97,188	251,050	380,846
Income Tax Benefit (Expense)	(31,870)	120	(66,418)	(89,233)
Net Earnings of the Group	70,937	97,308	184,632	291,613
Net Loss (Earnings) Attributable to Noncontrolling Interests	(1,882)	(6,246)	(3,813)	(18,505)
Net Earnings Attributable to Jacobs	<u>\$ 69,055</u>	<u>\$ 91,062</u>	<u>\$ 180,819</u>	<u>\$ 273,108</u>
Net Earnings Per Share:				
Basic	\$ 0.58	\$ 0.74	\$ 1.50	\$ 2.17
Diluted	<u>\$ 0.57</u>	<u>\$ 0.73</u>	<u>\$ 1.49</u>	<u>\$ 2.15</u>

See the accompanying Notes to Consolidated Financial Statements including the Company's note on Other Comprehensive Income for a presentation of amounts reclassified to net earnings during the period.

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the Three and Nine Months Ended July 1, 2016 and June 26, 2015
(In thousands)
(Unaudited)

	For the Three Months Ended		For the Nine Months Ended	
	July 1, 2016	June 26, 2015	July 1, 2016	June 26, 2015
Net Earnings of the Group	\$ 70,937	\$ 97,308	\$ 184,632	\$ 291,613
Other Comprehensive Income (Loss):				
Foreign currency translation adjustment	(35,840)	17,650	(35,094)	(69,041)
Gain (loss) on cash flow hedges	(459)	3,071	(872)	(1,773)
Change in pension liabilities	42,008	(15,035)	60,426	15,886
Other comprehensive income (loss) before taxes	5,709	5,686	24,460	(54,928)
Income Tax Benefit:				
Cash flow hedges	(69)	(839)	(65)	425
Change in pension liabilities	(8,706)	3,090	(12,893)	(2,913)
Income Tax Benefit (Expense):	(8,775)	2,251	(12,958)	(2,488)
Net other comprehensive income (loss)	(3,066)	7,937	11,502	(57,416)
Net Comprehensive Income of the Group	67,871	105,245	196,134	234,197
Net Comprehensive Income Attributable to Noncontrolling Interests	(1,882)	(6,246)	(3,813)	(18,505)
Net Comprehensive Income Attributable to Jacobs	<u>\$ 65,989</u>	<u>\$ 98,999</u>	<u>\$ 192,321</u>	<u>\$ 215,692</u>

See the accompanying Notes to Consolidated Financial Statements including the Company's note on Other Comprehensive Income for a presentation of amounts reclassified to net earnings during the period.

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Nine Months Ended July 1, 2016 and June 26, 2015
(In thousands)
(Unaudited)

	July 1, 2016	June 26, 2015
Cash Flows from Operating Activities:		
Net earnings attributable to the Group	\$ 184,632	\$ 291,613
Adjustments to reconcile net earnings to net cash flows from operations:		
Depreciation and amortization:		
Property, equipment and improvements	63,447	75,718
Intangible assets	35,499	38,090
Stock based compensation	25,786	32,925
Tax benefit from stock based compensation	(177)	(732)
Equity in earnings of operating ventures, net	(12,776)	7,601
Losses (gains) on disposals of assets, net	13,152	(198)
Change in pension plan obligations	(8,546)	(4,357)
Change in deferred compensation plans	741	(2,858)
Changes in certain assets and liabilities, excluding the effects of businesses acquired:		
Receivables	291,784	149,640
Prepaid expenses and other current assets	34,265	39,987
Accounts payable	(92,089)	(94,553)
Accrued liabilities	(63,006)	(78,566)
Billings in excess of costs	6,486	(7,208)
Income taxes	9,462	(54,442)
Deferred income taxes	(25,771)	3,770
Other deferred liabilities	(18,216)	(11,933)
Other, net	1,075	2,256
Net cash provided by operating activities	445,748	386,753
Cash Flows from Investing Activities:		
Additions to property and equipment	(46,403)	(69,297)
Disposals of property and equipment	6,735	5,538
Purchases of investments	(3,406)	—
Sales of investments	—	13
Acquisitions of businesses, net of cash acquired	(49,714)	—
Net cash used for investing activities	(92,788)	(63,746)
Cash Flows from Financing Activities:		
Proceeds from long-term borrowings	1,329,050	1,214,548
Repayments of long-term borrowings	(1,427,140)	(1,291,029)
Proceeds from short-term borrowings	7,057	333,156
Repayments of short-term borrowings	(11,621)	(329,416)
Proceeds from issuances of common stock	26,498	25,056
Common stock repurchases	(102,439)	(372,944)
Excess tax benefits from stock based compensation	177	732
Dividends paid to noncontrolling interests	(2,709)	(7,230)
Net cash provided by financing activities	(181,127)	(427,127)
Effect of Exchange Rate Changes	(16,301)	(74,966)
Net Increase (Decrease) in Cash and Cash Equivalents	155,532	(179,086)
Cash and Cash Equivalents at the Beginning of the Period	460,859	732,647
Cash and Cash Equivalents at the End of the Period	\$ 616,391	\$ 553,561

See the accompanying Notes to Consolidated Financial Statements.

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – UNAUDITED
July 1, 2016

Basis of Presentation

Unless the context otherwise requires:

- References herein to “Jacobs” are to Jacobs Engineering Group Inc. and its predecessors;
- References herein to the “Company”, “we”, “us” or “our” are to Jacobs Engineering Group Inc. and its consolidated subsidiaries; and
- References herein to the “Group” are to the combined economic interests and activities of the Company and the persons and entities holding noncontrolling interests in our consolidated subsidiaries.

The accompanying consolidated financial statements and financial information included herein have been prepared pursuant to the interim period reporting requirements of Form 10-Q. Consequently, certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”) have been condensed or omitted. Readers of this Quarterly Report on Form 10-Q should also read our consolidated financial statements and the notes thereto included in our Annual Report on Form 10-K for the fiscal year ended October 2, 2015 (“2015 Form 10-K”), as well as Item 7— *Management’s Discussion and Analysis of Financial Condition and Results of Operations* , included in our 2015 Form 10-K.

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation of our consolidated financial statements at July 1, 2016, and for the three and nine month periods ended July 1, 2016 and June 26, 2015.

Our interim results of operations are not necessarily indicative of the results to be expected for the full fiscal year.

Please refer to Note 16— *Definitions of Notes to Consolidated Financial Statements* included in our 2015 Form 10-K for the definitions of certain terms used herein.

Use of Estimates and Assumptions

The preparation of financial statements in conformity with U.S. GAAP requires us to employ estimates and make assumptions that affect the reported amounts of certain assets and liabilities, the revenues and expenses reported for the periods covered by the accompanying consolidated financial statements, and certain amounts disclosed in these Notes to the Consolidated Financial Statements. Although such estimates and assumptions are based on management’s most recent assessment of the underlying facts and circumstances utilizing the most current information available and past experience, actual results could differ significantly from those estimates and assumptions. Our estimates, judgments, and assumptions are evaluated periodically and adjusted accordingly. Please refer to Note 2— *Significant Accounting Policies* of Notes to Consolidated Financial Statements included in our 2015 Form 10-K for a discussion of the significant estimates and assumptions affecting our consolidated financial statements.

Fair Value and Fair Value Measurements

Certain amounts included in the accompanying consolidated financial statements are presented at “fair value.” Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants as of the date fair value is determined (the “measurement date”). When determining fair value, we consider the principal or most advantageous market in which we would transact, and we consider only those assumptions we believe a typical market participant would consider when pricing an asset or liability. In measuring fair value, we use the following inputs in the order of priority indicated:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than quoted prices in active markets included in Level 1, such as (i) quoted prices for similar assets or liabilities; (ii) quoted prices in markets that have insufficient volume or infrequent transactions (e.g., less active markets); and (iii) model-driven valuations in which all significant inputs are observable or can be derived principally from, or corroborated with, observable market data for substantially the full term of the asset or liability.

Level 3 - Unobservable inputs to the valuation methodology that are significant to the fair value measurement.

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – UNAUDITED

July 1, 2016
(continued)

Please refer to Note 2— *Significant Accounting Policies* of Notes to Consolidated Financial Statements included in our 2015 Form 10-K for a more complete discussion of the various items within the consolidated financial statements measured at fair value and the methods used to determine fair value.

New Accounting Standards

From time to time, the Financial Accounting Standards Board (“FASB”) issues accounting standards updates (each being an “ASU”) to its Accounting Standards Codification (“ASC”), which constitutes the primary source of U.S. GAAP. The Company regularly monitors ASUs as they are issued and considers their applicability to its business. All ASUs applicable to the Company are adopted by the due date and in the manner prescribed by the FASB.

In May 2014, the FASB issued ASU No. 2014-09— *Revenue from Contracts with Customers*. The new guidance provided by ASU 2014-09 is intended to remove inconsistencies and perceived weaknesses in the existing revenue requirements, provide a more robust framework for addressing revenue issues, improve comparability, provide more useful information and simplify the preparation of financial statements. ASU 2014-09 was initially effective for annual and interim reporting periods beginning after December 15, 2016. On July 9, 2015, the FASB approved a one-year deferral of the effective date of this standard. The revised effective date for the standard is for annual reporting periods beginning after December 15, 2017 and interim periods therein. The FASB also approved changes allowing for early adoption of the standard as of the original effective date. The Company continues to evaluate the impact that the new guidance may have on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02— *Leases*. ASU 2016-02 requires lessees to recognize assets and liabilities for most leases. ASU 2016-02 is effective for public entity financial statements for annual periods beginning after December 15, 2018, and interim periods within those annual periods. Early adoption is permitted, including adoption in an interim period. The guidance must be adopted using a modified retrospective approach for leases that exist or are entered into after the beginning of the earliest comparative period in the financial statements. The Company is evaluating the impact of the new guidance on its consolidated financial statements. This standard could have a significant administrative impact on its operations, and the Company will further assess the impact through its implementation program.

In March 2016, the FASB issued ASU 2016-09— *Improvements to Employee Share-Based Payment Accounting*. ASU 2016-09 simplifies several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. ASU 2016-09 is effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Early adoption is permitted for any entity in any interim or annual period for which financial statements have not been issued or made available for issuance. If an entity early adopts the amendments in an interim period, any adjustments must be reflected as of the beginning of the fiscal year that includes that interim period. An entity that elects early adoption must adopt all of the amendments in the same period. The Company is evaluating the impact of the new guidance on its consolidated financial statements.

During the second quarter of fiscal 2016, the Company adopted the provisions of ASU 2015-17— *Balance Sheet Classification of Deferred Taxes* on a retrospective basis for all periods presented. ASU 2015-17 removes the requirement to separate deferred income tax liabilities and assets into current and noncurrent amounts in a classified statement of financial position. Instead, the update requires that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. As a result of the Company’s adoption of ASU 2015-17 in the second quarter of fiscal 2016, the current deferred taxes and noncurrent deferred tax assets included in miscellaneous noncurrent assets on the October 2, 2015 Consolidated Balance Sheet were reclassified to noncurrent deferred taxes, which increased noncurrent deferred tax assets by \$160.3 million and decreased miscellaneous noncurrent assets by \$213.8 million.

Segment Information

During the second quarter of fiscal 2016, we reorganized our operating and reporting structure around four lines of business (“LOB”). This reorganization is intended to better serve our global clients, leverage our workforce, help streamline operations, and provide enhanced growth opportunities. The four global LOBs are: Petroleum & Chemicals, Buildings & Infrastructure, Aerospace & Technology, and Industrial. Previously, the Company operated its business as a single segment.

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – UNAUDITED

July 1, 2016
(continued)

Under the new organization, each LOB has a president that reports directly to the Company's Chairman and CEO (who is also the Company's Chief Operating Decision Maker, or "CODM"). As part of the reorganization, the sales function, which had been managed centrally for many years, is now managed on a LOB basis, and accordingly, the associated cost is now embedded in the new segments and report to the respective line of business presidents. In addition, a portion of the costs of other support functions (e.g., finance, legal, human resources, and information technology) are allocated to each LOB using methodologies which, we believe, effectively attribute the cost of these support functions to the revenue-generating activities of the Company on a rational basis. In addition, the cost of the Company's cash incentive plan, the Management Incentive Plan ("MIP") and the expense associated with the Jacobs Engineering Group Inc. Stock Incentive Plan ("1999 SIP") have likewise been charged to the LOBs except for those amounts determined to relate to the business as a whole (which amounts remain in corporate's results of operations).

Financial information for each LOB is reviewed by the CODM to assess performance and make decisions regarding the allocation of resources. The Company does not track assets by LOB, nor does it provide such information to the CODM.

The CODM evaluates the operating performance of our LOBs using operating profit, which is defined as margin less "corporate charges" (e.g., the allocated amounts described above). The Company incurs certain selling, general and administrative ("SG&A") costs which relate to its business as a whole which are not allocated to the LOBs.

The following tables present total revenues and operating profit for each reportable segment. Prior period information has been restated to reflect the current period presentation (in thousands).

