UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 June 30, 2024

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File Number: 001-09318

FRANKLIN RESOURCES, INC.

(Exact name of registrant as specified in its charter)

Delaware	13-2670991
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*

One Franklin Parkway, San Mateo, CA 94403
(Address of principal executive offices) (Zip code)

(650) 312-2000
(Registrant's telephone number, including area code)

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.10 per share	BEN	New York Stock Exchange

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 every Interactive Data File required to be submitted 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 such files). ☒ Yes ☐ No

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

Large Accelerated Filer	☒	Accelerated Filer	☐
Non-accelerated Filer	☐	Smaller Reporting Company	☐
		Emerging Growth Company	☐

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

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

Number of shares of the registrant's common stock outstanding at July 19, 2024: 522,998,430.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

FRANKLIN RESOURCES, INC.

CONSOLIDATED STATEMENTS OF INCOME

Unaudited

(in millions, except per share data)	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Nine Months Ended June 30, 2024	Nine Months Ended June 30, 2023
Operating Revenues				
Investment management fees	$ 1,689.9	$ 1,613.4	$ 5,056.0	$ 4,818.5
Sales and distribution fees	358.3	304.0	1,013.0	897.3
Shareholder servicing fees	61.8	38.8	162.3	115.5
Other	12.9	12.8	35.5	32.0
Total operating revenues	2,122.9	1,969.0	6,266.8	5,863.3
Operating Expenses				
Compensation and benefits	893.8	841.2	2,890.3	2,667.7
Sales, distribution and marketing	481.1	406.8	1,366.2	1,202.0
Information systems and technology	156.6	127.3	442.7	376.7
Occupancy	104.8	56.9	247.7	171.1
Amortization of intangible assets	84.0	85.4	254.4	254.6
General, administrative and other	180.1	136.5	507.2	427.2
Total operating expenses	1,900.4	1,654.1	5,708.5	5,099.3
Operating Income	222.5	314.9	558.3	764.0
Other Income (Expenses)				
Investment and other income, net	74.5	49.8	300.2	200.3
Interest expense	(25.7)	(34.9)	(72.2)	(99.3)
Investment and other income of consolidated investment products, net	37.6	1.7	103.7	75.3
Expenses of consolidated investment products	(8.8)	(0.8)	(20.6)	(15.7)
Other income, net	77.6	15.8	311.1	160.6
Income before taxes	300.1	330.7	869.4	924.6
Taxes on income	68.1	84.1	205.8	237.3
Net income	232.0	246.6	663.6	687.3
Less: net income (loss) attributable to				
Redeemable noncontrolling interests	43.0	26.8	95.3	108.5
Nonredeemable noncontrolling interests	15.0	(7.7)	18.8	(8.5)
Net Income Attributable to Franklin Resources, Inc.	**$ 174.0**	**$ 227.5**	**$ 549.5**	**$ 587.3**
Earnings per Share				
Basic	$ 0.32	$ 0.44	$ 1.04	$ 1.14
Diluted	0.32	0.44	1.03	1.14

See Notes to Consolidated Financial Statements.

FRANKLIN RESOURCES, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Unaudited

	Three Months Ended June 30,		Nine Months Ended June 30,	
(in millions)	2024	2023	2024	2023
Net Income	$ 232.0	$ 246.6	$ 663.6	$ 687.3
Other Comprehensive Income (Loss)				
Currency translation adjustments, net of tax	(8.5)	16.5	21.1	159.7
Net unrealized gains (losses) on defined benefit plans, net of tax	(0.1)	(0.6)	0.3	(1.4)
Net unrealized gains (losses) on investments, net of tax	(0.1)	—	—	0.2
Total other comprehensive income (loss)	(8.7)	15.9	21.4	158.5
Total comprehensive income	223.3	262.5	685.0	845.8
Less: comprehensive income (loss) attributable to				
Redeemable noncontrolling interests	43.0	26.8	95.3	108.5
Nonredeemable noncontrolling interests	15.0	(7.7)	18.8	(8.5)
Comprehensive Income Attributable to Franklin Resources, Inc.	**$ 165.3**	**$ 243.4**	**$ 570.9**	**$ 745.8**

See Notes to Consolidated Financial Statements.

FRANKLIN RESOURCES, INC.

CONSOLIDATED BALANCE SHEETS

Unaudited

(in millions, except share and per share data)	June 30, 2024	September 30, 2023
Assets		
Cash and cash equivalents	$ 3,378.5	$ 3,686.4
Receivables	1,570.5	1,348.4
Investments (including $720.4 and $872.8 at fair value at June 30, 2024 and September 30, 2023)	2,224.5	2,222.0
Assets of consolidated investment products		
Cash and cash equivalents	733.2	716.0
Investments, at fair value	11,631.6	9,637.2
Property and equipment, net	904.8	800.1
Goodwill	6,198.5	6,003.8
Intangible assets, net	5,267.8	4,902.2
Operating lease right-of-use assets	844.3	406.3
Other	501.2	398.8
Total Assets	**$ 33,254.9**	**$ 30,121.2**
Liabilities		
Compensation and benefits	$ 1,691.7	$ 1,665.1
Accounts payable and accrued expenses	532.2	530.0
Income taxes	382.6	513.5
Debt	3,035.0	3,052.8
Liabilities of consolidated investment products		
Accounts payable and accrued expenses	716.6	349.7
Debt	9,637.7	8,231.8
Deferred tax liabilities	421.1	450.4
Operating lease liabilities	975.6	467.8
Other	961.0	1,286.2
Total liabilities	18,353.5	16,547.3
Commitments and Contingencies (Note 11)		
Redeemable Noncontrolling Interests	1,266.2	1,026.1
Stockholders' Equity		
Preferred stock, $1.00 par value, 1,000,000 shares authorized; none issued	—	—
Common stock, $0.10 par value, 1,000,000,000 shares authorized; 522,059,992 and 495,937,891 shares issued and outstanding at June 30, 2024 and September 30, 2023	52.2	49.6
Capital in excess of par	984.6	—
Retained earnings	12,321.3	12,376.6
Accumulated other comprehensive loss	(487.9)	(509.3)
Total Franklin Resources, Inc. stockholders' equity	12,870.2	11,916.9
Nonredeemable noncontrolling interests	765.0	630.9
Total stockholders' equity	13,635.2	12,547.8
Total Liabilities, Redeemable Noncontrolling Interests and Stockholders' Equity	**$ 33,254.9**	**$ 30,121.2**

See Notes to Consolidated Financial Statements.

FRANKLIN RESOURCES, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

Unaudited

(in millions) for the nine months ended June 30, 2024	Franklin Resources, Inc. Common Stock Shares	Common Stock Amount	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Loss	Stockholders' Equity	Nonredeemable Noncontrolling Interests	Total Stockholders' Equity
Balance at October 1, 2023	**495.9**	**$ 49.6**	**$ —**	**$ 12,376.6**	**$ (509.3)**	**$ 11,916.9**	**$ 630.9**	**$ 12,547.8**
Net income (loss)				251.3		251.3	(4.5)	246.8
Other comprehensive income					59.0	59.0		59.0
Dividends declared on common stock ($0.31 per share)				(167.6)		(167.6)		(167.6)
Repurchase of common stock	(2.4)	(0.2)	(66.6)	8.0		(58.8)		(58.8)
Issuance of common stock	1.2	0.1	26.7			26.8		26.8
Stock-based compensation			39.9			39.9		39.9
Net subscriptions and other							9.6	9.6
Adjustment to fair value of redeemable noncontrolling interests				(65.9)		(65.9)		(65.9)
Balance at December 31, 2023	**494.7**	**$ 49.5**	**$ —**	**$ 12,402.4**	**$ (450.3)**	**$ 12,001.6**	**$ 636.0**	**$ 12,637.6**
Net income				124.2		124.2	8.3	132.5
Other comprehensive loss					(28.9)	(28.9)		(28.9)
Dividends declared on common stock ($0.31 per share)				(169.3)		(169.3)		(169.3)
Repurchase of common stock	(0.4)	(0.1)	(11.6)	—		(11.7)		(11.7)
Issuance of common stock	0.3	—	10.7			10.7		10.7
Stock-based compensation			86.3			86.3		86.3
Acquisition	31.6	3.2	936.9			940.1	25.8	965.9
Net subscriptions and other							63.1	63.1
Net deconsolidation of investment products							(12.6)	(12.6)
Adjustment to fair value of redeemable noncontrolling interests				(91.9)		(91.9)		(91.9)
Balance at March 31, 2024	**526.2**	**$ 52.6**	**$ 1,022.3**	**$ 12,265.4**	**$ (479.2)**	**$ 12,861.1**	**$ 720.6**	**$ 13,581.7**
Net income				174.0		174.0	15.0	189.0
Other comprehensive loss					(8.7)	(8.7)		(8.7)
Dividends declared on common stock ($0.31 per share)				(167.0)		(167.0)		(167.0)
Repurchase of common stock	(4.3)	(0.4)	(101.1)	—		(101.5)		(101.5)
Issuance of common stock	0.2	—	4.5			4.5		4.5
Stock-based compensation			58.9			58.9		58.9
Net subscriptions and other							29.4	29.4
Adjustment to fair value of redeemable noncontrolling interests				48.9		48.9		48.9
Balance at June 30, 2024	**522.1**	**$ 52.2**	**$ 984.6**	**$ 12,321.3**	**$ (487.9)**	**$ 12,870.2**	**$ 765.0**	**$ 13,635.2**

See Notes to Consolidated Financial Statements.