	For the Three Months Ended		For the Nine Months Ended	
	July 1, 2016	June 26, 2015	July 1, 2016	June 26, 2015
Revenues from External Customers:				
Petroleum & Chemicals	\$ 766,546	\$ 983,887	\$ 2,575,474	\$ 3,191,106
Aerospace & Technology	667,785	699,118	2,007,440	2,134,460
Buildings & Infrastructure	553,546	593,834	1,696,004	1,820,626
Industrial	705,996	630,702	2,044,652	1,851,686
Total	<u>\$ 2,693,873</u>	<u>\$ 2,907,541</u>	<u>\$ 8,323,570</u>	<u>\$ 8,997,878</u>
	For the Three Months Ended		For the Nine Months Ended	
	July 1, 2016	June 26, 2015	July 1, 2016	June 26, 2015
Operating Profit:				
Petroleum & Chemicals	\$ 29,646	\$ 42,011	\$ 92,194	\$ 105,765
Aerospace & Technology	53,741	46,467	156,861	149,500
Buildings & Infrastructure	50,168	41,625	133,083	122,017
Industrial	28,444	21,511	68,216	98,361
Total Segment Operating Profit	161,999	151,614	450,354	475,643
Other Corporate Expenses	(19,523)	(7,558)	(57,896)	(26,282)
Restructuring Charges	(32,920)	(43,622)	(136,671)	(57,660)
Total Other Expense	<u>(6,749)</u>	<u>(3,246)</u>	<u>(4,737)</u>	<u>(10,855)</u>
Earnings Before Taxes	<u>\$ 102,807</u>	<u>\$ 97,188</u>	<u>\$ 251,050</u>	<u>\$ 380,846</u>

Included in "other corporate expenses" in the above table are costs and expenses which relate to general corporate activities as well as corporate-managed benefit and insurance programs. Such costs and expenses include: (i) those elements of SG&A expenses relating to the business as a whole; (ii) those elements of the MIP and the 1999 SIP relating to corporate personnel whose other compensation costs are not allocated to the LOBs; (iii) the amortization of intangible assets acquired as part of purchased business combinations; (iv) the quarterly variances between the Company's actual costs of certain of its self-insured integrated risk and employee benefit programs and amounts charged to the LOBs; and (v) certain adjustments relating to costs associated with the Company's international defined benefit pension plans. In addition, "other corporate expenses" includes adjustments to contract margins (both positive and negative) associated with projects where it has been determined, in the opinion of management, that such adjustments are not indicative of the performance of the related LOB and therefore should not be attributed to the LOB.

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – UNAUDITED

July 1, 2016
(continued)

Business Combinations

During fiscal year 2016, the Company acquired J.L. Patterson & Associates and The Van Dyke Technology Group, Inc. These acquisitions were not material to the Company's consolidated results for the first nine months of fiscal 2016.

Receivables

The following table presents the components of receivables appearing in the accompanying Consolidated Balance Sheets at July 1, 2016 and October 2, 2015, as well as certain other related information (in thousands):

	July 1, 2016	October 2, 2015
Components of receivables:		
Amounts billed	\$ 1,086,702	\$ 1,213,892
Unbilled receivables and other	1,062,725	1,252,509
Retentions receivable	84,751	82,342
Total receivables, net	<u>\$ 2,234,178</u>	<u>\$ 2,548,743</u>
Other information about receivables:		
Amounts due from the United States federal government, included above, net of advanced billings	<u>\$ 267,007</u>	<u>\$ 327,157</u>
Claims receivable	<u>\$ 10,382</u>	<u>\$ 32,511</u>

Billed receivables consist of amounts invoiced to clients in accordance with the terms of our client contracts and are shown net of an allowance for doubtful accounts. We anticipate that substantially all of such billed amounts will be collected over the next twelve months.

Unbilled receivables and retentions receivable represent reimbursable costs and amounts earned and reimbursable under contracts in progress as of the respective balance sheet dates. Such amounts become billable according to the contract terms, which usually provide that such amounts become billable upon the passage of time, achievement of certain milestones, or completion of the project. We anticipate that substantially all of such unbilled amounts will be billed and collected over the next twelve months.

Claims receivable are included in receivables in the accompanying Consolidated Balance Sheets and represent certain costs incurred on contracts to the extent it is probable that such claims will result in additional contract revenue and the amount of such additional revenue can be reliably estimated.

Property, Equipment and Improvements, Net

Property, Equipment and Improvements, Net in the accompanying Consolidated Balance Sheets at July 1, 2016 and October 2, 2015 consist of the following (in thousands):

	July 1, 2016	October 2, 2015
Land	\$ 18,698	\$ 23,757
Buildings	92,410	97,597
Equipment	560,152	592,491
Leasehold improvements	231,294	259,544
Construction in progress	26,203	17,229
	928,757	990,618
Accumulated depreciation and amortization	(603,627)	(609,380)
	<u>\$ 325,130</u>	<u>\$ 381,238</u>

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – UNAUDITED

July 1, 2016
(continued)

Restructuring Charges

During the second quarter of fiscal 2015, the Company began implementing a series of initiatives intended to improve operational efficiency, reduce costs, and better position itself to drive growth of the business in the future (the "2015 Restructuring"). The 2015 Restructuring was not completed in fiscal 2015, and actions related to the 2015 Restructuring continued into fiscal 2016. Actions related to the 2015 Restructuring completed during fiscal 2015 and the first nine months of fiscal 2016 include involuntary terminations, the abandonment of certain leased offices, combining operational organizations, and the co-location of employees into other existing offices. We are not exiting any service types or client end-markets in connection with the 2015 Restructuring.

The costs of the 2015 Restructuring are included in SG&A expense in the Consolidated Statements of Earnings. The following table summarizes the impact of the 2015 Restructuring on the Company's reportable segments for the three and nine month periods ended July 1, 2016 (in thousands):

	Three Months Ended July 1, 2016	Nine Months Ended July 1, 2016
Petroleum & Chemicals	\$ 21,774	\$ 74,789
Buildings & Infrastructure	2,245	17,812
Aerospace & Technology	1,924	4,359
Industrial	1,658	21,551
Corporate	5,319	18,160
Total	<u>\$ 32,920</u>	<u>\$ 136,671</u>

The Company's accrual for the 2015 Restructuring as of October 2, 2015 was \$102.2 million. There were \$136.7 million of charges and \$105.6 million of payments during the nine months ended July 1, 2016. The accrual balance was \$133.3 million as of July 1, 2016.

Long-term Debt

Jacobs and certain of its subsidiaries have a \$1.6 billion long-term unsecured, revolving credit facility (the "2014 Facility") with a syndicate of large, U.S. and international banks and financial institutions. The 2014 Facility provides an accordion feature that allows the Company and the lenders to increase the facility amount to \$2.1 billion.

The total amount outstanding under the 2014 Facility in the form of direct borrowings at July 1, 2016 was \$479.0 million. The Company has issued \$2.5 million in letters of credit under the 2014 Facility, leaving \$1.1 billion of available borrowing capacity under the 2014 Facility at July 1, 2016. In addition, the Company had \$229.9 million issued under separate, committed and uncommitted letter-of-credit facilities for total issued letters of credit of \$232.4 million at July 1, 2016.

The 2014 Facility expires in February 2020 and permits the Company to borrow under two separate tranches in U.S. dollars, certain specified foreign currencies, and any other currency that may be approved in accordance with the terms of the 2014 Facility. Depending on the Company's Consolidated Leverage Ratio (as defined in the credit agreement governing the 2014 facility), borrowings under the 2014 Facility bear interest at either a eurocurrency rate plus a margin of between 1.0% and 1.5% or a base rate plus a margin of between 0% and 0.5%. The 2014 Facility also provides for a financial letter of credit subfacility of \$300.0 million, permits performance letters of credit, and provides for a \$50.0 million subfacility for swingline loans. Letters of credit are subject to fees based on the Company's Consolidated Leverage Ratio at the time any such letter of credit is issued. The Company pays a facility fee of between 0.100% and 0.250% per annum depending on the Company's Consolidated Leverage Ratio. Amounts outstanding under the 2014 Facility may be prepaid at the option of the Company without premium or penalty, subject to customary breakage fees in connection with the prepayment of eurocurrency loans. The 2014 Facility contains affirmative, negative, and financial covenants customary for financings of this type including, among other things, limitations on certain other indebtedness, loans and investments, liens, mergers, asset sales and transactions with affiliates. In addition, the 2014 Facility contains customary events of default. We were in compliance with our debt covenants at July 1, 2016.

Revenue Accounting for Contracts / Accounting for Joint Ventures

In general, we recognize revenue at the time we provide services. Depending on the commercial terms of the contract, we recognize revenues either when costs are incurred, or using the percentage-of-completion method of accounting by relating contract

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costs incurred to date to the total estimated costs at completion. Contract losses are provided for in their entirety in the period they become known, without regard to the percentage-of-completion. For multiple contracts with a single customer, we account for each contract separately. We also recognize as revenues, costs associated with claims and unapproved change orders to the extent it is probable that such claims and change orders will result in additional contract revenue, and the amount of such additional revenue can be reliably estimated. A significant portion of the Company's revenue is earned on cost reimbursable contracts. The percentage of revenues realized by the Company by type of contract during fiscal 2015 can be found in Note 1— *Description of Business and Basis of Presentation* of Notes to Consolidated Financial Statements included in our 2015 Form 10-K.

Certain cost-reimbursable contracts include incentive-fee arrangements. The incentive fees in such contracts can be based on a variety of factors but the most common factors are the achievement of target completion dates, target costs, and/or other performance criteria. Failure to meet these targets can result in unrealized incentive fees. We recognize incentive fees based on expected results using the percentage-of-completion method of accounting. As the contract progresses and more information becomes available, the estimate of the anticipated incentive fee that will be earned is revised as necessary. We bill incentive fees based on the terms and conditions of the individual contracts. In certain situations, we are allowed to bill a portion of the incentive fees over the performance period of the contract. In other situations, we are allowed to bill incentive fees only after the target criterion has been achieved. Incentive fees which have been recognized but not billed are included in receivables in the accompanying Consolidated Balance Sheets.

Certain cost-reimbursable contracts with government customers as well as certain commercial clients provide that contract costs are subject to audit and adjustment. In this situation, revenues are recorded at the time services are performed based upon the amounts we expect to realize upon completion of the contracts. Revenues are not recognized for non-recoverable costs. In those situations where an audit indicates that we may have billed a client for costs not allowable under the terms of the contract, we estimate the amount of such nonbillable costs and adjust our revenues accordingly.

When we are directly responsible for subcontractor labor or third-party materials and equipment, we reflect the costs of such items in both revenues and costs. On those projects where the client elects to pay for such items directly and we have no associated responsibility for such items, these amounts are not reflected in either revenues or costs.

The following table sets forth pass-through costs included in revenues for each of the three and nine months ended July 1, 2016 and June 26, 2015 (in thousands):

	For the Three Months Ended		For the Nine Months Ended	
	July 1, 2016	June 26, 2015	July 1, 2016	June 26, 2015
Pass-through costs included in revenues	\$ 616,160	\$ 574,350	\$ 1,887,620	\$ 1,896,516

As is common to the industry, we execute certain contracts jointly with third parties through various forms of joint ventures and consortiums. Although the joint ventures own and hold the contracts with the clients, the services required by the contracts are typically performed by us and our joint venture partners, or by other subcontractors under subcontracting agreements with the joint ventures. The assets of our joint ventures, therefore, consist almost entirely of cash and receivables (representing amounts due from clients), and the liabilities of our joint ventures consist almost entirely of amounts due to the joint venture partners (for services provided by the partners to the joint ventures under their individual subcontracts) and other subcontractors. In general, at any given time, the equity of our joint ventures represents the undistributed profits earned on contracts the joint ventures hold with clients. Very few of our joint ventures have employees. None of our joint ventures have third-party debt or credit facilities. Our joint ventures, therefore, are simply mechanisms used to deliver engineering and construction services to clients. Rarely do they, in and of themselves, present any risk of loss to us or to our partners separate from those that we would carry if we were performing the contract on our own. In accordance with U.S. GAAP, our share of losses associated with the contracts held by the joint ventures, if and when they occur, have always been reflected in our consolidated financial statements.

Certain of our joint ventures meet the definition of a "variable interest entity" ("VIE"). As defined in U.S. GAAP, a VIE is a legal entity in which equity investors do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support or, as a group, the holders of the equity investment at risk lack any one of the following three characteristics: (i) the power, through voting rights or similar rights, to direct the activities of a legal entity that most significantly impact the entity's economic performance; (ii) the obligation to absorb the expected losses of the legal entity; or (iii) the right to receive the expected residual returns of the legal entity. Accordingly, entities issuing consolidated financial statements (e.g., a "reporting entity") must consolidate a VIE if the reporting entity has a "controlling financial interest" in the VIE, as demonstrated by

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the reporting entity having both (i) the power to direct the activities of the VIE that most significantly impact the VIE's economic performance; and (ii) the right to receive benefits from the VIE that could potentially be significant to the VIE or the obligation to absorb losses of the VIE that could potentially be significant to the VIE.

In evaluating our VIEs for possible consolidation, we perform a qualitative analysis to determine whether or not we have a "controlling financial interest" in the VIE as defined by U.S. GAAP. We consolidate only those VIEs over which we have a controlling financial interest. For the Company's unconsolidated joint ventures, we use the equity method of accounting. The Company does not currently participate in any significant VIEs in which it has a controlling financial interest.

Disclosures About Defined Pension Benefit Obligations

The following table presents the components of net periodic benefit cost recognized in earnings during each of the three and nine months ended July 1, 2016 and June 26, 2015 (in thousands):

Component:	For the Three Months Ended		For the Nine Months Ended	
	July 1, 2016	June 26, 2015	July 1, 2016	June 26, 2015
Service cost	\$ 5,081	\$ 9,988	\$ 22,261	\$ 26,824
Interest cost	14,568	19,245	45,477	52,006
Expected return on plan assets	(19,723)	(24,195)	(58,156)	(65,610)
Amortization of previously unrecognized items	3,249	6,362	14,323	16,798
Settlement (gain) loss	(150)	111	(244)	270
Net periodic benefit cost	<u>\$ 3,025</u>	<u>\$ 11,511</u>	<u>\$ 23,661</u>	<u>\$ 30,288</u>

Included in the above table are amounts relating to a U.S. pension plan, the participating employees of which are assigned to, and work exclusively on, a specific operating contract with the U.S. federal government. It is the expectation of the parties to this contract that the cost of this pension plan will be fully reimbursed by the U.S. federal government pursuant to applicable cost accounting standards. Net periodic pension costs for this pension plan for the three and nine months ended July 1, 2016 were \$3.4 million and \$10.1 million, respectively, and were \$1.5 million and \$4.4 million, respectively, for the three and nine months ended June 26, 2015. As of June 30, 2016, we are no longer performing on this operating contract, and, as such, we are no longer responsible for administering this pension plan. As a result, the unfunded obligation included in "Other Deferred Liabilities" and the corresponding receivable from the U.S. federal government of approximately \$115.5 million at July 1, 2016 (\$115.5 million at October 2, 2015) were derecognized in the accompany Consolidated Balance Sheet at July 1, 2016. The decrease in pension costs for the three and nine months ended July 1, 2016 as compared to the comparable prior year period was due to the curtailment of our pension plans in the U.K.

The following table presents certain information regarding the Company's cash contributions to our pension plans for fiscal 2016 (in thousands):

Cash contributions made during the first nine months of fiscal 2016	\$ 32,207
Cash contributions we expect to make during the remainder of fiscal 2016	1,366
Total	<u>\$ 33,573</u>

Other Deferred Liabilities

Other Deferred Liabilities declined \$217.8 million from \$863.9 million as of October 2, 2015 to \$646.1 million as of July 1, 2016. The decline was due primarily to the derecognition of \$115.5 million in pension liabilities associated with a U.S. government contract (discussed above under the heading "Disclosures About Defined Pension Benefit Obligations"), \$68.6 million in net lower movements in the Company's other pension plans, and \$33.7 million in long-term deferred and taxes payable.

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Other Comprehensive Income

The following table presents amounts reclassified from change in pension liabilities in other comprehensive income to direct cost of contracts and SG&A expenses in the Company's Consolidated Statements of Earnings for the three and nine months ended July 1, 2016 and June 26, 2015, respectively related to the Company's defined benefit pension plans (in thousands):

	For the Three Months Ended		For the Nine Months Ended	
	July 1, 2016	June 26, 2015	July 1, 2016	June 26, 2015
Amortization of Defined Benefit Items:				
Actuarial losses	\$ (2,097)	\$ (6,448)	\$ (10,866)	\$ (17,050)
Prior service cost	61	26	182	73
Total Before Income Tax	(2,036)	(6,422)	(10,684)	(16,977)
Income Tax Benefit	572	1,766	2,634	4,729
Total reclassifications, after-tax	<u>\$ (1,464)</u>	<u>\$ (4,656)</u>	<u>\$ (8,050)</u>	<u>\$ (12,248)</u>

Income Taxes

The Company's consolidated effective income tax rate for the three months ended July 1, 2016 increased to 31.0% from (0.1)% for the corresponding period last year. The increase in the tax rate for the three months ended July 1, 2016 as compared to the corresponding period last year was primarily the result of a \$23.1 million, or \$0.19 per share, tax benefit recorded in the third quarter of fiscal 2015, related to the inter-company debt refinancing that was completed during the three months ended June 26, 2015 (the "2015 Inter-company Debt Refinancing"). Also impacting the current quarter tax rate was a net benefit of \$1.4 million related to various discrete items. The discrete items consisted of a favorable income tax reserve release due to statute expiration and an amended tax return to claim additional benefits for foreign tax credits and a U.S. Internal Revenue Code ("IRC") Section 179D deduction. These benefits were partially offset by an unfavorable return to tax accrual adjustment in the quarter.

The Company's effective income tax rate for the nine months ended July 1, 2016 increased to 26.5% from 23.4% for the corresponding period last year. Contributing to the increase in the comparable nine month period from the prior year was the result of a \$23.1 million, or \$0.19 per share, tax benefit recorded in the third quarter of fiscal 2015, which was related to the 2015 Inter-company Debt Refinancing. Also impacting the current year to date tax rate was \$18.8 million of net benefit related to discrete items recorded in the first three quarters of fiscal 2016. These discrete items consisted of a favorable valuation allowance release, the release of certain tax reserves due to statute expiration and a benefit associated with an amended tax return to claim additional benefits for foreign tax credits and IRC Section 179D deductions. These benefits were partially offset by an unfavorable return to tax accrual adjustment.

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Earnings Per Share and Certain Related Information

The following table (i) reconciles the denominator used to compute basic earnings per share (“EPS”) to the denominator used to compute diluted EPS for the three and nine months ended July 1, 2016 and June 26, 2015; (ii) provides information regarding the number of non-qualified stock options and shares of restricted stock that were antidilutive and therefore disregarded in calculating the weighted average number of shares outstanding used in computing diluted EPS; and (iii) provides the number of shares of common stock issued from the exercise of stock options and the release of restricted stock (in thousands):

	For the Three Months Ended		For the Nine Months Ended	
	July 1, 2016	June 26, 2015	July 1, 2016	June 26, 2015
Shares used to calculate EPS:				
Weighted average shares outstanding (denominator used to compute basic EPS)	119,850	123,392	120,330	126,004
Effect of stock options and restricted stock	1,596	1,209	1,198	1,235
Denominator used to compute diluted EPS	121,446	124,601	121,528	127,239
Antidilutive stock options and restricted stock	2,152	3,094	2,871	3,847
Shares of common stock issued from the exercise of stock options and the release of restricted stock	534	649	1,049	1,288

Share Repurchases

On July 23, 2015, the Company’s Board of Directors authorized a share repurchase program of up to \$500 million of the Company’s common stock. The following table summarizes the activity under this program from the authorization date (in thousands, except per-share amounts):

Amount Authorized	Average Price Per Share (1)	Total Shares Retired	Shares Repurchased
\$ 500,000	\$ 41.88	2,446	2,446

(1) Includes commissions paid and calculated at the average price per share since the repurchase program authorization date.

Share repurchases may be executed through various means including, without limitation, open market transactions, privately negotiated transactions or otherwise. The share repurchase program does not obligate the Company to purchase any shares and expires on July 22, 2018. The authorization for the share repurchase program may be terminated, increased or decreased by the Company’s Board of Directors in its discretion at any time. The timing of share repurchases may depend upon market conditions, other uses of capital, and other factors.

Commitments and Contingencies

In the normal course of business, we are subject to certain contractual guarantees and litigation. The guarantees to which we are a party generally relate to project schedules and plant performance. Most of the litigation in which we are involved has us as a defendant in workers’ compensation, personal injury, environmental, employment/labor, professional liability, and other similar lawsuits.

We maintain insurance coverage for various aspects of our business and operations. Our insurance programs have varying coverage limits and maximums, and insurance companies may seek to not pay any claims we might make. We have also elected to retain a portion of losses that occur through the use of various deductibles, limits, and retentions under our insurance programs. As a result, we may be subject to future liability for which we are only partially insured or completely uninsured. We intend to mitigate any such future liability by continuing to exercise prudent business judgment in negotiating the terms and conditions of our contracts. Our insurers are also subject to business risk and, as a result, one or more of them may be unable to fulfill their insurance obligations due to insolvency or otherwise.

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Additionally, as a contractor providing services to the U.S. federal government and several of its agencies, we are subject to many levels of audits, investigations, and claims by, or on behalf of, the U.S. federal government with respect to our contract performance, pricing, costs, cost allocations, and procurement practices. Furthermore, our income, franchise, and similar tax returns and filings are also subject to audit and investigation by the Internal Revenue Service, most states within the U.S., as well as by various government agencies representing jurisdictions outside the U.S.

We record in our Consolidated Balance Sheets amounts representing our estimated liability relating to such claims, guarantees, litigation, and audits and investigations. We perform an analysis to determine the level of reserves to establish for insurance-related claims that are known and have been asserted against us, and for insurance-related claims that are believed to have been incurred based on actuarial analysis, but have not yet been reported to our claims administrators as of the respective balance sheet dates. We include any adjustments to such insurance reserves in our consolidated results of operations.

The Company believes, after consultation with counsel, that such guarantees, litigation, U.S. government contract-related audits, investigations and claims, and income tax audits and investigations should not have any material adverse effect on our consolidated financial statements.

On August 9, 2014, the Company received a Notice of Arbitration from Motiva Enterprises LLC (“Motiva”) alleging fraud and breach of fiduciary duty with respect to an expansion project at the Motiva, Port Arthur, Texas refinery. The arbitration relates to the professional services provided by Bechtel-Jacobs CEP Port Arthur Joint Venture (“BJJV”), a joint venture between Bechtel Corporation and Jacobs, in connection with that project. On March 1, 2016, Motiva submitted an amended Notice of Arbitration, asserting the same causes of actions in its original notice (fraud and breach of fiduciary duty) and is seeking entitlement to monetary relief in excess of \$8 billion of alleged actual damages, and presently unquantified punitive damages, attorneys’ fees and interest. The non-appealable arbitration is pending in Houston, Texas before the International Institute for Conflict Prevention and Resolution and is currently scheduled to begin on September 26, 2016. If BJJV is found liable, this matter could have a material adverse effect on the Company’s business, financial condition, results of operations and/or cash flows, particularly in the short term. However, BJJV has denied liability and is vigorously defending these claims, and based on the information currently available, the Company does not expect the resolution of this matter to have a material adverse effect on the Company’s business, financial condition, results of operations and/or cash flows.

On September 30, 2015, Nui Phao Mining Company Limited (“NPMC”) commenced arbitration proceedings against Jacobs E&C Australia Pty Limited (“Jacobs E&C”). The arbitration is pending in Singapore before the Singapore International Arbitration Centre. In March 2011, Jacobs E&C was engaged by NPMC for the provision of management, design, engineering, and procurement services for the Nui Phao mine/mineral processing project in Vietnam. In the Notice of Arbitration and in a subsequently filed Statement of Claim and Supplementary Statement of Claim dated February 1, 2016 and February 26, 2016, respectively, NPMC asserts various causes of action and alleges that the quantum of its claim exceeds \$167 million. Jacobs has denied liability and is vigorously defending this claim. No hearing date on the merits has been set. The Company does not expect the resolution of this matter to have a material adverse effect on its financial condition, results of operations and/or cash flows.

On December 7, 2009, the Judicial Council of California, Administrative Office of the Courts (“AOC”) initiated an action in the San Francisco County Superior Court against Jacobs Facilities Inc. (“JFI”) and Jacobs Project Management (“JPM”). On June 6, 2011, AOC filed an operative Third Amended Complaint, which added Jacobs as a defendant. The action arises out of an assignment and assumption agreement between AOC and JFI pursuant to which JFI agreed to provide regular maintenance and repairs at certain AOC court facilities. AOC alleged three causes of action: (i) breach of contract based on the expiration of JFI’s contractor’s license before the assignment and assumption agreement was executed; (ii) disgorgement of all fees paid to JFI and JPM under the contract pursuant to California’s Contractors’ State License Law (“CSLL”); and (iii) breach of Jacobs’ parent guarantee agreement. JPM cross-claimed for unpaid sums for services that the licensed JPM had performed pursuant to the assigned contract between August 2009 and November 2009. A jury trial was held on the parties’ CSLL claims in April 2012 and, on May 2, 2012, the jury returned a special verdict in favor of the Jacobs entities finding, among other things, that JPM was owed approximately \$4.7 million in unpaid fees and that JFI was not required to disgorge the approximate \$18.3 million that AOC had paid for its work under the contract. AOC subsequently dismissed its cause of action for breach of contract, and JPM dismissed its cross-claims other than those for its unpaid invoices. AOC’s third cause of action for breach of the parent guaranty was resolved by a stipulation, which provided that if AOC obtains a judgment against JFI, the judgment will also be against its parent, Jacobs. The trial court entered judgment in the Jacobs entities’ favor. On August 20, 2015, the California Court of Appeal for the First Appellate District reversed the jury’s verdict, holding that JFI had violated the CSLL. The Court of Appeal remanded for an evidentiary hearing to determine whether JFI and JPM had “substantially complied” with, and may therefore avoid disgorgement under, the CSLL. The evidentiary hearing on “substantial compliance” in San Francisco Superior Court began the week of July 18, 2016, and the hearing is expected to conclude the week of

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August 1, 2016. Future post-hearing briefings and a final hearing are pending in the next coming months. The Jacobs entities have contested, and will continue to vigorously contest, the AOC's claims and will vigorously litigate JPM's claim for unpaid sums. The Company does not expect the resolution of this matter to have a material adverse effect on its financial condition, results of operations and/or cash flows.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.General

The purpose of this Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is to provide a narrative analysis explaining the reasons for material changes in the Company's (i) financial condition since the most recent fiscal year-end, and (ii) results of operations during the current fiscal period(s) as compared to the corresponding period(s) of the preceding fiscal year. In order to better understand such changes, readers of this MD&A should also read:

- The discussion of the critical and significant accounting policies used by the Company in preparing its consolidated financial statements. The most current discussion of our critical accounting policies appears in Item 7— *Management's Discussion and Analysis of Financial Condition and Results of Operations* of our 2015 Form 10-K, and the most current discussion of our significant accounting policies appears in Note 2— *Significant Accounting Policies* in Notes to Consolidated Financial Statements of our 2015 Form 10-K;
- The Company's fiscal 2015 audited consolidated financial statements and notes thereto included in our 2015 Form 10-K; and
- Item 7— *Management's Discussion and Analysis of Financial Condition and Results of Operations* included in our 2015 Form 10-K.