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(in millions) for the nine months ended June 30, 2023	Franklin Resources, Inc. Common Stock Shares	Amount	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Loss	Stockholders' Equity	Nonredeemable Noncontrolling Interests	Total Stockholders' Equity
Balance at October 1, 2022	**499.6**	**$ 50.0**	**$ —**	**$ 12,045.6**	**$ (621.0)**	**$ 11,474.6**	**$ 824.3**	**$ 12,298.9**
Net income				165.6		165.6	3.5	169.1
Other comprehensive income					124.7	124.7		124.7
Dividends declared on common stock ($0.30 per share)				(153.6)		(153.6)		(153.6)
Repurchase of common stock	(0.5)	(0.1)	(69.1)	55.0		(14.2)		(14.2)
Issuance of common stock	1.2	0.1	33.5			33.6		33.6
Stock-based compensation			35.6			35.6		35.6
Net subscriptions and other							97.1	97.1
Net deconsolidation of investment products							(35.7)	(35.7)
Balance at December 31, 2022	**500.3**	**$ 50.0**	**$ —**	**$ 12,112.6**	**$ (496.3)**	**$ 11,666.3**	**$ 889.2**	**$ 12,555.5**
Net income (loss)				194.2		194.2	(4.3)	189.9
Other comprehensive income					17.9	17.9		17.9
Dividends declared on common stock ($0.30 per share)				(153.8)		(153.8)		(153.8)
Repurchase of common stock	(0.1)	—	(66.0)	62.4		(3.6)		(3.6)
Issuance of common stock	0.7	0.1	25.2			25.3		25.3
Stock-based compensation			40.8			40.8		40.8
Net subscriptions and other							50.1	50.1
Net deconsolidation of investment products							(324.2)	(324.2)
Adjustment to fair value of redeemable noncontrolling interests				44.7		44.7		44.7
Balance at March 31, 2023	**500.9**	**$ 50.1**	**$ —**	**$ 12,260.1**	**$ (478.4)**	**$ 11,831.8**	**$ 610.8**	**$ 12,442.6**
Net income (loss)				227.5		227.5	(7.7)	219.8
Other comprehensive income					15.9	15.9		15.9
Dividends declared on common stock ($0.30 per share)				(152.9)		(152.9)		(152.9)
Repurchase of common stock	(2.0)	(0.2)	(15.9)	(34.8)		(50.9)		(50.9)
Issuance of common stock	0.1	—	3.6			3.6		3.6
Stock-based compensation			12.3			12.3		12.3
Net distributions and other							(11.3)	(11.3)
Net deconsolidation of investment products							(0.7)	(0.7)
Adjustment to fair value of redeemable noncontrolling interests				60.8		60.8		60.8
Balance at June 30, 2023	**499.0**	**$ 49.9**	**$ —**	**$ 12,360.7**	**$ (462.5)**	**$ 11,948.1**	**$ 591.1**	**$ 12,539.2**

See Notes to Consolidated Financial Statements.

FRANKLIN RESOURCES, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

Unaudited

(in millions)	Nine Months Ended June 30, 2024	Nine Months Ended June 30, 2023
Net Income	**$ 663.6**	**$ 687.3**
Adjustments to reconcile net income to net cash provided by operating activities:		
Stock-based compensation	194.6	137.9
Amortization of deferred sales commissions	43.3	37.2
Depreciation and other amortization	86.5	78.3
Amortization of intangible assets	254.4	254.6
Net gains on investments	(17.3)	(62.3)
Income from investments in equity method investees	(122.3)	(43.5)
Net losses on investments of consolidated investment products	19.4	116.0
Net purchase of investments by consolidated investment products	(459.5)	(833.2)
Deferred income taxes	(35.0)	50.8
Other	135.3	58.6
Changes in operating assets and liabilities:		
Increase in receivables and other assets	(61.4)	(69.8)
Decrease in investments, net	23.8	6.4
Decrease in accrued compensation and benefits	(35.0)	(84.3)
Decrease in income taxes payable	(127.8)	(58.9)
Increase (decrease) in accounts payable, accrued expenses and other liabilities	(55.8)	48.3
Increase (decrease) in accounts payable and accrued expenses of consolidated investment products	(93.7)	1.3
Net cash provided by operating activities	**413.1**	**324.7**
Purchase of investments	(952.0)	(665.1)
Liquidation of investments	1,149.5	524.3
Purchase of investments by consolidated collateralized loan obligations	(4,099.1)	(3,465.6)
Liquidation of investments by consolidated collateralized loan obligations	3,034.0	1,230.3
Additions of property and equipment, net	(107.3)	(121.5)
Acquisitions, net of cash acquired (including $ 281.4 in cash and cash equivalents of consolidated investment products in fiscal year 2024)	175.1	(500.5)
Payments of contingent consideration asset	—	5.5
Payments of deferred consideration liability	(434.9)	(241.8)
Net consolidation (deconsolidation) of investment products	12.0	(43.8)
Net cash used in investing activities	**(1,222.7)**	**(3,278.2)**

[Table continued on next page]

See Notes to Consolidated Financial Statements.

FRANKLIN RESOURCES, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

Unaudited

[Table continued from previous page]

(in millions)	Nine Months Ended June 30, 2024	2023
Issuance of common stock	$ 7.3	$ 13.4
Dividends paid on common stock	(489.3)	(454.8)
Repurchase of common stock	(172.0)	(70.0)
Proceeds from repurchase agreement	—	174.8
Payments on repurchase agreement	(45.8)	—
Proceeds from debt of consolidated investment products	1,617.6	3,213.6
Payments on debt of consolidated investment products	(609.2)	(926.9)
Payments on contingent consideration liabilities	(5.1)	(7.6)
Noncontrolling interests	202.9	550.1
Net cash provided by financing activities	**506.4**	**2,492.6**
Effect of exchange rate changes on cash and cash equivalents	12.5	66.0
Decrease in cash and cash equivalents	(290.7)	(394.9)
Cash and cash equivalents, beginning of period	4,402.4	4,782.5
Cash and Cash Equivalents, End of Period	**$ 4,111.7**	**$ 4,387.6**
Supplemental Disclosure of Cash Flow Information		
Cash paid for income taxes	$ 357.9	$ 225.4
Cash paid for interest	67.5	55.5
Cash paid for interest by consolidated investment products	522.2	232.2

See Notes to Consolidated Financial Statements.

FRANKLIN RESOURCES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2024
(Unaudited)

Note 1 – Basis of Presentation

The unaudited interim financial statements of Franklin Resources, Inc. ("Franklin") and its consolidated subsidiaries (collectively, the "Company") included herein have been prepared in accordance with the instructions to Form 10-Q and the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). Under these rules and regulations, some information and footnote disclosures normally included in financial statements prepared under accounting principles generally accepted in the United States of America have been shortened or omitted. Management believes that all adjustments necessary for a fair statement of the financial position and the results of operations for the periods shown have been made. All adjustments are normal and recurring. Management also believes that the accounting estimates are appropriate, and the resulting balances are reasonable; however, due to the inherent uncertainties in making estimates, actual amounts may differ from these estimates. These financial statements should be read together with the Company's audited financial statements included in its Annual Report on Form 10-K for the fiscal year ended September 30, 2023 ("fiscal year 2023").

During the quarter ended March 31, 2024, the Company identified that it did not eliminate the investment income from certain consolidated limited partnerships for the fiscal year ended September 30, 2023, resulting in offsetting adjustments to investment and other income, net and net income attributable to nonredeemable noncontrolling interest. The Company is not entitled to the economic returns associated with the underlying investments held by these limited partnerships.

There is no impact on operating income, net income attributable to Franklin Resources, Inc., earnings per share, total assets, total liabilities, retained earnings or total shareholders' equity. There is no impact on the financial results attributable to the Company's shareholders. The Company has determined this did not result in a material misstatement to its previously issued consolidated financial statements. For comparability, the Company has revised the comparative prior period amounts included in the consolidated statements of income, consolidated statements of stockholders' equity, consolidated statements of cash flows, and related footnote disclosures.

The impacts on the consolidated statements of income for the three and nine months ended June 30, 2023 are as follows:

(in millions)	Three Months Ended June 30, 2023			Nine Months Ended June 30, 2023		
	As Reported	**Adjustments**	**As Revised**	**As Reported**	**Adjustments**	**As Revised**
Operating Income	$ 314.9	$ —	$ 314.9	$ 764.0	$ —	$ 764.0
Other income, net						
Investment and other income, net	51.2	(1.4)	49.8	267.9	(67.6)	200.3
Other income, net	17.2	(1.4)	15.8	228.2	(67.6)	160.6
Income before taxes	332.1	(1.4)	330.7	992.2	(67.6)	924.6
Net income	248.0	(1.4)	246.6	754.9	(67.6)	687.3
Less: net income (loss) attributable to nonredeemable noncontrolling interest	(6.3)	(1.4)	(7.7)	59.1	(67.6)	(8.5)
Net Income Attributable to Franklin Resources, Inc.	227.5	—	227.5	587.3	—	587.3

The impact on the consolidated statement of cash flows for the nine months ended June 30, 2023 are as follows:

(in millions)	Nine Months Ended June 30, 2023		
	As Reported	**Adjustments**	**As Revised**
Net cash provided by (used in) operating activities	$ 365.3	$ (40.6)	$ 324.7
Net cash used in investing activities	(3,251.2)	(27.0)	(3,278.2)
Net cash provided by financing activities	2,425.0	67.6	2,492.6
Decrease in cash and cash equivalents	(394.9)	—	(394.9)

Note 2 – New Accounting Guidance

Accounting Guidance Not Yet Adopted

In November 2023, the Financial Accounting Standards Board ("FASB") issued an amendment to the existing segment reporting guidance. The amendment requires annual and interim disclosures of significant segment expenses that are regularly provided to the chief operating decision makerby reportable segment and clarifies that single reportable segment entities are required to apply all existing segment disclosures in the guidance. The amendment is effective for the Company on October 1, 2024, and is retrospectively applicable to all prior periods presented in its consolidated financial statements. The Company is currently evaluating the impact that the adoption will have on its consolidated financial statements.

In December 2023, the FASB issued an amendment to the existing income taxes guidance. The amendment requires the disclosure of additional information with respect to the reconciliation of the effective tax rate to the statutory rate for federal, state, and foreign income taxes and requires greater detail about significant reconciling items in the reconciliation. Additionally, the amendment requires disaggregated information pertaining to taxes paid, net of refunds received, for federal, state, and foreign income taxes. The amendment allows for either a prospective or retrospective approach on adoption and is effective for the Company on October 1, 2025. The Company is currently evaluating the impact that the adoption will have on its consolidated financial statements and has not yet determined its transition approach.

Note 3 – Acquisition

Putnam Investments

On January 1, 2024, the Company acquired Putnam Investments ("Putnam") from Great-West Lifeco Inc. ("Great-West") for 31.6[1] million shares of its common stock, cash consideration paid at close of $221.7 million for investments and other purchase-related amounts, and deferred cash consideration of $100.0 million paid on July 1, 2024. The cash consideration paid at close and the deferred cash consideration were funded from existing cash. See below for a summary of the total purchase consideration transferred at closing:

(in millions)		Total
Equity consideration[1, 2]	$	940.1
Cash consideration		221.7
Deferred cash consideration		100.0
Less: Other adjustments[3]		(27.4)
Total Purchase Consideration	**$**	**1,234.4**

1 Excludes shares granted under a deferred compensation program.

2 Market price on closing date of $29.79.

3 Primarily relates to payments treated as future compensation expense.

Great-West became a long-term shareholder of the Company with an approximate 6.0% stake in the common stock of the Company as of the acquisition date. Shares representing 4.9% of the Company's outstanding Common Stock at closing are subject to a five-year lock-up. The remaining shares were subject to a 180-day lock-up following the date of closing which has expired.

The acquisition of Putnam accelerates the Company's growth in the retirement sector by increasing the amount of the Company's defined contribution AUM. Additionally, the acquisition expands the Company's insurance assets, further strengthening its presence in these key market segments to better serve clients.

The following table summarizes the initial and revised estimated fair value amounts recognized for the assets acquired and liabilities assumed and resulting goodwill as of the acquisition date. The issuance of common stock consideration represents a non-cash financing activity related to the statement of cash flows.

(in millions) **as of January 1, 2024**	**Initial Estimated Fair Value**	**Adjustments**	**Revised Estimated Fair Value**
Cash and cash equivalents	$ 101.1	$ —	$ 101.1
Receivables	118.9	—	118.9
Investments	111.2	—	111.2
Assets of consolidated investment products			
Cash and cash equivalents	281.4	—	281.4
Investments, at fair value	849.5	—	849.5
Property and equipment	87.1	(5.7)	81.4
Goodwill	189.8	0.4	190.2
Indefinite-lived intangible assets	542.5	14.7	557.2
Definite-lived intangible asset	52.9	4.8	57.7
Operating lease right-of-use assets	109.2	—	109.2
Other assets	20.4	—	20.4
Compensation and benefits	(57.8)	—	(57.8)
Accounts payable and accrued expenses	(40.9)	(11.4)	(52.3)
Liabilities of consolidated investment products			
Accounts payable and accrued expenses	(259.6)	—	(259.6)
Debt	(706.8)	—	(706.8)
Operating lease liabilities	(109.2)	—	(109.2)
Other liabilities	(12.1)	—	(12.1)
Redeemable noncontrolling interests	(20.2)	—	(20.2)
Nonredeemable noncontrolling interests	(25.8)	—	(25.8)
Total Identifiable Net Assets	**$ 1,231.6**	**$ 2.8**	**$ 1,234.4**

The adjustments to the initial estimated fair values are primarily a result of new information obtained about facts that existed as of the acquisition date. The purchase price allocation is preliminary and subject to change during the measurement period, which is not to exceed one year from the acquisition date. At this time, the Company does not expect material changes to the assets acquired or liabilities assumed.

The goodwill is primarily attributable to expected growth opportunities from the combined operations and is expected to be deductible for tax purposes. The definite-lived intangible asset relates to trade name, which is amortized over its estimated useful life of 10.0 years. Amortization expense related to the trade name was $1.6 million and $2.9 million for the three and nine months ended June 30, 2024. The estimated remaining amortization expense is $1.4 million for the year and $5.8 million per year thereafter.

Transaction costs incurred in connection with the acquisition were $18.3 million for the nine months ended June 30, 2024. These costs are primarily comprised of professional fees, recorded in general, administrative and other expenses. The Company also incurred $132.0 million of acquisition-related compensation and benefits expense during the period, primarily related to the acceleration of expense for historical Putnam compensation arrangements, retention bonuses and termination benefits.

In addition, the Company will pay up to $375.0 million between the third and seventh anniversaries of the closing date related to revenue growth targets from the strategic partnership with Great-West and its affiliates which will be recognized in operating income.

Operating revenues of the acquired business from January 1, 2024 through June 30, 2024 were approximately $430 million. Net income is not available to be separately reported due to the ongoing integration of the combined businesses.

Note 4 – Earnings per Share

The components of basic and diluted earnings per share were as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
(in millions, except per share data)	2024	2023	2024	2023
Net income attributable to Franklin Resources, Inc.	$ 174.0	$ 227.5	$ 549.5	$ 587.3
Less: allocation of earnings to participating nonvested stock and stock unit awards	7.5	10.2	23.8	26.7
Net Income Available to Common Stockholders	**$ 166.5**	**$ 217.3**	**$ 525.7**	**$ 560.6**
Weighted-average shares outstanding – basic	516.5	490.7	507.2	490.3
Dilutive effect of nonparticipating nonvested stock unit awards	0.7	0.7	0.8	0.7
Weighted-Average Shares Outstanding – Diluted	**517.2**	**491.4**	**508.0**	**491.0**
Earnings per Share				
Basic	$ 0.32	$ 0.44	$ 1.04	$ 1.14
Diluted	0.32	0.44	1.03	1.14

There were no nonparticipating nonvested stock unit awards excluded from the calculation of diluted earnings per share because their effect would have been antidilutive for the three and nine months ended June 30, 2024 and such awards were insignificant for the three and nine months ended June 30, 2023.