In addition to historical information, this MD&A may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that do not directly relate to any historical or current fact. When used herein, words such as "expects," "anticipates," "believes," "seeks," "estimates," "plans," "intends," "future," "will," "would," "could," "can," "may," and similar words are intended to identify forward-looking statements. You should not place undue reliance on these forward-looking statements. Although such statements are based on management's current estimates and expectations, and/or currently available competitive, financial, and economic data, forward-looking statements are inherently uncertain and involve risks and uncertainties that could cause our actual results to differ materially from what may be inferred from the forward-looking statements. Some of the factors that could cause or contribute to such differences include, but are not limited to, those listed and discussed in Item 1A— *Risk Factors*, included in our 2015 Form 10-K. We undertake no obligation to release publicly any revisions or updates to any forward-looking statements. We encourage you to read carefully the risk factors described in our 2015 Form 10-K and in other documents we file from time to time with the United States Securities and Exchange Commission.

Reorganization Under Lines of Business

At the start of the second quarter of fiscal 2016, we reorganized our operating and reporting structure around four LOBs. This reorganization is intended to better serve our global clients, leverage our workforce, help streamline operations, and provide enhanced growth opportunities. The four global LOBs are: Petroleum & Chemicals, Buildings & Infrastructure, Aerospace & Technology, and Industrial. Previously, the Company operated its business as a single segment. Under the new organization, each LOB has a president that reports directly to the Company's Chairman and CEO (who is also the Company's CODM). As part of the reorganization, the sales function, which had been managed centrally for many years, is now embedded in the new segments and reporting to the respective LOB presidents.

Petroleum & Chemicals – We provide integrated delivery of complex projects for our Oil and Gas, Refining, and Petrochemicals clients. Bridging the upstream, midstream and downstream industries, our services encompass consulting, engineering, procurement, construction, maintenance, and project management.

We provide services relating to onshore and offshore oil and gas production facilities, including fixed and floating platforms and subsea tie-backs, as well as full field development solutions, including processing facilities, gathering systems, transmission pipelines and terminals. Our heavy oil experience makes us a leader in upgrading, steam-assisted gravity drainage and in-situ oil sands projects. We have developed modular well pad and central processing facility designs. We also provide fit-for-purpose and standardized designs in the onshore conventional and unconventional space, paying particular attention to water and environmental issues.

In addition, we provide our refining customers with feasibility/economic studies, technology evaluation and conceptual engineering, front end loading (FEED), detailed engineering, procurement, construction, maintenance and commissioning services. We deliver installed EPC solutions as to grass root plants, expansions and revamps of existing units. Our focus is on both the inside the battery limit (ISBL) processing units as well as utilities and offsites. We have engineering alliances and maintenance programs that span decades with core clients. With the objective of driving our clients' total installed costs down, we endeavor to leverage emerging market sourcing and high value engineering. Our Comprimo Sulfur Solutions® is a significant technology for gas treatment and sulfur recovery plants around the world.

We provide services as to technically complex petrochemical facilities; from new manufacturing complexes, to expansions and modifications and management of plant relocations. We have experience with many licensed technologies, integrated basic petrochemicals, commodity and specialty chemicals projects, and olefins, aromatics, synthesis gas and their respective derivatives.

Buildings & Infrastructure – We provide services to transit, aviation, built environment, mission critical, rail, and civil construction projects throughout North America, Europe, India, the Middle East, Australia, and Asia. Our representative clients include national government departments/agencies in the U.S., U.K., Australia, and Asia, state and local departments of transportation within the U.S, and private industry freight transport firms.

Typical projects include providing development/rehabilitation plans for highways, bridges, transit, tunnels, airports, railroads, intermodal facilities, and maritime or port projects. Our interdisciplinary teams can work independently or as an extension of the client's staff. We have experience with alternative financing methods, which have been used in Europe through the privatization of public infrastructure systems.

Our water infrastructure group aids emerging economies, which are investing heavily in water and wastewater systems, and governments in North America and Europe, which are addressing the challenges of drought and an aging infrastructure system. We develop or rehabilitate critical water resource systems, water/wastewater conveyance systems, and flood defense projects.

We also plan, design, and construct buildings for a variety of clients and markets. We believe our global presence and understanding of contracting and delivery demands keep us well positioned to provide professional services worldwide. Our diversified client base encompasses both public and private sectors and relates primarily to institutional, commercial, government and corporate buildings, including projects at many of the world's leading medical and research centers, and universities. We focus our efforts and resources in two areas: where capital-spending initiatives drive demand, and where changes and advances in technology require innovative, value-adding solutions. We also provide integrated facility management services (sometimes through joint ventures with third parties) for which we assume responsibility for the ongoing operation and maintenance of entire commercial or industrial complexes on behalf of clients.

We have specific capabilities in energy and power, master planning, and commissioning of office headquarters, aviation facilities, mission-critical facilities, municipal and civic buildings, courts and correctional facilities, mixed-use and commercial centers, healthcare and education campuses, and recreational complexes. For advanced technology clients, which require highly specialized buildings in the fields of medical research, nano science, biotechnology, and laser sciences, we offer total integrated design and construction management solutions. We also have global capabilities in the pharma-bio, data center, government intelligence, corporate headquarters/interiors, and science and technology-based education markets. Our government building projects include large, multi-year programs in the U.S. and Europe supporting various U.S. and U.K. government agencies.

Aerospace and Technology – We provide an in-depth range of scientific, engineering, construction, nuclear and technical support services to the aerospace, defense, technical and automotive industries in several countries. Long-term clients include the Ministry of Defence in the U.K., the UK Nuclear Decommissioning Authority, NASA, the Department of Defense (DoD), the U.S. Special Operations Command ("USSOCOM"), the US Intelligence community, and the Australian Department of Defence. Specific to NASA, one of our major government customers in the U.S., is our ability to design, build, operate, and maintain highly complex facilities relating to space systems, including test and evaluation facilities, launch facilities, and support infrastructure. We provide environmental characterization and restoration services to commercial and government customers both in the US and UK. This includes designing, building and operating high hazard remediation systems including for radiologically contaminated media.

In addition, we design/build aerodynamic, climatic, altitude and acoustic facilities in support of the automotive industry, as well as a provider of a wide range of services in the telecommunications market.

Our experience in the defense sector includes military systems acquisition management and strategic planning; operations and maintenance of test facilities and ranges; test and evaluation services in computer, laboratory, facility, and range environments; test facility computer systems instrumentation and diagnostics; and test facility design and build. We also provide systems engineering and integration of complex weapons and space systems, as well as hardware and software design of complex flight and ground systems.

We have provided advanced technology engineering services to the DoD for more than 50 years, and currently support major defense programs in the U.S. and internationally. We operate and maintain several DoD test centers and provide services and assist in the acquisition and development of systems and equipment for Special Operations Forces, as well as the development of biological, chemical, and nuclear detection and protection systems.

We maintain enterprise information systems for government and commercial clients worldwide, ranging from the operation of complex computational networks to the development and validation of specific software applications. We also support the DoD and the intelligence community in a number of information technology programs, including network design, integration, and support; command and control technology; development and maintenance of databases and customized applications; and cyber security solutions.

Industrial – We provide engineering, procurement, project management, construction, and on-site maintenance to our global clients in the Life Sciences, Mining & Minerals, Specialty Chemicals & Manufacturing and Field Services markets. We provide our Life Sciences clients single-point consulting, engineering, procurement, construction management, and validation project delivery, enabling us to execute large capital programs on a single-responsibility basis. Typical projects in the life sciences sector include laboratories, research and development facilities, pilot plants, bulk active pharmaceutical ingredient production facilities, full-scale biotechnology production facilities, and tertiary manufacturing facilities.

We provide services relating to modular construction, as well as other consulting and strategic planning to help our clients complete capital projects faster and more efficiently.

In addition, we offer services in containment, barrier technology, locally controlled environments, building systems automation, and off-the-site design and fabrication of facility modules, as well as vaccine production and purification, and aseptic processing.

Our mining and minerals business targets the non-ferrous and ferrous metal markets, precious metals, energy minerals (uranium, coal, oil sands), and industrial and fertilizer minerals (borates, trona, phosphates and potash). We work with many resource companies undertaking new and existing facility upgrades, process plant and underground and surface material handling and infrastructure developments.

We offer project management, front-end studies, full engineering, procurement and construction management (EPCM) and EPC capabilities, and completions, commissioning and start-up services specializing in new plant construction, brownfield expansions, and sustaining capital and maintenance projects. We are also able to deliver value to our mining clients by providing distinctive adjacent large infrastructure capabilities to support their mining operations.

We provide a wide range of specialty chemicals & manufacturing services and products to our global client base. Our specialty chemicals areas are focused on sulfuric acids, synthetic chemicals, and manufactured equipment. Our manufacturing business areas include the Food & Beverage, Consumer Products, and Pulp & Paper markets.

Our global Field Services unit supports construction and operations and maintenance (“O&M”) across the company, and performs our direct hire services.

Our construction activities include both construction management services and traditional field construction services to our clients. Historically, our field construction activities focused primarily on those construction projects where we perform much of the related engineering and design work. However, we pursue construction-only projects when we can negotiate pricing and other contract terms we deem acceptable and which we believe can result in a fair return for the degree of risk we assume.

In our O&M business, we perform tasks required to operate and maintain large, complex facilities on behalf of clients. We provide key management and support services over all aspects of the operations of a facility, including managing subcontractors and other on-site personnel. O&M also includes process plant maintenance services, which generally involves all tasks required to keep a process plant (typically a refinery or chemical plant) in day-to-day operation.

The 2015 Restructuring

During the second quarter of fiscal 2015, the Company began implementing a series of initiatives intended to improve operational efficiency, reduce costs, and better position itself to drive growth of the business in the future (the “2015 Restructuring”). The 2015 Restructuring was not completed in fiscal 2015, and actions related to the 2015 Restructuring continued into fiscal 2016. Actions related to the 2015 Restructuring completed during the third quarter of fiscal 2016 include involuntary terminations, the abandonment of certain leased offices, combining operational organizations, and the co-location of employees into other existing offices. We have not exited any service types or client end-markets in connection with the 2015 Restructuring. The Company’s consolidated results of operations for the third quarter of fiscal 2016 include \$32.9 million pre-tax costs associated with the 2015 Restructuring. The Company’s consolidated results of operations for the third quarter of fiscal 2015 include pre-tax costs of \$43.6 million associated with the 2015 Restructuring, and are net of \$4.4 million in bonus plan expense. The costs of the 2015 Restructuring

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are included in selling, general, and administrative expense (“S,G&A”) in the accompanying Consolidated Statements of Earnings for the third quarter of fiscal 2016. The following table summarizes the effects of the 2015 Restructuring on the Company’s consolidated SG&A and results of operations for the three and nine month period ended July 1, 2016 and June 26, 2015, respectively (in thousands, except for earnings per share):

	Three Months Ended July 1, 2016			Nine Months Ended July 1, 2016		
	U.S. GAAP	Effects of 2015 Restructuring	Without 2015 Restructuring	U.S. GAAP	Effects of 2015 Restructuring	Without 2015 Restructuring
Selling, general and administrative expenses	\$ 341,893	\$ (32,828)	\$ 309,065	\$ 1,080,352	\$ (136,394)	\$ 943,958
Consolidated pre-tax earnings	\$ 102,807	\$ (32,920)	\$ 135,727	\$ 251,050	\$ (136,671)	\$ 387,721
Tax expense	(31,870)	7,148	(39,018)	(66,418)	37,063	(103,481)
Net earnings of the Group	70,937	(25,772)	96,709	184,632	(99,608)	284,240
Non-controlling interests	(1,882)	—	(1,882)	(3,813)	—	(3,813)
Net earnings of Jacobs	\$ 69,055	\$ (25,772)	\$ 94,827	\$ 180,819	\$ (99,608)	\$ 280,427
Diluted earnings per share	\$ 0.57	\$ (0.21)	\$ 0.78	\$ 1.49	\$ (0.82)	\$ 2.31

	Three Months Ended June 26, 2015			Nine Months Ended June 26, 2015		
	U.S. GAAP	Effects of 2015 Restructuring	Without 2015 Restructuring	U.S. GAAP	Effects of 2015 Restructuring	Without 2015 Restructuring
Selling, general and administrative expenses	\$ 384,163	\$ (43,622)	\$ 340,541	\$ 1,103,286	\$ (57,660)	\$ 1,045,626
Consolidated pre-tax earnings	\$ 97,188	\$ (43,622)	\$ 140,810	\$ 380,846	\$ (57,660)	\$ 438,506
Tax expense	120	13,521	(13,401)	(89,233)	17,943	(107,176)
Net earnings of the Group	97,308	(30,101)	127,409	291,613	(39,717)	331,330
Non-controlling interests	(6,246)	—	(6,246)	(18,505)	—	(18,505)
Net earnings of Jacobs	\$ 91,062	\$ (30,101)	\$ 121,163	\$ 273,108	\$ (39,717)	\$ 312,825
Diluted earnings per share	\$ 0.73	\$ (0.24)	\$ 0.97	\$ 2.15	\$ (0.31)	\$ 2.46

Overview - Three and Nine Months Ended July 1, 2016

The Company’s U.S. GAAP net earnings for the three months ended July 1, 2016 decreased by \$22.0 million, or 24.2%, compared to the corresponding period last year. The Company’s U.S. GAAP net earnings for the nine months ended July 1, 2016 decreased \$92.3 million, or 33.8%, compared to the corresponding period last year. Excluding the effects of the 2015 Restructuring, the Company’s adjusted net earnings for the three months ended July 1, 2016 totaled \$94.8 million, representing a decrease of \$26.3 million, or 21.7%, from the corresponding third quarter period last year. Excluding the effects of the 2015 Restructuring, the Company’s adjusted net earnings for the nine months ended July 1, 2016 totaled \$280.4 million, representing a decrease of \$32.4 million, or 10.4%, from the corresponding period last year. The Company’s adjusted net earnings for the nine months ended July 1, 2016 include adjustments relating to the following: a net benefit \$0.03 per share related to several items, including the release of a foreign tax reserve; a one-time benefit to noncontrolling interest relating to certain work performed with one of our partially owned subsidiaries; partially offset by the impact of a customer bankruptcy; and a litigation settlement. Included in the results for the nine months ended June 26, 2015 is a \$23.1 million, or \$0.19 per share, tax benefit recorded in the third quarter of fiscal 2015, which was related to the 2015 Inter-company Debt Refinancing.