Note 5 – Revenues

Operating revenues by geographic area were as follows:

(in millions) **for the three months ended June 30, 2024**	**United States**	**Luxembourg**	**Asia-Pacific**	**Americas Excluding United States**	**Europe, Middle East and Africa, Excluding Luxembourg**	**Total**
Investment management fees	$ 1,273.7	$ 216.2	$ 71.8	$ 59.1	$ 69.1	$ 1,689.9
Sales and distribution fees	256.8	86.7	4.7	10.1	—	358.3
Shareholder servicing fees	53.2	8.1	0.5	—	—	61.8
Other	12.7	—	0.2	—	—	12.9
Total	**$ 1,596.4**	**$ 311.0**	**$ 77.2**	**$ 69.2**	**$ 69.1**	**$ 2,122.9**

(in millions) **for the nine months ended June 30, 2024**	**United States**	**Luxembourg**	**Asia-Pacific**	**Americas Excluding United States**	**Europe, Middle East and Africa, Excluding Luxembourg**	**Total**
Investment management fees	$ 3,819.8	$ 630.1	$ 210.2	$ 173.8	$ 222.1	$ 5,056.0
Sales and distribution fees	718.8	250.3	14.3	29.6	—	1,013.0
Shareholder servicing fees	136.8	23.6	1.8	0.1	—	162.3
Other	31.1	0.7	3.4	—	0.3	35.5
Total	**$ 4,706.5**	**$ 904.7**	**$ 229.7**	**$ 203.5**	**$ 222.4**	**$ 6,266.8**

(in millions) **for the three months ended June 30, 2023**	**United States**	**Luxembourg**	**Asia-Pacific**	**Americas Excluding United States**	**Europe, Middle East and Africa, Excluding Luxembourg**	**Total**
Investment management fees	$ 1,232.3	$ 192.3	$ 64.3	$ 53.9	$ 70.6	$ 1,613.4
Sales and distribution fees	213.5	75.4	5.1	10.0	—	304.0
Shareholder servicing fees	30.3	8.0	0.5	—	—	38.8
Other	11.9	0.5	0.4	—	—	12.8
Total	**$ 1,488.0**	**$ 276.2**	**$ 70.3**	**$ 63.9**	**$ 70.6**	**$ 1,969.0**

(in millions) **for the nine months ended June 30, 2023**	**United States**	**Luxembourg**	**Asia-Pacific**	**Americas Excluding United States**	**Europe, Middle East and Africa, Excluding Luxembourg**	**Total**
Investment management fees	$ 3,672.9	$ 570.7	$ 214.4	$ 162.0	$ 198.5	$ 4,818.5
Sales and distribution fees	634.1	217.4	15.1	30.7	—	897.3
Shareholder servicing fees	90.2	23.5	1.6	0.2	—	115.5
Other	30.1	0.8	0.8	—	0.3	32.0
Total	**$ 4,427.3**	**$ 812.4**	**$ 231.9**	**$ 192.9**	**$ 198.8**	**$ 5,863.3**

Operating revenues are attributed to geographic areas based on the locations of the subsidiaries that provide the services, which may differ from the regions in which the related investment products are sold.

Revenues earned from sponsored funds were 82% of the Company's total operating revenues for the three and nine months ended June 30, 2024 and 83% for the three and nine months ended June 30, 2023.

Note 6 – Investments

The disclosures below include details of the Company's investments, excluding those of consolidated investment products ("CIPs"). See Note 8 – Consolidated Investment Products for information related to the investments held by these entities.

Investments consisted of the following:

(in millions)	June 30, 2024	September 30, 2023
Investments, at fair value		
Sponsored funds and separate accounts	$ 417.5	$ 630.5
Investments related to long-term incentive plans	247.1	191.6
Other equity and debt investments	55.8	50.7
Total investments, at fair value	720.4	872.8
Investments in equity method investees	1,227.2	1,089.2
Other investments	276.9	260.0
Total	**$ 2,224.5**	**$ 2,222.0**

The Company has entered into repurchase agreements with a third-party financing company for certain investments held by the Company. As of June 30, 2024, other liabilities includes repurchase agreements of $135.9 million with investments of $148.6 million in carrying value pledged as collateral. The repurchase agreements have contractual maturity dates ranging between 2029 to 2035.

Note 7 – Fair Value Measurements

The disclosures below include details of the Company's fair value measurements, excluding those of CIPs. See Note 8 – Consolidated Investment Products for information related to fair value measurements of the assets and liabilities of these entities.

The assets and liabilities measured at fair value on a recurring basis were as follows:

(in millions) **as of June 30, 2024**	Level 1	Level 2	Level 3	NAV as a Practical Expedient	Total
Assets					
Investments, at fair value					
Sponsored funds and separate accounts	$ 226.9	$ 143.2	$ 7.0	$ 40.4	$ 417.5
Investments related to long-term incentive plans	220.2	—	—	26.9	247.1
Other equity and debt investments	3.9	10.2	2.6	39.1	55.8
Total Assets Measured at Fair Value	**$ 451.0**	**$ 153.4**	**$ 9.6**	**$ 106.4**	**$ 720.4**
Liabilities					
Securities sold short	$ 150.2	$ —	$ —	$ —	$ 150.2
Contingent consideration liabilities	—	—	46.1	—	46.1
Total Liabilities Measured at Fair Value	**$ 150.2**	**$ —**	**$ 46.1**	**$ —**	**$ 196.3**

(in millions) **as of September 30, 2023**		**Level 1**		**Level 2**		**Level 3**		**NAV as a Practical Expedient**		**Total**
Assets										
Investments, at fair value										
Sponsored funds and separate accounts	$	356.5	$	211.9	$	18.5	$	43.6	$	630.5
Investments related to long-term incentive plans		168.2		—		—		23.4		191.6
Other equity and debt investments		3.4		11.3		3.3		32.7		50.7
Total Assets Measured at Fair Value	**$**	**528.1**	**$**	**223.2**	**$**	**21.8**	**$**	**99.7**	**$**	**872.8**
Liabilities										
Securities sold short	$	158.3	$	—	$	—	$	—	$	158.3
Contingent consideration liabilities		—		—		55.0		—		55.0
Total Liabilities Measured at Fair Value	**$**	**158.3**	**$**	**—**	**$**	**55.0**	**$**	**—**	**$**	**213.3**

Investments for which fair value was estimated using reported NAV as a practical expedient primarily consist of nonredeemable private equity, debt and infrastructure funds, and redeemable alternative credit, global equity and private real estate funds. These investments were as follows:

(in millions)		**June 30, 2024**		**September 30, 2023**
Nonredeemable investments[1]				
Investments with known liquidation periods	$	34.7	$	32.1
Investments with unknown liquidation periods		16.3		17.4
Redeemable investments[2]		55.4		50.2
Unfunded commitments		14.0		43.1

1 The investments are expected to be returned through distributions over the life of the funds as a result of liquidations of the funds' underlying assets. Investments with known liquidation periods have an expected weighted-average life of 2.3 years and 2.9 years at June 30, 2024 and September 30, 2023.

2 Investments are redeemable on a semi-monthly, monthly and quarterly basis.

Financial instruments that were not measured at fair value were as follows:

		June 30, 2024				**September 30, 2023**			
(in millions)	**Fair Value Level**		**Carrying Value**		**Estimated Fair Value**		**Carrying Value**		**Estimated Fair Value**
Financial Assets									
Cash and cash equivalents	1	$	3,378.5	$	3,378.5	$	3,686.4	$	3,686.4
Other investments									
Time deposits	2		9.4		9.4		9.9		9.9
Equity securities	3		267.5		267.5		250.1		250.1
Financial Liability									
Debt	2	$	3,035.0	$	2,532.2	$	3,052.8	$	2,419.4

Note 8 – Consolidated Investment Products

CIPs consist of mutual and other investment funds, limited partnerships and similar structures and CLOs, all of which are sponsored by the Company, and include both voting interest entities and variable interest entities ("VIEs"). The Company had 85 CIPs, including 25 CLOs, as of June 30, 2024 and 70 CIPs, including 20 CLOs, as of September 30, 2023.

The balances related to CIPs included in the Company's consolidated balance sheets were as follows:

(in millions)	June 30, 2024	September 30, 2023
Assets		
Cash and cash equivalents	$ 733.2	$ 716.0
Receivables	345.9	166.7
Investments, at fair value	11,631.6	9,637.2
Total Assets	**$ 12,710.7**	**$ 10,519.9**
Liabilities		
Accounts payable and accrued expenses	$ 716.6	$ 349.7
Debt	9,637.7	8,231.8
Other liabilities	39.4	25.1
Total liabilities	10,393.7	8,606.6
Redeemable Noncontrolling Interests	719.3	580.1
Stockholders' Equity		
Franklin Resources, Inc.'s interests	1,241.0	1,033.9
Nonredeemable noncontrolling interests	356.7	299.3
Total stockholders' equity	1,597.7	1,333.2
Total Liabilities, Redeemable Noncontrolling Interests and Stockholders' Equity	**$ 12,710.7**	**$ 10,519.9**

The CIPs did not have a significant impact on net income attributable to the Company during the three and nine months ended June 30, 2024 and 2023.

The Company has no right to the CIPs' assets, other than its direct equity investments in them and investment management and other fees earned from them. The debt holders of the CIPs have no recourse to the Company's assets beyond the level of its direct investment; therefore the Company bears no other risks associated with the CIPs' liabilities.

Fair Value Measurements

Assets of CIPs measured at fair value on a recurring basis were as follows:

(in millions) as of June 30, 2024	Level 1	Level 2	Level 3	NAV as a Practical Expedient	Total
Assets					
Cash and cash equivalents of CLOs	$ 514.0	$ —	$ —	$ —	$ 514.0
Receivables of CLOs	—	214.7	—	—	214.7
Investments					
Equity and debt securities	266.5	1,055.6	578.0	164.5	2,064.6
Loans	—	9,567.0	—	—	9,567.0
Total Assets Measured at Fair Value	**$ 780.5**	**$ 10,837.3**	**$ 578.0**	**$ 164.5**	**$ 12,360.3**

(in millions) as of September 30, 2023	Level 1	Level 2	Level 3	NAV as a Practical Expedient	Total
Assets					
Cash and cash equivalents of CLOs	$ 352.3	$ —	$ —	$ —	$ 352.3
Receivables of CLOs	—	116.7	—	—	116.7
Investments					
Equity and debt securities	210.9	642.6	584.9	154.0	1,592.4
Loans	—	8,044.8	—	—	8,044.8
Total Assets Measured at Fair Value	**$ 563.2**	**$ 8,804.1**	**$ 584.9**	**$ 154.0**	**$ 10,106.2**

Investments for which fair value was estimated using reported NAV as a practical expedient consist of a redeemable U.S. equity fund, a redeemable global hedge fund and nonredeemable private debt funds. These investments were as follows:

(in millions)	June 30, 2024	September 30, 2023
Nonredeemable investments[1]		
Investments with unknown liquidation periods	$ 23.6	$ 21.8
Redeemable investments[2]	140.9	132.2

1 The investments are expected to be returned through distributions over the life of the funds as a result of liquidations of the funds' underlying assets.

2 Investments are redeemable on a monthly basis and liquidation periods are unknown.

Changes in Level 3 assets were as follows:

(in millions) for the three months ended June 30, 2024	Equity and Debt Securities
Balance at April 1, 2024	$ 591.0
Losses included in investment and other income of consolidated investment products, net	(29.8)
Purchases	17.5
Sales	(0.7)
Balance at June 30, 2024	**$ 578.0**
Change in unrealized losses included in net income relating to assets held at June 30, 2024	$ (29.8)

(in millions) for the nine months ended June 30, 2024	Equity and Debt Securities
Balance at October 1, 2023	$ 584.9
Acquisition	29.6
Losses included in investment and other income of consolidated investment products, net	(68.0)
Purchases	44.1
Sales	(1.2)
Net deconsolidations	(12.5)
Transfers into Level 3	1.1
Balance at June 30, 2024	**$ 578.0**
Change in unrealized losses included in net income relating to assets held at June 30, 2024	$ (67.4)

(in millions) for the three months ended June 30, 2023		Equity and Debt Securities		Loans		Total Level 3 Assets
Balance at April 1, 2023	$	539.0	$	3.1	$	542.1
Gains (losses) included in investment and other income of consolidated investment products, net		(31.6)		0.1		(31.5)
Purchases		61.2		(0.2)		61.0
Sales		(0.1)		0.2		0.1
Transfers into Level 3		—		0.5		0.5
Transfers out of Level 3		(0.3)		—		(0.3)
Balance at June 30, 2023	**$**	**568.2**	**$**	**3.7**	**$**	**571.9**
Change in unrealized gains (losses) included in net income relating to assets held at June 30, 2023	$	(32.0)	$	0.1	$	(31.9)

(in millions) for the nine months ended June 30, 2023		Equity and Debt Securities		Real Estate		Loans		Total Level 3 Assets
Balance at October 1, 2022	$	555.8	$	268.6	$	239.4	$	1,063.8
Gains (losses) included in investment and other income of consolidated investment products, net		(56.3)		(9.0)		0.2		(65.1)
Purchases		83.7		86.1		58.4		228.2
Sales		(25.1)		—		—		(25.1)
Net (deconsolidations) consolidations		10.4		(345.7)		(292.6)		(627.9)
Transfers into Level 3		—		—		3.6		3.6
Transfers out of Level 3		(0.3)		—		(5.3)		(5.6)
Balance at June 30, 2023	**$**	**568.2**	**$**	**—**	**$**	**3.7**	**$**	**571.9**
Change in unrealized gains (losses) included in net income relating to assets held at June 30, 2023	$	(55.0)	$	—	$	0.1	$	(54.9)

Valuation techniques and significant unobservable inputs used in Level 3 fair value measurements were as follows:

(in millions) as of June 30, 2024		Fair Value	Valuation Technique	Significant Unobservable Inputs	Range (Weighted Average[1])
Equity and debt securities	$	253.0	Market pricing	Private sale pricing	\$0.01–\$1,000.00 (\$76.55) per share
				Discount for lack of marketability	8.2%–19.5% (9.0%)
		282.1	Market comparable companies	Enterprise value/ Revenue multiple	1.5–21.2 (13.1)
				Discount for lack of marketability	6.5%–16.1% (12.8%)
		42.9	Discounted cash flow	Discount rate	6.7%

(in millions) as of September 30, 2023		Fair Value	Valuation Technique	Significant Unobservable Inputs	Range (Weighted Average[1])
Equity and debt securities	$	346.0	Market pricing	Private sale pricing	\$0.01–\$1,000.00 (\$23.88) per share
				Discount for lack of marketability	21.9%
		238.9	Market comparable companies	Enterprise value/ Revenue multiple	11.4–13.5 (12.1)
				Discount for lack of marketability	11.2%–13.6% (12.2%)

1 Based on the relative fair value of the instruments.

If the relevant significant inputs used in the market-based valuations, other than discount for lack of marketability, were independently higher (lower) as of June 30, 2024, the resulting fair value of the assets would be higher (lower). If the relevant significant inputs used in the discounted cash flow, as well as the discount for lack of marketability used in the market-based valuations, were independently higher (lower) as of June 30, 2024, the resulting fair value of the assets would be lower (higher).

Financial instruments of CIPs that were not measured at fair value were as follows:

		June 30, 2024		September 30, 2023	
(in millions)	Fair Value Level	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Financial Asset					
Cash and cash equivalents	1	$ 219.2	$ 219.2	$ 363.7	$ 363.7
Financial Liabilities					
Debt of CLOs[1]	2 or 3	$ 9,607.7	$ 9,352.6	$ 8,210.0	$ 8,013.2
Other debt	2 or 3	30.0	30.0	21.8	8.6

1 Substantially all was Level 2.

Debt

Debt of CIPs consisted of the following:

	June 30, 2024		September 30, 2023	
(in millions)	Amount	Weighted-Average Effective Interest Rate	Amount	Weighted-Average Effective Interest Rate
Debt of CLOs	$ 9,607.7	7.44%	$ 8,210.0	7.12%
Other debt	30.0	4.19%	21.8	6.00%
Total	**$ 9,637.7**		**$ 8,231.8**	

The debt of CIPs had fixed and floating interest rates ranging from 0.25% to 15.76% at June 30, 2024, and from 2.39% to 15.49% at September 30, 2023. The floating rates were based on the Secured Overnight Financing Rate.

The contractual maturities for the debt of CIPs at June 30, 2024 were as follows:

(in millions) **for the fiscal years ending September 30,**	**Amount**
2024 (remainder of year)	$ 57.3
2025	68.8
2026	24.3
2027	—
2028	—
Thereafter	9,487.3
Total	**$ 9,637.7**

Collateralized Loan Obligations

The unpaid principal balance and fair value of the investments of CLOs were as follows:

(in millions)	June 30, 2024	September 30, 2023
Unpaid principal balance	$ 9,709.2	$ 8,317.5
Difference between unpaid principal balance and fair value	32.4	(120.7)
Fair Value	**$ 9,741.6**	**$ 8,196.8**

Investments 90 days or more past due were immaterial at June 30, 2024 and September 30, 2023.

The Company recognized $9.4 million and $39.9 million of net gains during the three and nine months ended June 30, 2024 and $ 6.5 million and $9.0 million of net gains during the three and nine months ended June 30, 2023, related to its own economic interests in the CLOs. The aggregate principal amount due of the debt of CLOs was $9,488.5 million and $8,281.5 million at June 30, 2024 and September 30, 2023.