The effects of lower prices of crude oil and certain commodities, including copper and iron ore, continue to put pressure on the capital spending plans of our clients operating in the Petroleum & Chemicals and Industrial LOBs, principally in the mining and minerals business. However, we experienced higher operating profit during the three and nine months ended July 1, 2016 in the Aerospace & Technology and Buildings & Infrastructure LOBs as compared to the corresponding period last year. Actions taken pursuant to the Company’s 2015 Restructuring have lowered the Company’s overall cost structure, which is helping to offset negative pressures we are experiencing in certain of our LOBs.

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Backlog at July 1, 2016 was \$18.3 billion, and represents a decrease of \$490.5 million over backlog at June 26, 2015. Excluding the effects of changes in currency exchange rates, backlog was down \$137.1 million, or 0.7%, as compared to the corresponding period last year, and up \$288.1 million, or 1.6%, from \$18.2 billion at the end of the second quarter of fiscal 2016.

During the three and nine months ended July 1, 2016, the Company repurchased and retired 0.6 million and 2.4 million shares, respectively, of its common stock under its July 23, 2015 share repurchase program, which was first utilized in the first quarter of fiscal 2016. Total cash spent for the shares repurchased during the three and nine months ended July 1, 2016 was \$30.1 million and \$102.4 million, respectively.

Results of Operations

Net earnings for the third quarter of fiscal 2016 ended July 1, 2016 decreased \$22.0 million, or 24.2%, to \$69.1 million (or \$0.57 per diluted share) from \$91.1 million (or \$0.73 per diluted share) for the corresponding period last year. For the nine months ended July 1, 2016, net earnings decreased \$92.3 million, or 33.8%, to \$180.8 million (or \$1.49 per diluted share) from \$273.1 million (or \$2.15 per diluted shares) for the corresponding period last year. Included in net earnings for both the three and nine months ended July 1, 2016 and 2015 are the costs associated with the 2015 Restructuring. Excluding the effects of the 2015 Restructuring occurring in the third quarter of fiscal 2016 and fiscal 2015, adjusted net earnings for the third quarter of fiscal 2016 decreased \$26.3 million, or 21.7%, to \$94.8 million (or \$0.78 per diluted share) from \$121.2 million (or \$0.97 per diluted share) for the corresponding period last year. Excluding the effects of the 2015 Restructuring for the nine months ended July 1, 2016 and June 26, 2015, adjusted net earnings decreased \$32.4 million, or 10.4%, to \$280.4 million (or \$2.31 per diluted share) from \$312.8 million (or \$2.46 per diluted share) for the corresponding period last year. Included in the results for the nine months ended June 26, 2016 is a \$23.1 million, or \$0.19 per share, tax benefit recorded in the third quarter of fiscal 2015, which was related to the 2015 Inter-company Debt Refinancing.

Total revenues for the third quarter of fiscal 2016 decreased by \$213.7 million, or 7.3%, to \$2.69 billion from \$2.91 billion for the third quarter of fiscal 2015. For the nine months ended July 1, 2016, total revenues decreased \$674.3 million, or 7.5%, to \$8.3 billion from \$9.0 billion for the corresponding period last year. The decrease in revenues was due primarily to lower volumes in the Petroleum & Chemicals, Aerospace & Technology and Buildings & Infrastructure LOBs, partially offset by an increase in volume in the Industrial LOB.

Reconciliation of Segment Operating Profit to Total Operating Profit

The following table reconciles segment operating profit to total operating profit by including certain corporate-level expenses (in thousands).

	For the Three Months Ended		For the Nine Months Ended	
	July 1, 2016	June 26, 2015	July 1, 2016	June 26, 2015
Segment Operating Profit	\$ 161,999	\$ 151,614	\$ 450,354	\$ 475,643
Unallocated corporate expenses	(19,615)	(7,558)	(58,173)	(26,282)
Restructuring Charges	(32,828)	(43,622)	(136,394)	(57,660)
Total Operating Profit	\$ 109,556	\$ 100,434	\$ 255,787	\$ 391,701

Included in “unallocated corporate expenses” in the above table are costs and expenses which relate to general corporate activities as well as corporate-managed benefit and insurance programs. Such costs and expenses include: (i) those elements of SG&A expenses relating to the business as a whole; (ii) those elements of the MIP and the 1999 SIP relating to corporate personnel whose other compensation costs are not allocated to the LOBs; (iii) the amortization of intangible assets acquired as part of purchased business combinations; (iv) the quarterly variances between the Company’s actual costs of certain of its self-insured integrated risk and employee benefit programs and amounts charged to the LOBs; and (v) certain adjustments relating to costs associated with the Company’s international defined benefit pension plans. In addition, “unallocated corporate expenses” includes adjustments to contract margins (both positive and negative) associated with projects where it has been determined, in the opinion of management, that such adjustments are not indicative of the performance of the related LOB and therefore should not be attributed to the LOB.

Segment Operating Results

In evaluating the Company’s performance by operating segment, the CODM reviews various metrics and statistical data for each LOB but focuses primarily on revenues and operating profit. As discussed above, segment operating profit includes not only local SG&A expenses but the SG&A expenses of the Company’s support groups that have been allocated to the segments. In

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addition, the Company allocates portions of the MIP and the 1999 SIP to the LOBs. The revenues of certain LOBs are more affected by pass-through revenues than other LOBs. The methods for recognizing revenue, incentive fees, project losses, and change orders is consistent among the LOBs.

Petroleum & Chemicals

	For the Three Months Ended		For the Nine Months Ended	
	July 1, 2016	June 26, 2015	July 1, 2016	June 26, 2015
Revenue	\$ 766,546	\$ 983,887	\$ 2,575,474	\$ 3,191,106
Operating Profit	29,646	42,011	92,194	105,765

Petroleum & Chemicals revenues for the three months ended July 1, 2016 decreased \$217.3 million, or 22.1%, to \$766.5 million from \$1.0 billion for the corresponding period last year. For the nine months ended July 1, 2016, revenues decreased \$615.6 million, or 19.3%, to \$2.6 billion from \$3.2 billion for the corresponding period last year. The decrease in revenues for the three and nine months ended July 1, 2016 as compared to the prior year comparable periods was primarily due to lower business volume in the Oil & Gas market sector and to a lesser extent the Refining market sector, particularly in the Middle East and North America, as the decline in oil prices has continued to negatively impact clients' capital expenditures spending, and the pace of new contract awards.

Operating profit for the three months ended July 1, 2016 decreased \$12.4 million, or 29.4%, to \$29.6 million from \$42.0 million for the corresponding period last year. For the nine months ended July 1, 2016, operating profit decreased \$13.6 million, or 12.8%, to \$92.2 million from \$105.8 million for the corresponding period last year. The decrease in operating profit for the three and nine months ended July 1, 2016 was due to lower volume in the Oil and Gas and Refining market sectors offset in part by significant savings from restructuring efforts and LOB structure efficiencies. Continued strong focus on cost reductions has partially mitigated the volume reduction impact on operating profit. As a result, operating margin for the three month period ending July 1, 2016, declined to 3.9% from 4.3% for the corresponding period last year. Operating margin for the nine months ending July 1, 2016 improved to 3.6% from 3.3%, for the corresponding period last year.

Aerospace & Technology

	For the Three Months Ended		For the Nine Months Ended	
	July 1, 2016	June 26, 2015	July 1, 2016	June 26, 2015
Revenue	\$ 667,785	\$ 699,118	\$ 2,007,440	\$ 2,134,460
Operating Profit	53,741	46,467	156,861	149,500

Aerospace & Technology revenues for the three months ended July 1, 2016 decreased \$31.3 million, or 4.5%, to \$667.8 million from \$699.1 million for the corresponding period last year. For the nine months ended July 1, 2016, revenues decreased \$127.0 million, or 6.0%, to \$2.0 billion from \$2.1 billion for the corresponding period last year. The decrease in revenues for the three and nine months ended July 1, 2016 as compared to the prior year comparable periods was due to some of our U.S. government customers' shift to a small-business preference in contract awards, as well as other reductions in the U.S.

Operating profit for the three months ended July 1, 2016 increased \$7.3 million, or 15.7% to \$53.7 million from \$46.5 million for the corresponding period last year. For the nine months ended July 1, 2016, operating profit increased \$7.4 million, or 4.9% to \$156.9 million from \$149.5 million when compared to the corresponding period last year. The increase in operating profit for the three and nine months ended July 1, 2016 as compared to the prior year was primarily due to additional fees on our nuclear work for the U.K. government and our continued focus on overall profitability. As a result, operating margin for the three and nine month periods ending July 1, 2016, improved to 8.0% and 7.8%, respectively, compared to 6.6% and 7.0%, respectively, for the corresponding periods last year.

Buildings & Infrastructure

	For the Three Months Ended		For the Nine Months Ended	
	July 1, 2016	June 26, 2015	July 1, 2016	June 26, 2015
Revenue	\$ 553,546	\$ 593,834	\$ 1,696,004	\$ 1,820,626
Operating Profit	50,168	41,625	133,083	122,017

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Buildings & Infrastructure revenues for the three months ended July 1, 2016 decreased \$40.3 million, or 6.8%, to \$553.5 million from \$593.8 million for the corresponding period last year. For the nine months ended July 1, 2016, revenues decreased \$124.6 million, or 6.8%, to \$1.7 billion from \$1.8 billion for the corresponding period last year. The decrease in revenues for the three and nine months ended July 1, 2016 as compared to the prior year comparable periods was primarily due to reduced U.S. and U.K. client spending in certain markets (some of which is deferred).

Operating profit for the three months ended July 1, 2016 increased \$8.5 million, or 20.5%, from \$41.6 million to \$50.2 million when compared to the corresponding period last year. For the nine months ended July 1, 2016, operating profit increased \$11.1 million, or 9.1%, to \$133.1 million from \$122.0 million for the corresponding period last year. Proactive cost control and restructuring efforts contributed to the increase in operating profit for both the three and nine months ended July 1, 2016 as compared to the prior year comparable periods. As a result, operating margin for the three and nine months periods ending July 1, 2016 improved to 9.1% and 7.8%, respectively, compared to 7.0% and 6.7%, respectively, for the corresponding periods last year.

Industrial

	For the Three Months Ended		For the Nine Months Ended	
	July 1, 2016	June 26, 2015	July 1, 2016	June 26, 2015
Revenue	\$ 705,996	\$ 630,702	\$ 2,044,652	\$ 1,851,686
Operating Profit	28,444	21,511	68,216	98,361

Industrial revenues for the three months ended July 1, 2016 increased \$75.3 million, or 11.9%, to \$706.0 million from \$630.7 million for the corresponding period last year. For the nine months ended July 1, 2016, revenues increased \$193.0 million, or 10.4%, to \$2.0 billion from \$1.9 billion for the corresponding period last year. The increase in revenues for both the three and nine months ended July 1, 2016, as compared to the prior year comparable periods, was primarily due to new Life Sciences projects offset by a decline in the Mining & Minerals business due to weak market conditions.

Operating profit for the three months ended July 1, 2016 increased \$6.9 million, or 32.2%, to \$28.4 million from \$21.5 million for the corresponding period last year. For the nine months ended July 1, 2016, operating profit decreased \$30.1 million, or 30.6%, to \$68.2 million from \$98.4 million for the corresponding period last year. The increase in operating profit for the three months ended June 26, 2015 was due to improved profitability in the Life Sciences and Field Services components, and benefits associated with the 2015 Restructuring. The decrease in operating profit for the nine months ended July 1, 2016 was due to the decline in the Mining & Minerals business and was caused primarily by the successful conclusion of a project claim that occurred in the second quarter of fiscal 2015 combined with the negative effects of a litigation settlement affecting the second quarter of fiscal 2016 and a customer bankruptcy. These decreases were offset in part by the increases in the Life Sciences component and benefits associated with the 2015 Restructuring. Although driven by discrete items in each of the periods presented, the change in operating profit was negative.