Note 9 – Redeemable Noncontrolling Interests

Changes in redeemable noncontrolling interests were as follows:

(in millions)	2024			2023		
for the three months ended June 30,	CIPs	Minority Interests	Total	CIPs	Minority Interests	Total
Balance at beginning of period	$ 643.5	$ 610.4	$ 1,253.9	$ 445.6	$ 514.9	$ 960.5
Net income	30.8	12.2	43.0	10.5	16.3	26.8
Net subscriptions (distributions) and other	142.3	(26.8)	115.5	30.2	(11.2)	19.0
Net consolidations (deconsolidations)	(97.3)	—	(97.3)	104.6	—	104.6
Adjustment to fair value	—	(48.9)	(48.9)	—	(60.8)	(60.8)
Balance at End of Period	**$ 719.3**	**$ 546.9**	**$ 1,266.2**	**$ 590.9**	**$ 459.2**	**$ 1,050.1**

(in millions)	2024			2023		
for the nine months ended June 30,	CIPs	Minority Interests	Total	CIPs	Minority Interests	Total
Balance at beginning of period	$ 580.1	$ 446.0	$ 1,026.1	$ 942.2	$ 583.6	$ 1,525.8
Net income	60.6	34.7	95.3	68.5	40.0	108.5
Net subscriptions (distributions) and other	171.9	(42.7)	129.2	498.2	(58.9)	439.3
Net deconsolidations	(113.5)	—	(113.5)	(918.0)	—	(918.0)
Acquisition	20.2	—	20.2	—	—	—
Adjustment to fair value	—	108.9	108.9	—	(105.5)	(105.5)
Balance at End of Period	**$ 719.3**	**$ 546.9**	**$ 1,266.2**	**$ 590.9**	**$ 459.2**	**$ 1,050.1**

Note 10 – Nonconsolidated Variable Interest Entities

VIEs for which the Company is not the primary beneficiary consist of sponsored funds and other investment products in which the Company has an equity ownership interest. The Company's maximum exposure to loss from these VIEs consists of equity investments, investment management and other fee receivables as follows:

(in millions)	June 30, 2024	September 30, 2023
Investments	$ 1,021.9	$ 925.9
Receivables	209.9	206.1
Total	**$ 1,231.8**	**$ 1,132.0**

While the Company has no legal or contractual obligation to do so, it routinely makes cash investments in the course of launching sponsored funds. As it has done in the past, the Company also may voluntarily elect to provide its sponsored funds with additional direct or indirect financial support based on its business objectives. The Company did not provide financial or other support to its sponsored funds assessed as VIEs during the nine months ended June 30, 2024 or fiscal year 2023.

Note 11 – **Commitments and Contingencies**

Legal Proceedings

India Credit Fund Closure Matters. During the nine months ended June 30, 2024, there were no significant changes from the disclosure in the Form 10-K for the fiscal year ended September 30, 2023.

Other Litigation and Regulatory Matters. Following the launch of an internal investigation focusing on certain past trade allocations of treasury derivatives in select Western Asset Management ("WAM") managed accounts, WAM received notification of parallel investigations by the SEC and U.S. Department of Justice. The Company is cooperating with the investigations.

The Company is from time to time involved in other litigation relating to claims arising in the normal course of business. Management is of the opinion that the ultimate resolution of such claims will not materially affect the Company's business, financial position, results of operations or liquidity. In management's opinion, an adequate accrual has been made as of June 30, 2024 to provide for any probable losses that may arise from such matters for which the Company could reasonably estimate an amount.

Indemnifications and Guarantees

In the ordinary course of business or in connection with certain acquisition agreements, the Company enters into contracts that provide for indemnifications by the Company in certain circumstances. In addition, certain Company entities guarantee certain financial and performance-related obligations of various Franklin subsidiaries. The Company is also subject to certain legal requirements and agreements providing for indemnifications of directors, officers and personnel against liabilities and expenses they may incur under certain circumstances in connection with their service. The terms of these indemnities and guarantees vary pursuant to applicable facts and circumstances, and from agreement to agreement. Future payments for claims against the Company under these indemnities or guarantees could negatively impact the Company's financial condition. In management's opinion, no material loss was deemed probable or reasonably possible pursuant to such indemnification agreements and/or guarantees as of June 30, 2024.

Other Commitments and Contingencies

On November 1, 2023, the Company took possession of office space in New York City located at One Madison Avenue. At the time of possession, the Company recognized an operating lease right-of-use asset and a corresponding operating lease liability of $396.6 million. The lease agreement is over sixteen years with an aggregate expected commitment of $707.3 million and is part of a corporate initiative to consolidate existing office space in New York City.

At June 30, 2024, there were no other material changes in the other commitments and contingencies as reported in the Company's Annual Report on Form 10-K for fiscal year 2023.

Note 12 – Stock-Based Compensation

Stock and stock unit award activity was as follows:

(shares in thousands) for the nine months ended June 30, 2024	Time-Based Shares	Performance-Based Shares	Total Shares	Weighted-Average Grant-Date Fair Value
Nonvested balance at October 1, 2023	12,782	3,099	15,881	$ 23.09
Granted	11,909	627	12,536	25.86
Vested	(1,255)	(162)	(1,417)	23.86
Forfeited/canceled	(305)	(500)	(805)	22.11
Nonvested Balance at June 30, 2024	**23,131**	**3,064**	**26,195**	**$ 24.40**

Total unrecognized compensation expense related to nonvested stock and stock unit awards was $ 254.6 million at June 30, 2024. This expense is expected to be recognized over a remaining weighted-average vesting period of 2.0 years.

Note 13 – Investment and Other Income, Net

Investment and other income, net consisted of the following:

	Three Months Ended June 30,		Nine Months Ended June 30,	
(in millions)	2024	2023	2024	2023
Dividend and interest income	$ 39.8	$ 42.7	$ 132.6	$ 111.5
Gains (losses) on investments, net	(24.3)	13.8	17.3	62.3
Income (losses) from investments in equity method investees	41.0	(9.1)	122.3	43.5
Gains (losses) on derivatives, net	3.1	(5.1)	(11.5)	(19.4)
Rental income	11.1	11.1	32.8	35.1
Foreign currency exchange gains (losses), net	1.2	(6.6)	(7.5)	(40.2)
Other, net	2.6	3.0	14.2	7.5
Investment and other income, net	**$ 74.5**	**$ 49.8**	**$ 300.2**	**$ 200.3**

Net gains (losses) recognized on equity securities measured at fair value and trading debt securities that were held by the Company were $(6.9) million and $76.0 million for the three and nine months ended June 30, 2024 and $ 17.0 million and $95.7 million for the three and nine months ended June 30, 2023.

Note 14 - Subsequent Event

On July 15, 2024, the Company repaid all of the outstanding $ 250.0 million 3.950% senior notes due July 2024 issued by Legg Mason at the principal amount plus accrued and unpaid interest of $4.9 million.

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

FORWARD-LOOKING STATEMENTS

This Form 10-Q and the documents incorporated by reference herein may include forward-looking statements that reflect our current views with respect to future events, financial performance and market conditions. Such statements are provided under the "safe harbor" protection of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that do not relate solely to historical or current facts and generally can be identified by words or phrases written in the future tense and/or preceded by words such as "anticipate," "believe," "could," "depends," "estimate," "expect," "intend," "likely," "may," "plan," "potential," "seek," "should," "will," "would," or other similar words or variations thereof, or the negative thereof, but these terms are not the exclusive means of identifying such statements.

Forward-looking statements involve a number of known and unknown risks, uncertainties and other important factors that may cause actual results and outcomes to differ materially from any future results or outcomes expressed or implied by such forward-looking statements, including pandemic-related risks, market and volatility risks, investment performance and reputational risks, global operational risks, competition and distribution risks, third-party risks, technology and security risks, human capital risks, cash management risks, and legal and regulatory risks. The forward-looking statements contained in this Form 10-Q or that are incorporated by reference herein are qualified in their entirety by reference to the risks and uncertainties disclosed in this Form 10-Q and/or discussed under the headings "Risk Factors" and "Quantitative and Qualitative Disclosures About Market Risk" in our Annual Report on Form 10-K for the fiscal year ended September 30, 2023 ("fiscal year 2023").

While forward-looking statements are our best prediction at the time that they are made, you should not rely on them and are cautioned against doing so. Forward-looking statements are based on our current expectations and assumptions regarding our business, the economy and other possible future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. They are neither statements of historical fact nor guarantees or assurances of future performance. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them.

If a circumstance occurs after the date of this Form 10-Q that causes any of our forward-looking statements to be inaccurate, whether as a result of new information, future developments or otherwise, we undertake no obligation to announce publicly the change to our expectations, or to make any revision to our forward-looking statements, to reflect any change in assumptions, beliefs or expectations, or any change in events, conditions or circumstances upon which any forward-looking statement is based, unless required by law.