Consolidated Results

Direct costs of contracts for the third quarter of fiscal 2016 decreased \$180.5 million, or 7.5%, to \$2.2 billion from \$2.4 billion for the corresponding period last year. Direct costs of contracts for the nine months ended July 1, 2016 decreased \$515.5 million, or 6.9%, to \$7.0 billion from \$7.5 billion for the corresponding period last year. Direct costs of contracts include all costs incurred in connection with and directly for the benefit of client contracts, including depreciation and amortization relating to assets used in providing the services required by the related projects. The level of direct costs of contracts may fluctuate between reporting periods due to a variety of factors, including the amount of pass-through costs we incur during a period. On those projects where we are responsible for subcontract labor or third-party materials and equipment, we reflect the amounts of such items in both revenues and costs (and we refer to such costs as "pass-through costs"). On other projects where the client elects to pay for such items directly and we have no associated responsibility for such items, these amounts are not considered pass-through costs and are, therefore, not reflected in either revenues or costs. To the extent that we incur a significant amount of pass-through costs in a period, our direct costs of contracts are likely to increase as well.

Pass-through costs included in revenues for the third quarter of fiscal 2016 increased \$41.8 million, or 7.3%, to \$616.2 million from \$574.4 million for the corresponding period last year. Pass-through costs for the nine months ended July 1, 2016 decreased \$8.9 million, or 0.5%, to \$18.9 billion from \$19.0 billion for the corresponding period last year. In general, pass-through costs are more significant on projects that have a higher content of field services activities. Pass-through costs are generally incurred at specific points during the life cycle of a project and are highly dependent on the needs of our individual clients and the nature of the clients' projects. However, because we have hundreds of projects which start at various times within a fiscal year, the effect of pass-through costs on the level of direct costs of contracts can vary between fiscal years without there being a fundamental or significant change to the underlying business. The increase in pass-through costs for the three months ended July 1, 2016 was due primarily to an increase in our field services activity.

As a percentage of revenues, direct costs of contracts for the three and nine months ended July 1, 2016 was 83.2% and 83.9%, respectively. This compares to 83.3% and 83.4% for the three and nine months ended June 26, 2015, respectively. The relationship between direct costs of contracts and revenues will fluctuate between reporting periods depending on a variety of factors including the mix of business during the reporting periods being compared as well as the level of margins earned from the various types of services provided. Generally, the more procurement we do on behalf of our clients (e.g., where we purchase equipment and materials for use on projects and/or procure subcontracts in connection with projects) and the more field services revenues we have relative to technical, professional services revenues, the higher the ratio will be of direct costs of contracts to revenues. Because revenues from pass-through costs typically have lower margin rates associated with them, it is not unusual for us to experience an increase or decrease in such revenues without experiencing a corresponding increase or decrease in our gross margins and operating profit.

SG&A expenses for the third quarter of fiscal 2016 decreased \$42.3 million, or 11.0%, to \$341.9 million from \$384.2 million for the corresponding period last year. SG&A expenses for the nine months ended July 1, 2016 decreased \$22.9 million, or 2.1%, to \$1.08 billion from \$1.10 billion for the corresponding period last year. The decrease for the three and nine months ended July 1, 2016 as compared to the prior year was due primarily to higher SG&A savings associated with the 2015 Restructuring. Excluding the impact of the 2015 Restructuring, adjusted SG&A expenses for the third quarter of fiscal 2016 decreased \$31.5 million, or 9.2%, to \$309.1 million from \$340.5 million for the corresponding period last year. Excluding the impact of the 2015 Restructuring, adjusted SG&A expenses for the nine months ended July 1, 2016 decreased \$101.7 million, or 9.7%, to \$944.0 million from \$1.05 billion for the corresponding period last year.

Net interest expense for the three months ended July 1, 2016 was \$3.9 million as compared to net interest expense of \$3.8 million for the corresponding period last year. Net interest expense for the nine months ended July 1, 2016 was \$5.2 million as compared to \$9.8 million for the corresponding period last year. Included in net interest expense for the nine months ended July 1, 2016 was a reversal of \$2.7 million of accrued interest expense related to the statute expiration of a foreign tax reserve. Interest expense for the nine months ended July 1, 2016 was also lower when compared the same period last year due to lower debt levels.

Miscellaneous expense for the three months ended July 1, 2016 was \$2.8 million. This compares to miscellaneous income of \$0.6 million for the corresponding period last year. Miscellaneous income for the nine months ended July 1, 2016 was \$0.5 million. This compares to miscellaneous expense of \$1.0 million for the corresponding nine month period last year. Included in miscellaneous income/expense for the nine months ended July 1, 2016 was a reversal of \$5.1 million of accrued penalties related to the statute expiration of a foreign tax reserve.

The Company's consolidated effective income tax rate for the third quarter ended July 1, 2016 increased to 31.0% from (0.1)% for the corresponding period last year. The increase in tax rate was primarily the result of a \$23.1 million, or \$0.19 per share, tax benefit related to the 2015 Inter-company Debt Refinancing completed during the third quarter of fiscal 2015. Also impacting the current quarter tax rate was a net benefit of \$1.4 million related to various discrete items. The discrete items consisted of a favorable income tax reserve release and an amended tax return to claim additional benefits for foreign tax credits and a U.S. Internal Revenue Code ("IRC") Section 179D deduction. These benefits were partially offset by an unfavorable return to tax accrual adjustment in the quarter.

The Company's effective income tax rate for the nine months ended July 1, 2016 increased to 26.5% from 23.4% for the corresponding period last year. Contributing to the increase in the comparable nine month period from the prior year was the result of a \$23.1 million, or \$0.19 per share, tax benefit recorded in the third quarter of fiscal 2015, which was related to the 2015 Inter-company Debt Refinancing. Also impacting the current year to date tax rate was \$18.8 million of net benefit related to discrete items recorded in the first three quarters of fiscal 2016. These discrete items consisted of a favorable valuation allowance release, the release of certain tax reserves due to statute expiration and a benefit associated with an amended tax return to claim additional benefits for foreign tax credits and IRC Section 179D deductions. These benefits were partially offset by an unfavorable return to tax accrual adjustment.

Backlog Information

We include in backlog the total dollar amount of revenues we expect to record in the future as a result of performing work under contracts that have been awarded to us. Our policy with respect to O&M contracts, however, is to include in backlog the amount of revenues we expect to receive for one succeeding year, regardless of the remaining life of the contract. For national government programs (other than national government O&M contracts), our policy is to include in backlog the full contract award, whether funded or unfunded, excluding option periods. Because of the nature, size, expected duration, funding commitments, and the scope of services required by our contracts, the timing of when backlog will be recognized as revenues can vary greatly between individual contracts.

Consistent with industry practice, substantially all of our contracts are subject to cancellation or termination at the option of the client. In a situation where a client terminates a contract, we typically are entitled to receive payment for work performed up to the date of termination, and in certain instances, we may be entitled to allowable termination and cancellation costs. While management uses all information available to it to determine backlog, our backlog at any given time is subject to changes in the scope of services to be provided as well as increases or decreases in costs relating to the contracts included therein. Backlog is not necessarily an indicator of future revenues.

Because certain contracts (e.g., contracts relating to large EPC projects as well as national government programs) can cause large increases to backlog in the fiscal period in which we recognize the award, and because many of our contracts require us to provide services that span over a number of fiscal quarters (and sometimes over fiscal years), we evaluate our backlog on a year-over-year basis, rather than on a sequential, quarter-over-quarter basis.

The following table summarizes our backlog at July 1, 2016 and June 26, 2015 (in millions):

	July 1, 2016	June 26, 2015
Backlog:		
Petroleum & Chemicals	\$ 5,149.1	\$ 6,093.3
Aerospace & Technology	5,126.7	5,230.0
Buildings & Infrastructure	4,843.0	4,809.9
Industrial	3,203.9	2,680.1
Total	\$ 18,322.6	\$ 18,813.2

Our backlog decreased \$490.5 million, or 2.6%, to \$18.3 billion at July 1, 2016 from \$18.8 billion at June 26, 2015. Of the \$490.5 million decrease, approximately \$353.5 million is due to the effects of foreign exchange. Although backlog at July 1, 2016 includes new awards from clients operating in many of the Company's LOBs, these awards were insufficient to off-set the effects of work-off, project cancellations, and reductions in scope. In addition, backlog has been further challenged as it relates to our Petroleum & Chemicals LOB due to the effects of the continuing low crude oil prices. Reduced commodity prices (e.g., copper and iron ore) are still affecting backlog of our Industrial LOB).

Backlog in the Petroleum & Chemicals LOB at July 1, 2016 was \$5.1 billion, down \$0.9 billion when compared to the corresponding period last year. The year-over-year decrease in backlog was primarily the result of project cancellations, scope reduction, and work-off exceeding sales.

Backlog in the Aerospace & Technology LOB at July 1, 2016 was \$5.1 billion, down \$0.1 billion when compared to the corresponding period last year. The year-over-year decrease in backlog was primarily the result of scope reductions in the U.K., partially offset by new awards in the U.S.

Backlog in the Building & Infrastructure LOB at July 1, 2016 was \$4.8 billion and essentially flat when compared to the corresponding period last year. Backlog at July 1, 2016 included a decrease of \$160.6 million due to changes in currency exchange rates.

Backlog in the Industrial LOB at July 1, 2016 was \$3.2 billion, up \$0.5 billion when compared to the corresponding period last year. The year-over-year increase in backlog was primarily the result of significant Life Sciences awards in Europe. This increase was offset by project cancellations, scope reduction, and work-off exceeding sales in our Mining & Minerals, Specialty Chemicals & Manufacturing, and Field Services businesses.

Liquidity and Capital Resources

At July 1, 2016, our principal sources of liquidity consisted of \$616.4 million of cash and cash equivalents and \$1.1 billion of available borrowing capacity under our \$1.6 billion 2014 Facility; refer to the Note *Long-term Debt* in Notes to Consolidated Financial Statements appearing under Part I—, Item 1 of this Quarterly Report on Form 10-Q. We finance much of our operations and growth through cash generated by our operations.

During the nine months ended July 1, 2016, our cash and cash equivalents increased by \$155.5 million from \$460.9 million at October 2, 2015 to \$616.4 million at July 1, 2016. This compares to a net decrease of \$179.1 million of cash and cash equivalents during the nine months ended June 26, 2015.

The four most significant factors contributing to the \$334.6 million net increase in cash and cash equivalents during the nine months ended July 1, 2016 as compared to the nine months ended June 26, 2015 are: (i) \$270.5 million *less* cash used in fiscal 2016 as compared to fiscal 2015 to repurchase shares of the Company's common stock, (ii) \$232.0 million increase in cash flows relating to our working capital accounts; off-set in part by (iii) \$107.0 million decrease in Group net earnings and (iv) \$29.9 million *more* cash used in fiscal 2016 as compared to fiscal 2015 related to the Company's net debt activity.

Our operations provided net cash inflows of \$445.7 million during the nine months ended July 1, 2016. This compares to net cash inflows of \$386.8 million for the corresponding period last year. The \$59.0 million increase in cash flows from operating activities during the nine months ended July 1, 2016 as compared to the corresponding period last year was due primarily to a \$232.0 million increase in cash generated from changes within our working capital accounts (discussed below) off-set in part by a \$107.0 million decrease in Group net earnings.

With respect to the Company's working capital accounts, the Company's cash flows from operations are greatly affected by the cost-plus nature of our customer contracts. Because such a high percentage of our revenues is earned on cost-plus type contracts, and due to the significance of revenues relating to pass-through costs, most of the costs we incur are included in invoices we send to clients. Although we continually monitor our accounts receivable, we manage the operating cash flows of the Company by managing the working capital accounts in total, rather than by the individual elements. The primary elements of the Company's working capital accounts are accounts receivable, accounts payable, and billings in excess of cost. Accounts payable consist of obligations to third parties relating primarily to costs incurred for projects which are generally billable to clients. Accounts receivable consist of amounts due from our clients — a substantial portion of which are for project-related costs. Billings in excess of cost consist of billings to and payments from our clients for costs yet to be incurred.

This relationship between revenues and costs, and between receivables and payables, is unique to our industry, and facilitates review of our liquidity at the total working capital level. The \$232.0 million increase in cash flows relating to our working capital accounts during the nine months ended July 1, 2016 is indicative of our building momentum to become more effective in our working capital performance.

With respect to the Company's trade accounts receivable, while our credit risk could be significant based on the fact that we provide services to clients operating in a wide range of industries as well as in a number of countries outside the U.S., we manage these issues closely to reduce exposures as much as possible and historically have not experienced material losses. Nevertheless, and as disclosed previously, the Company incurred a loss during the second quarter of fiscal 2016 relating to the bankruptcy of a client of the Industrial LOB. Our private sector customers include large, well-known, and well-established multi-national companies, and our government customers consist of national, state, and local agencies located principally in the U.S., the U.K., and Australia. Although we have not historically experienced significant collection issues with any of our governmental or commercial customers, we are currently reassessing how we extend credit to certain customers and markets that we service.

We used \$92.8 million of cash and cash equivalents for investing activities during the nine months ended July 1, 2016 as compared to \$63.7 million used during the corresponding period last year. The \$29.0 million increase in cash used is due to two small acquisitions in fiscal 2016, partially offset by lower additions of property and equipment in fiscal 2016 as compared to the prior fiscal year.

Our financing activities resulted in net cash outflows of \$181.1 million during the nine months ended July 1, 2016. This compares to net cash outflows of \$427.1 million during the corresponding period last year. The \$246.0 million in lower cash outflows during fiscal 2016 as compared to the previous year was due primarily to (i) \$270.5 million less cash used in fiscal 2016 as compared to fiscal 2015 to repurchase shares of the Company's common stock (discussed in further detail in Part II, Item 2 of this Quarterly Report on Form 10-Q), off-set in part by (ii) \$29.9 million more cash used in fiscal 2016 to pay-down the Company's long-term debt.

The Company had \$616.4 million of cash and cash equivalents at July 1, 2016. Of this amount, approximately \$160.0 million was held in the U.S. and \$456.4 million was held outside of the U.S. (primarily in the U.K., the Eurozone, Chile, and India). Other than the tax cost of repatriating funds to the U.S. (see Note 9— *Income Taxes* of Notes to Consolidated Financial Statements included in our 2015 Form 10-K), there are no material impediments to repatriating these funds to the U.S.

The Company had \$232.4 million of letters of credit outstanding at July 1, 2016. Of this amount, \$2.5 million was issued under the 2014 Facility and \$229.9 million was issued under separate, committed and uncommitted letter-of-credit facilities.

We believe we have adequate liquidity and capital resources to fund our operations, support our acquisition strategy, and service our debt for the next twelve months. We had \$616.4 million in cash and cash equivalents at July 1, 2016, and our consolidated working capital position was \$1.1 billion at that date. In addition, there was \$1.1 billion of borrowing capacity remaining under the 2014 Facility at July 1, 2016. We believe that the capacity, terms and conditions of the 2014 Facility, combined with cash on-hand and the other committed and uncommitted facilities we have in place, are adequate for our working capital and general business requirements for the next twelve months.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

We do not enter into derivative financial instruments for trading, speculation or other purposes that would expose the Company to market risk. In the normal course of business, our results of operations are exposed to risks associated with fluctuations in interest rates and currency exchange rates.

Interest Rate Risk

Please see the Note *Long-term Debt* in Notes to Consolidated Financial Statements appearing under Part I,— Item 1 of this Quarterly Report on Form 10-Q, which is incorporated herein by reference, for a discussion of the 2014 Facility.

Foreign Currency Risk

In situations where our operations incur contract costs in currencies other than their functional currency, we attempt to have a portion of the related contract revenues denominated in the same currencies as the costs. In those situations where revenues and costs are transacted in different currencies, we sometimes enter into foreign exchange contracts in order to limit our exposure to fluctuating foreign currencies. We follow the provisions of ASC No. 815— *Derivatives and Hedging* in accounting for our derivative contracts. The Company does not currently have exchange rate sensitive instruments that would have a material effect on our consolidated financial statements or results of operations.

Item 4. Controls and Procedures.

The Company's management, with the participation of its Chairman and Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer), evaluated the effectiveness of the Company's disclosure controls and procedures as defined by Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of July 1, 2016, the end of the period covered by this Quarterly Report on Form 10-Q (the "Evaluation Date"). Based on that evaluation, the Chairman and Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer) concluded that the Company's disclosure controls and procedures were effective as of the Evaluation Date.

There were no changes in the Company's system of internal control over financial reporting during the quarter ended July 1, 2016 that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

PART II - OTHER INFORMATION**Item 1. Legal Proceedings.**

The information required by this Item 1 is included in the Note *Commitments and Contingencies* included in the Notes to Consolidated Financial Statements appearing under Part I, — Item 1 of this Quarterly Report on Form 10-Q, which is incorporated herein by reference.

Item 1A. Risk Factors.

Please refer to Item 1A—*Risk Factors* in our 2015 Form 10-K, which is incorporated herein by reference, for a discussion of some of the factors that have affected our business, financial condition, and results of operations in the past and which could affect us in the future. There have been no material changes to those risk factors during the period covered by this Quarterly Report on Form 10-Q.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

There were no sales of unregistered equity securities during the third quarter of fiscal 2016.

Share Repurchases

A summary of repurchases of our common stock made during each fiscal month during the third quarter of fiscal 2016 is as follows (in thousands, except per-share amounts):

Period	Total Number of Shares Purchased	Average Price Paid per Share (1)	Total Numbers of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
April 2, 2016 through April 29, 2016	281	\$ 42.95	281	\$ 415,632
April 30, 2016 through May 27, 2016	139	48.37	139	408,917
May 28, 2016 through July 1, 2016	223	50.88	223	397,561
	<u>643</u>	<u>\$ 46.87</u>	<u>643</u>	<u>\$ 397,561</u>

- (1) Includes commissions paid.
- (2) On July 23, 2015, the Board of Directors approved a program to repurchase up to \$500 million of the Company's common stock over the next three years. Share repurchases may be executed through various means including, without limitation, open market transactions, privately negotiated transactions or otherwise. The share repurchase program, which expires on July 22, 2018, does not oblige the Company to purchase any shares. The authorization for the share repurchase program may be terminated, increased, or decreased by the Company's Board of Directors in its discretion at any time. The timing of our share repurchases may depend upon market conditions, other uses of capital, and other factors.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosure.

Section 1503 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") requires domestic mine operators to disclose violations and orders issued under the Federal Mine Safety and Health Act of 1977 (the "Mine Act") by the federal Mine Safety and Health Administration. Under the Mine Act, an independent contractor, such as Jacobs, that performs services or construction of a mine is included within the definition of a mining operator. We do not act as the owner of any mines.

Information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Act and Item 104 of Regulation S-K is included in Exhibit 95 to this Quarterly Report on Form 10-Q.

Item 5. Other Information.

None.

Item 6. Exhibits.

(a) Exhibits

#10.1	Retirement Agreement with Phillip J. Stassi dated June 1, 2016.
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
95	Mine Safety Disclosure.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

Indicates management contract or compensatory plan or arrangement.

JACOBS ENGINEERING GROUP INC. AND SUBSIDIARIES

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

JACOBS ENGINEERING GROUP INC.

By: /s/ Kevin C. Berryman
Kevin C. Berryman
Executive Vice President
and Chief Financial Officer
(Principal Financial Officer)

Date: August 9, 2016

RETIREMENT AGREEMENT

This Agreement is effective this 1st day of June, 2016, (the “ **Effective Date** ”) between Jacobs Engineering Group Inc. and its affiliated and subsidiary companies (“ **Jacobs** ”) and Phillip J. Stassi (“ **Employee** ”).

WHEREAS , Employee has been a full-time employee of Jacobs;

WHEREAS , Employee has announced his intention to retire from Jacobs; and

WHEREAS , Employee and Jacobs desire to agree on the terms of such retirement.

NOW, THEREFORE , in consideration of the valuable promises contained herein, it is agreed as follows:

1. Retirement Date. Employee shall retire from Jacobs effective June 30, 2018 (“ **Retirement Date** ”).

2. Executive Advisor . On July 1, 2016, Employee will resign his position as an executive officer of Jacobs and instead act as an advisor to Jacobs’ Chief Executive Officer on a part-time basis, with the expectation that Employee will work 21 hours per week during this period. Employee shall perform this advisory role until June 30, 2017, and his salary between July 1, 2016 and June 30, 2017 (the “ **EA Period** ”) shall be \$328,125.00 per annum. Such salary shall be paid, after applicable deductions, in conformance with Jacobs’ normal payroll practices. During the EA Period, Employee shall not be eligible to receive any additional incentive compensation, such as cash bonuses or new equity awards, except as provided in Section 5 below. Employee will accrue paid time off (“ **PTO** ”) during the EA Period.

3. Company Convenience Leave of Absence. From July 1, 2017 through June 30, 2018, Employee will be placed on Company Convenience Leave of Absence, without pay (the “ **CCLOA Period** ”). Subject to the terms and conditions of the applicable health insurance plans and Employee’s payment of required fees, health benefits will be provided to the Employee during the CCLOA Period. In that regard, Employee authorizes Jacobs to record ten (10) hours of his accrued paid time off PTO each week to cover his benefits costs during the CCLOA Period. Equity vesting shall continue during the CCLOA Period, and Employee shall be able to make 401(k) contributions through payroll deductions to the extent the amount of recorded PTO exceeds his benefits costs. During the CCLOA Period, Employee shall not be eligible to receive any additional incentive compensation, such as cash bonuses or new equity awards, nor shall he be eligible to accrue additional paid time off. Life insurance benefits also will not be available. PTO accrued by Employee prior to June 1, 2016 shall be valued as if Employee’s base salary was \$625,000, which was Employee’s base salary at the Effective Date.

4. Termination Payment. Employee shall receive a lump sum termination payment of \$625,000.00 less statutorily-required deductions and withholdings within 30 days of the Retirement Date, subject to receipt by Jacobs from Employee of a release substantially similar to that set forth in Section 15 below, covering the period between the Effective Date and the Retirement Date.

5. Fiscal 2016 Incentive Cash Bonus. Employee shall be eligible to receive his incentive cash bonus award for FY2016. For the purpose of this award, Employee will be treated as if he remained an executive officer of Jacobs at the time of payout, if any is payable under the terms of the plan, at the same base salary he had at the Effective Date. Jacobs will calculate the amount of this incentive cash bonus by weighing at 75%, the achievement of the previously-established fiscal year 2016 performance goals for Jacobs' Business & Infrastructure line of business, and at 25%, the achievement of the previously-established fiscal year 2016 performance goals for Jacobs' corporate group.

6. Stock Incentives. From and after the Effective Date, Employee is not eligible to receive any stock options, performance stock units ("PSU's") or restricted stock awards. In accordance with the terms and conditions of Employee's Nonqualified Stock Option Agreements, Employee shall have treatment pursuant to plan with respect to exercise of any vested options after which all unexercised options will expire. Treatment of grants of PSU's shall be in accordance with Employee's Restricted Stock Unit Agreements for performance shares dated 2014 and 2015. From and after the Retirement Date, any unvested restricted stock that Employee may have is forfeited.

7. Other Employment. If Employee accepts other employment without the prior written permission of Jacobs prior to the Retirement Date, he shall not be eligible to receive any of the benefits described in this Agreement, including those specified in Sections 1-5 above.

8. Employee Death Prior To Retirement Date. In the event of Employee's death prior to the Retirement Date, the following benefits will be paid to his estate within thirty days after Jacobs receives notice of such death: 1) all of Employee's accrued PTO; (2) any unpaid compensation for the services described in Section 2 above; and (3) the termination payment described in Section 4 above. In the event Employee were to die prior to payment of the cash incentive specified in Section 5 above, his estate shall receive such incentive, if any, within thirty days of the date payouts are made under the incentive plan.

9. Vested Benefits. Nothing herein shall deprive Employee of any vested benefits that Employee has in the Jacobs' Section 401(k) or other employee benefit plan. Employee cannot withdraw or transfer funds in the 401(k) plan until after the Retirement Date, except as may be otherwise permitted under the terms of that plan.

10. Executive Deferred Compensation. On CCLOA Status, Employee shall be considered severed under Jacobs' Executive Deferred Compensation Program (the "**EDC Program**"). Payment of amounts deferred by Employee under the EDC Program prior to 2005 will begin 30 days after commencement of the CCLOA Period. Payment of amounts deferred by Employee under the EDC Program after 2005 will begin seven months after commencement of the CCLOA Period.

11. Acknowledgment of Full Payment. Employee acknowledges that the payments and arrangements described herein shall constitute full and complete satisfaction of any and all amounts properly due and owing to Employee as a result of his employment with Jacobs, and in the absence of this Agreement, Employee would not be entitled to, among other things, the payment and benefits specified in Sections 2, 3 and 4.

12. Right to Elect Continued Coverage. Upon his Retirement Date, Employee may elect to continue health insurance coverage (medical, dental, vision, employee assistance program, and healthcare flexible spending account) as permitted under COBRA. Information on the COBRA Program and the cost to continue coverage will be mailed to Employee by Jacobs' Corporate Human Resources Department. Employee will have 60 days after receipt of this information to elect COBRA participation, retroactive to the termination of Employee's employment status. Employee should retain Employee's medical cards if Employee plans to continue coverage. Basic and Supplemental Life and Accidental Death & Dismemberment insurance continues for six (6) months from the date Employee commences usage of PTO pursuant to Section 3. Disability insurance expires thirty (30) days from the date Employee commences usage of PTO pursuant to Section 3. Employee should contact Jacobs' Human Resources Department regarding conversion rights or porting rights for life and accident insurance coverage.

13. Non-Disclosure of Trade Secrets, Confidential and Proprietary Information. Employee's position at Jacobs placed Employee in the possession of highly sensitive and extremely proprietary information of Jacobs, including, but not limited to, in the very highly competitive consulting, engineering, design, construction and construction management business. While on CCLOA Status and after the Retirement Date, Employee must hold in confidence and may not disclose any proprietary, technical or business records, data or information developed by Employee or disclosed to Employee by Jacobs or by its customers or prospective customers or any subsidiary, parent or affiliate of Jacobs, including but not limited to, information regarding Jacobs' highly sensitive extremely proprietary information regarding its consulting, engineering, design, construction and construction management business and prospects. Furthermore, Employee may utilize such information only as authorized by Jacobs. Thus, Employee may not use or disclose any of this information during any new employment.

These confidential proprietary information and trade secrets include, but are not limited to, the following:

- (i) All business development and client information within the exclusive control of Jacobs, including but not limited to:
 - (a) Current and prospective customer lists;
 - (b) Current and prospective business projects;
 - (c) Pricing, rates, schedules and method of bidding on individual projects;
 - (d) Technical details and status reports involving current and prospective projects;
 - (e) Contracting strategies, philosophies and/or techniques;
 - (f) Salary rates and benefit levels for Jacobs' employees;
 - (g) Employment and recruitment policies of Jacobs; and
 - (h) Internal policies and procedures utilized by Jacobs in performing business projects and consulting work.
- (ii) Strategic business plans and marketing initiatives of Jacobs which are not general public knowledge.
- (iii) Any other confidential, proprietary, technical data developed by Employee or disclosed to Employee by Jacobs during Employee's employment, whether pertaining to specific projects with which Employee was involved or otherwise.

If Employee in any way breaches his/her obligations not to disclose the trade secrets and confidential proprietary information of Jacobs, whether by using or disclosing any of the above-listed information, Jacobs will immediately pursue all legal remedies available to it, including without limitation, an injunction preventing Employee's continued conduct and/or a civil action for damages.

14. Entire Agreement; Choice of Law. This Agreement constitutes the entire agreement between the parties pertaining to the subject matter contained in it and supersedes all prior and contemporaneous agreements, representations, and understandings of the parties. No provision of this Agreement may be modified, waived or discharged unless such modification, waiver or discharge is agreed to in writing signed by Employee and an executive officer of Jacobs. The validity, interpretation, construction and performance of this Agreement shall be governed by the laws of the State of California (without giving effect to its conflicts of laws, rules or principles) and no failure or delay in exercising any right, power or privilege hereunder shall operate as a waiver thereof, nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any other right, power or privilege hereunder.

15. Severability. The invalidity or unenforceability of any provision of this Agreement shall not affect the validity or enforceability of any other provision of this Agreement, which shall remain in full force and effect.

16. Release of Claims. In further consideration of the foregoing, Employee hereby releases and discharges Jacobs, its affiliated and subsidiary companies, and its and their respective present and former agents, officers, directors, employees, successors and assigns (hereinafter collectively "Releasees") from any and all matters, claims, demands, causes of action, debts, liabilities, controversies, judgments and suits of every kind and nature whatsoever, foreseen or unforeseen, known or unknown, whether in law or in equity, which Employee has or may have against the Releasees. This release includes, without limitation, all claims and causes of action, known or unknown by Employee, arising out of or in any way connected with Employee's employment relationship with Jacobs and/or the termination of Employee's employment. This release includes, without limitation, claims arising under federal, state or local laws prohibiting employment discrimination and/or claims arising out of any legal restrictions upon Jacobs' right to terminate Employee's employment. Employee expressly understands that among the various rights and claims being waived by him/her in this Agreement are those arising under the Age Discrimination in Employment Act, (29 U.S.C. § 621, et seq.), as amended. Employee further warrants that he has not filed any claims against the Releasees.

17. Waiver. Section 1542 of the Civil Code of the State of California provides, generally, that a release does not extend to unknown claims. Specifically, Section 1542 of the Civil Code of the State of California states as follows:

A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

For the purposes of implementing a full and complete release and discharge of Releasees, Employee expressly waives and relinquishes all rights and benefits afforded by Section 1542 of the Civil Code of the State of California and acknowledges that this Agreement is intended to include and discharge all claims which Employee does not know or suspect to exist at the time of execution of this Agreement related to his/her employment with Jacobs and/or the termination of that employment.

18. Defense and Indemnity Exception. Notwithstanding the releases and waivers set forth in Paragraphs 16 and 17, Employee shall be provided with all rights of indemnification and defense currently provided to Employee pursuant to the Indemnification Agreement entered into between Employee and Jacobs dated February 11, 2003 or to any officer or other executive of Jacobs under any of Jacobs' Bylaws, Articles of Incorporation, Resolutions, Insurance Policies and/or California Labor Code Section 2802.

19. Consideration Period. Employee acknowledges that under the Age Discrimination in Employment Act, Employee has twenty-one (21) days within which to consider this Agreement before executing it. If, however, Employee executes this Agreement before the expiration of the 21-day consideration period, Employee acknowledges that he has knowingly and voluntarily waived the consideration period and further acknowledges that he has taken sufficient time to consider this Agreement before executing it.

20. Revocation Period. This Agreement shall not become binding until seven (7) calendar days after the date of the last signature. During this 7-day period, Employee may revoke this Agreement. Such revocation must be in writing, directed to Michael R. Tyler, Senior Vice President & General Counsel, Jacobs Engineering Group Inc., 155 N. Lake Avenue, Pasadena, California, 91101, and received by Jacobs within said 7-day period. Upon expiration of the 7-day period, Employee acknowledges that this Agreement becomes final and binding.

21. Individual Agreement. This Agreement has been individually negotiated and is not part of a group exit incentive or other termination program.

22. Non-Disparagement. Neither Employee nor Jacobs will disparage the other party. With respect to Jacobs, Employee's non-disparagement obligations will extend to current or former officers, directors, agents and/or employees of Jacobs. Neither party will make or solicit any comments, statements or the like to the media or to others, that may be considered to be derogatory or detrimental to the good name or business reputation of the other party.

23. No Solicitation of Jacobs Employees. Employee agrees and warrants that he will not, for a period of one year following the Retirement Date, either directly or indirectly, for himself or on behalf of any third party, solicit, induce, recruit, or cause another person in the employee of Jacobs to terminate his or her employment for the purpose of joining, associating or becoming employed with any business or activity which is in competition with any business or activity engaged in by Jacobs.

24. Voluntary Agreement. EMPLOYEE UNDERSTANDS THAT THIS AGREEMENT INVOLVES THE KNOWING AND VOLUNTARY RELEASE OF KNOWN AND UNKNOWN CLAIMS BY EMPLOYEE AGAINST JACOBS. EMPLOYEE UNDERSTANDS THAT HE HAS THE RIGHT TO, AND HAS BEEN GIVEN THE OPPORTUNITY TO, CONSULT WITH AN ATTORNEY OF HIS/HER CHOICE. EMPLOYEE ACKNOWLEDGES THAT HE HAS BEEN (AND HEREBY IS) ADVISED BY JACOBS THAT HE SHOULD CONSULT WITH AN ATTORNEY PRIOR TO EXECUTING THIS AGREEMENT. EMPLOYEE FURTHER ACKNOWLEDGES THAT HE HAS NOT BEEN DISCOURAGED OR DISSUADED FROM CONSULTING WITH AN ATTORNEY BY JACOBS.

25. Arbitration. The parties agree that the arbitration of disputes provides mutual advantages in terms of facilitating the fair and expeditious resolution of disputes. In consideration of these mutual advantages, the parties agree to the Arbitration Procedures set forth in Exhibit A attached hereto.

Executed at _____, this _____ day of _____, 2016.

Phillip J. Stassi

Executed at Pasadena, California, this _____ day of _____, 2016.

JACOBS ENGINEERING GROUP INC.

By: _____
Lori S. Sundberg

Title: Senior Vice President
Global Human Resources

Exhibit "A"**Arbitration Procedures****(a) Scope of Arbitration**

The parties will submit to arbitration, in accordance with these provisions, any and all disputes either party may have arising from or related to this Agreement, including, but not limited to, its formation, breach, performance, or the interpretation, application, or enforceability of this Agreement. The parties further agree that the arbitration process agreed upon herein shall be the exclusive means for resolving all disputes made subject to arbitration herein but that no arbitrator shall have authority to determine whether disputes fall within the scope of these arbitration provisions.

(b) Availability of Provisional Relief

These arbitration provisions shall not prevent Jacobs or Employee, as the case may be, from obtaining injunctive relief from a court of competent jurisdiction to enforce the confidentiality, non-disparagement and non-solicitation obligations of the parties under this Agreement.

(c) JAMS Employment Arbitration Rules And Procedures Apply

Any arbitration hereunder shall be conducted under the JAMS Employment Arbitration Rules and Procedures ("JAMS Rules"). A copy of the JAMS Rules may be found at <http://www.jamsadr.com/rules-employment-arbitration/> or by searching the internet for "JAMS Employment Arbitration Rules." This agreement to arbitrate shall be subject to the Federal Arbitration Act, 9 U.S.C. SECTION 1 ET. SEQ. The arbitration shall proceed before a single arbitrator and the proceedings shall be confidential to the extent allowed by law.

(d) Invoking Arbitration

Either party may invoke the arbitration procedures described herein by submitting to the other, in person, by mail, or reputable delivery service (e.g., UPS or FedEx) a written demand for arbitration containing a statement of the matter to be arbitrated in sufficient detail to establish the timeliness of the demand. The parties shall then have fourteen days within which they may identify a mutually agreeable arbitrator. After the fourteen-day period has expired, the parties shall prepare and submit to JAMS a joint submission. In their submission to JAMS, if they have not already selected a mutually agreeable arbitrator, the parties shall request that an arbitrator be assigned pursuant to the JAMS Rules.

(e) Award Final

The decision of the Arbitrator shall be final, conclusive, and binding on the parties to the arbitration, subject to judicial review and confirmation as provided by law. Subject to any remedies the arbitrator may award, the parties to the arbitration shall be

responsible for the arbitration and arbitrator's fees in accordance with applicable law. The Arbitrator shall be empowered to award any remedies (including, without limitation, injunctive and other equitable relief) that a court of law could award for the claims at issue in the matter, but such remedies shall be limited to those that are available to a party in a court of law for said claims. The Arbitration Agreement contained herein supersedes any other arbitration agreement between the parties.

(f) Stenographic Record

There shall be a stenographic record of the arbitration hearing, unless the parties agree to record the proceedings by other reliable means.

(g) Location

Unless otherwise agreed by the parties, arbitration hearings shall take place in the state in which the employee worked, at a mutually agreeable place or, if no agreement can be reached, at a place designated by JAMS.

(h) Law Governing the Arbitrator's Award

In rendering an award, the arbitrator shall determine the rights and obligations of the parties according to the substantive law of the State of California (excluding conflicts of laws principles), and the arbitrator's decision shall be governed by state and federal substantive law, including state and federal discrimination laws, as though the matter were before a court of law.

(i) Written Awards and Enforcement

Any arbitration award shall be accompanied by a written statement containing a summary of the issues in controversy, a description of the award, and an explanation of the reasons for the award. The parties agree that a competent court shall enter judgment upon the award of the arbitrator, provided it is in conformity with the terms of this Agreement.

(j) Severability

If any part of this arbitration procedure is in conflict with any mandatory requirement of applicable law, the statute shall govern, and that part shall be reformed and construed to the maximum extent possible in conformance with the applicable law. The remaining provisions of this arbitration procedure shall remain otherwise unaffected and enforceable.

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Steven J. Demetriou, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended July 1, 2016 of Jacobs Engineering Group Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Steven J. Demetriou

Steven J. Demetriou
Chief Executive Officer

August 9, 2016

CERTIFICATION OF CHIEF FINANCIAL OFFICER
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Kevin C. Berryman, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended July 1, 2016 of Jacobs Engineering Group Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Kevin C. Berryman

Kevin C. Berryman
Chief Financial Officer

August 9, 2016

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
Pursuant to 18 U.S.C. Section 1350
Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Jacobs Engineering Group Inc. (the “Company”) on Form 10-Q for the quarter ended July 1, 2016 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Steven J. Demetriou, Chief Executive Officer of the Company (principal executive officer), certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that: (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Steven J. Demetriou

Steven J. Demetriou

Chief Executive Officer

August 9, 2016

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION OF CHIEF FINANCIAL OFFICER
Pursuant to 18 U.S.C. Section 1350
Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Jacobs Engineering Group Inc. (the "Company") on Form 10-Q for the quarter ended July 1, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kevin C. Berryman, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that: (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Kevin C. Berryman

Kevin C. Berryman

Executive Vice President
and Chief Financial officer

August 9, 2016

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Mine Safety Disclosure

Section 1503 of the Dodd-Frank Wall Street Reform and Consumer Protection Act requires domestic mine operators to disclose violations and orders issued under the Federal Mine Safety and Health Act of 1977 (the “Mine Act”) by the federal Mine Safety and Health Administration (“MSHA”). Under the Mine Act, an independent contractor, such as Jacobs, that performs services or construction of a mine is included within the definition of a mining operator. We do not act as the owner of any mines. Due to timing and other factors, the data may not agree with the mine data retrieval system maintained by MSHA.

The following table provides information for the quarter ended July 1, 2016.

Mine or Operating Name/MSHA Identification Number	Section 104 S&S Citations (#)	Section 104(b) Orders (#)	Section 104(d) Citations and Orders (#)	Section 110(b)(2) Violations (#)	Section 107(a) Orders (#)	Total Dollar Value of MSHA Assessments Proposed (\$)	Total Number of Mining Related Fatalities (#)	Received Notice of Pattern of Violations Under Section 104(e) (yes/no)	Received Notice of Potential to Have Pattern Under Section 104(e) (yes/no)	Legal Actions Initiated During Period (#)	Legal Actions Resolved During Period (#)	Legal Actions Pending as of Last Day of Period (#)
Mine ID: 02-00024 Contractor ID: 1PL						\$ —		No	No			
Mine ID: 02-00144 Contractor ID: 1PL						\$ —		No	No			
Mine ID: 02-03131 Contractor ID: 1PL						\$ —		No	No			
Mine ID: 02-00137 Contractor ID: 1PL						\$ —		No	No			
Mine ID: 02-00150 Contractor ID: 1PL						\$ —		No	No			
Mine ID: 26-01962 Contractor ID: 1PL						\$ —		No	No			
Mine ID: 29-00708 Contractor ID: 1PL						\$ —		No	No			
Mine ID: 29-00762 Contractor ID: 1PL						\$ —		No	No			
Mine ID: 26-02755 Contractor ID: 1PL						\$ —		No	No			
Mine ID: 04-00743 Contractor ID: Y713						\$ —		No	No			
Totals	—	—	—	—	—	\$ —	—	No	No	—	—	—

Notes:

(1) Jacobs received zero MSHA citations during the quarter ended July 1, 2016.

(2) Jacobs has no pending citations. Jacobs is, however, appealing 8 citations that were closed and are thus no longer pending.