In this section, we discuss and analyze the results of operations and financial condition of Franklin Resources, Inc. ("Franklin") and its subsidiaries (collectively, the "Company"). The following discussion should be read in conjunction with our Annual Report on Form 10-K for fiscal year 2023 filed with the U.S. Securities and Exchange Commission (the "SEC"), and the consolidated financial statements and notes thereto included in subsequent filings on Form 10-Q and elsewhere in this Form 10-Q.

OVERVIEW

Franklin is a holding company with subsidiaries operating under our Franklin Templeton® and/or subsidiary brand names. We are a global investment management organization that derives operating revenues and net income from providing investment management and related services to investors in jurisdictions worldwide. We deliver our investment capabilities through a variety of investment products, which include our sponsored funds, as well as institutional and high-net-worth separate accounts, retail separately managed account programs, sub-advised products, and other investment vehicles. Related services include fund administration, sales and distribution, and shareholder servicing. We may perform services directly or through third parties. We offer our services and products under our various distinct brand names, including, but not limited to, Franklin®, Templeton®, Legg Mason®, Alcentra®, Benefit Street Partners®, Brandywine Global Investment Management®, Clarion Partners®, ClearBridge Investments®, Fiduciary Trust International™, Franklin Bissett®, Franklin Mutual Series®, K2®, Lexington Partners®, Martin Currie®, O'Shaughnessy® Asset Management, Putnam®, Royce® Investment Partners and Western Asset Management Company®. We offer a broad product mix of fixed income, equity, alternative, multi-asset and cash management asset classes and solutions that meet a wide variety of specific investment goals and needs for individual and institutional investors. We also provide sub-advisory services to certain investment products sponsored by other companies which may be sold to investors under the brand names of those other companies or on a co-branded basis.

The level of our revenues depends largely on the level and relative mix of assets under management ("AUM"). As noted in the "Risk Factors" section of our Annual Report on Form 10-K for the fiscal year 2023, the amount and mix of our AUM are subject to significant fluctuations that can negatively impact our revenues and income. The level of our revenues also depends on the fees charged for our services, which are based on contracts with our funds and customers, fund sales, and the number of shareholder transactions and accounts. These arrangements could change in the future.

During our third fiscal quarter, global equity markets provided positive returns, reflecting strong corporate earnings in certain sectors due to ongoing enthusiasm around artificial intelligence and expectations of an economic soft landing, although inflation remained a concern and expectations of interest rate reductions eased. The S&P 500 Index and MSCI World Index increased 4.3% and 2.8% for the quarter and 28.8% and 25.0% for the fiscal year to date. The Bloomberg Global Aggregate Index decreased 1.1% during the quarter, reflecting the shift in interest rate expectations, but increased 4.7% for the fiscal year to date, reflecting strong positive returns, in our first fiscal quarter.

Our total AUM at June 30, 2024 was $1,646.6 billion, 20% higher than at September 30, 2023 and 15% higher than at June 30, 2023. Monthly average AUM ("average AUM") for the three and nine months ended June 30, 2024 increased 15% and 10% from the same periods in the prior fiscal year.

On January 1, 2024, we acquired Putnam Investments ("Putnam"), a global asset management firm, from Great-West Lifeco Inc. ("Great-West").

The business and regulatory environments in which we operate globally remain complex, uncertain and subject to change. We are subject to various laws, rules and regulations globally that impose restrictions, limitations, registration, reporting and disclosure requirements on our business, and add complexity to our global compliance operations.

Uncertainties regarding the global economy remain for the foreseeable future. As we continue to confront the challenges of the current economic and regulatory environments, we remain focused on the investment performance of our products and on providing high quality service to our clients. We continuously perform reviews of our business model. While we remain focused on expense management, we will also seek to attract, retain and develop personnel and invest strategically in systems and technology that will provide a secure and stable environment. We will continue to seek to protect and further our brand recognition while developing and maintaining broker-dealer and client relationships. The success of these and other strategies may be influenced by the factors discussed in the "Risk Factors" section of our Annual Report on Form 10-K for the fiscal year 2023.

RESULTS OF OPERATIONS

	Three Months Ended June 30,		Percent	Nine Months Ended June 30,		Percent
(in millions, except per share data)	**2024**	**2023**	**Change**	**2024**	**2023**	**Change**
Operating revenues	$ 2,122.9	$ 1,969.0	8 %	$ 6,266.8	$ 5,863.3	7 %
Operating income	222.5	314.9	(29 %)	558.3	764.0	(27 %)
Operating margin[1]	10.5 %	16.0 %		8.9 %	13.0 %	
Net income attributable to Franklin Resources, Inc.	$ 174.0	$ 227.5	(24 %)	$ 549.5	$ 587.3	(6 %)
Diluted earnings per share	0.32	0.44	(27 %)	1.03	1.14	(10 %)
As adjusted (non-GAAP):[2]						
Adjusted operating income	$ 424.9	$ 476.8	(11 %)	$ 1,261.5	$ 1,312.1	(4 %)
Adjusted operating margin	25.7 %	30.5 %		26.0 %	29.0 %	
Adjusted net income	$ 326.4	$ 326.1	— %	$ 961.5	$ 905.2	6 %
Adjusted diluted earnings per share	0.60	0.63	(5 %)	1.81	1.76	3 %

1 Defined as operating income divided by operating revenues.

2 "Adjusted operating income," "adjusted operating margin," "adjusted net income" and "adjusted diluted earnings per share" are based on methodologies other than generally accepted accounting principles. See "Supplemental Non-GAAP Financial Measures" for definitions and reconciliations of these measures.

ASSETS UNDER MANAGEMENT

AUM by asset class was as follows:

(in billions)	June 30, 2024	June 30, 2023	Percent Change
Equity	$ 595.0	$ 458.0	30 %
Fixed Income	564.5	505.1	12 %
Alternative	254.5	257.2	(1 %)
Multi-Asset	168.1	148.3	13 %
Cash Management	64.5	62.9	3 %
Total	**$ 1,646.6**	**$ 1,431.5**	**15 %**

Average AUM and the mix of average AUM by asset class are shown below.

(in billions)	Average AUM		Percent	Mix of Average AUM	
for the three months ended June 30,	**2024**	**2023**	**Change**	**2024**	**2023**
Equity	$ 584.0	$ 442.8	32 %	36 %	31 %
Fixed Income	564.8	507.1	11 %	34 %	36 %
Alternative	255.4	257.5	(1 %)	16 %	18 %
Multi-Asset	165.3	146.3	13 %	10 %	10 %
Cash Management	63.1	65.9	(4 %)	4 %	5 %
Total	**$ 1,632.6**	**$ 1,419.6**	**15 %**	**100 %**	**100 %**

(in billions)	Average AUM		Percent	Mix of Average AUM	
for the nine months ended June 30,	**2024**	**2023**	**Change**	**2024**	**2023**
Equity	$ 521.6	$ 431.8	21 %	34 %	31 %
Fixed Income	534.8	500.4	7 %	35 %	36 %
Alternative	255.7	250.6	2 %	17 %	18 %
Multi-Asset	157.3	143.1	10 %	10 %	10 %
Cash Management	63.7	70.2	(9 %)	4 %	5 %
Total	**$ 1,533.1**	**$ 1,396.1**	**10 %**	**100 %**	**100 %**

Components of the change in AUM are shown below. Net market change, distributions and other includes appreciation (depreciation), distributions to investors that represent return on investments and return of capital, and foreign exchange revaluation.

	Three Months Ended June 30,		Percent	Nine Months Ended June 30,		Percent
(in billions)	2024	2023	Change	2024	2023	Change
Beginning AUM	$ 1,644.7	$ 1,422.1	16 %	$ 1,374.2	$ 1,297.4	6 %
Long-term inflows	82.7	67.4	23 %	236.5	199.7	18 %
Long-term outflows	(85.9)	(67.2)	28 %	(237.8)	(214.1)	11 %
Long-term net flows	(3.2)	0.2	NM	(1.3)	(14.4)	(91 %)
Cash management net flows	3.0	(7.3)	NM	2.9	5.9	(51 %)
Total net flows	(0.2)	(7.1)	(97 %)	1.6	(8.5)	NM
Acquisition	—	—	NM	148.3	34.9	NM
Net market change, distributions and other	2.1	16.5	(87 %)	122.5	107.7	14 %
Ending AUM	**$ 1,646.6**	**$ 1,431.5**	**15 %**	**$ 1,646.6**	**$ 1,431.5**	**15 %**

Components of the change in AUM by asset class were as follows:

(in billions)

for the three months ended June 30, 2024	**Equity**	**Fixed Income**	**Alternative**	**Multi-Asset**	**Cash Management**	**Total**
AUM at April 1, 2024	$ 592.7	$ 571.4	$ 255.5	$ 163.4	$ 61.7	$ 1,644.7
Long-term inflows	32.0	37.4	3.4	9.9	—	82.7
Long-term outflows	(33.6)	(42.2)	(2.0)	(8.1)	—	(85.9)
Long-term net flows	(1.6)	(4.8)	1.4	1.8	—	(3.2)
Cash management net flows	—	—	—	—	3.0	3.0
Total net flows	(1.6)	(4.8)	1.4	1.8	3.0	(0.2)
Net market change, distributions and other	3.9	(2.1)	(2.4)	2.9	(0.2)	2.1
AUM at June 30, 2024	**$ 595.0**	**$ 564.5**	**$ 254.5**	**$ 168.1**	**$ 64.5**	**$ 1,646.6**

AUM increased $1.9 billion during the three months ended June 30, 2024 due to $3.0 billion of cash management net inflows and the positive impact of $2.1 billion of net market change, distributions and other, partially offset by $3.2 billion of long-term net outflows, which include $3.6 billion of long-term reinvested distributions. Net market change, distributions and other primarily consists of $14.5 billion of market appreciation, partially offset by $9.7 billion of long-term distributions and a $2.7 billion decrease from foreign exchange revaluation. The market appreciation occurred in all asset classes, most significantly in the multi-asset and equity asset classes and reflected positive returns in the global equity markets. Foreign exchange revaluation from AUM in products that are not U.S. dollar denominated was primarily due to a stronger U.S. dollar compared to the Japanese Yen, Brazilian Real, Euro and Canadian dollar, partially offset by a weaker U.S. dollar compared to the Australian dollar.

AUM increased $215.1 billion or 15%, as compared to the prior year period, primarily due to the acquisition of Putnam. Long-term inflows increased 23% to $82.7 billion, driven by higher inflows in fixed income institutional separate accounts and equity fund vehicles and institutional and retail separate accounts, partially offset by lower inflows in alternative private fund vehicles. Long-term outflows increased 28% to $85.9 billion driven by higher redemptions in fixed income and equity open end funds and institutional and retail separate accounts.

(in billions)

for the three months ended June 30, 2023	**Equity**	**Fixed Income**	**Alternative**	**Multi-Asset**	**Cash Management**	**Total**
AUM at April 1, 2023	$ 437.1	$ 510.1	$ 258.2	$ 146.1	$ 70.6	$ 1,422.1
Long-term inflows	23.0	26.5	7.3	10.6	—	67.4
Long-term outflows	(26.0)	(29.6)	(3.3)	(8.3)	—	(67.2)
Long-term net flows	(3.0)	(3.1)	4.0	2.3	—	0.2
Cash management net flows	—	—	—	—	(7.3)	(7.3)
Total net flows	(3.0)	(3.1)	4.0	2.3	(7.3)	(7.1)
Net market change, distributions and other	23.9	(1.9)	(5.0)	(0.1)	(0.4)	16.5
AUM at June 30, 2023	**$ 458.0**	**$ 505.1**	**$ 257.2**	**$ 148.3**	**$ 62.9**	**$ 1,431.5**

AUM increased $9.4 billion or 1% during the three months ended June 30, 2023 due to the positive impact of $16.5 billion of net market change, distributions and other and $0.2 billion of long-term net inflows (which includes $3.5 billion of long-term reinvested distributions), partially offset by $7.3 billion of cash management net outflows. Long-term net inflows included $3.2 billion from a low-fee equity mandate. Net market change, distributions and other primarily consists of $24.4 billion of market appreciation and a $0.1 billion increase from foreign exchange revaluation, partially offset by $8.0 billion of long-term distributions. The market appreciation occurred in all asset classes with the exception of the alternative asset class, most significantly in the equity asset class, reflecting positive returns in the global equity markets.

AUM increased $51.7 billion or 4%, as compared to the fiscal year 2022 period. Long-term inflows decreased 13% to $67.4 billion, driven by lower inflows in fixed income, equity, and multi-asset open end funds, fixed income institutional separate accounts, multi-asset sub-advised mutual funds, and equity retail separate accounts, partially offset by higher inflows for multi-asset institutional separate accounts, alternative private funds, and equity sub-advised mutual funds. Long-term outflows decreased 31% to $67.2 billion driven by lower redemptions in fixed income and equity open end funds, fixed income and equity institutional separate accounts, multi-asset sub-advised mutual funds, and equity and fixed income retail separate accounts, partially offset by higher redemptions for multi-asset institutional separate accounts.

(in billions)

for the nine months ended June 30, 2024	Equity	Fixed Income	Alternative	Multi-Asset	Cash Management	Total
AUM at October 1, 2023	$ 430.4	$ 483.1	$ 254.9	$ 145.0	$ 60.8	$ 1,374.2
Long-term inflows	86.5	109.5	12.7	27.8	—	236.5
Long-term outflows	(93.2)	(114.4)	(7.6)	(22.6)	—	(237.8)
Long-term net flows	(6.7)	(4.9)	5.1	5.2	—	(1.3)
Cash management net flows	—	—	—	—	2.9	2.9
Total net flows	(6.7)	(4.9)	5.1	5.2	2.9	1.6
Acquisition	81.3	59.3	0.7	5.8	1.2	148.3
Net market change, distributions and other	90.0	27.0	(6.2)	12.1	(0.4)	122.5
AUM at June 30, 2024	**$ 595.0**	**$ 564.5**	**$ 254.5**	**$ 168.1**	**$ 64.5**	**$ 1,646.6**

AUM increased $272.4 billion, or 20%, during the nine months ended June 30, 2024 due to $148.3 billion from the acquisition of Putnam, the positive impact of $122.5 billion of net market change, distributions and other and $2.9 billion of cash management net inflows, partially offset by $1.3 billion of long-term net outflows, which include $17.5 billion of long-term reinvested distributions. Net market change, distributions and other primarily consists of $160.7 billion of market appreciation, partially offset by $36.9 billion of long-term distributions and a $1.3 billion decrease from foreign exchange revaluation. The market appreciation occurred in all asset classes, most significantly in the equity and fixed income asset classes and reflected positive returns in the global equity and fixed income markets.

Long-term inflows increased 18% to $236.5 billion, as compared to the prior year period, driven by higher inflows in equity and multi-asset open end funds and separately managed accounts, fixed income institutional separate accounts, investment trusts, and subadvised mutual funds, partially offset by lower inflows in alternative private fund vehicles. Long-term outflows increased 11% to $237.8 billion due to higher outflows in equity open end funds and fixed income institutional separate accounts and investment trusts.

(in billions)

for the nine months ended June 30, 2023	Equity	Fixed Income	Alternative	Multi-Asset	Cash Management	Total
AUM at October 1, 2022	$ 392.3	$ 490.9	$ 225.1	$ 131.5	$ 57.6	$ 1,297.4
Long-term inflows	67.3	86.5	18.7	27.2	—	199.7
Long-term outflows	(78.3)	(101.1)	(13.7)	(21.0)	—	(214.1)
Long-term net flows	(11.0)	(14.6)	5.0	6.2	—	(14.4)
Cash management net flows	—	—	—	—	5.9	5.9
Total net flows	(11.0)	(14.6)	5.0	6.2	5.9	(8.5)
Acquisition	—	—	34.9	—	—	34.9
Net market change, distributions and other	76.7	28.8	(7.8)	10.6	(0.6)	107.7
AUM at June 30, 2023	**$ 458.0**	**$ 505.1**	**$ 257.2**	**$ 148.3**	**$ 62.9**	**$ 1,431.5**

AUM increased $134.1 billion, or 10%, during the nine months ended June 30, 2023 due to the positive impact of $107.7 billion of net market change, distributions and other, $34.9 billion from an acquisition, and $5.9 billion of cash management net inflows, partially offset by $14.4 billion of long-term net outflows. Net market change, distributions and other primarily consists of $131.0 billion of market appreciation, a $9.8 billion increase from foreign exchange revaluation, partially offset by $33.1 billion of long-term distributions. The market appreciation occurred in all asset classes with the exception of the alternative asset class, most significantly in the equity and fixed income asset classes and reflected positive returns in the global equity and fixed income markets. Foreign exchange revaluation from AUM in products that are not U.S. dollar denominated was primarily due to a weaker U.S. dollar compared to the Euro, Pound Sterling, Brazilian Real and Australian dollar.

Long-term inflows decreased 23% to $199.7 billion, as compared to the fiscal year 2022 period, driven by lower inflows in equity and fixed income open end funds, fixed income institutional separate accounts, and equity retail separate accounts. Decreased inflows for open end mutual funds include the impact of lower reinvested distributions, which were $18.0 billion in the current year period, as compared to $29.5 billion in the prior year period. Long-term outflows decreased 20% to $214.1 billion due to lower outflows in fixed income and equity open end funds, multi-asset sub-advised mutual funds, fixed income and equity institutional separate accounts, and equity retail separate accounts.

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AUM by sales region was as follows:

(in billions)	June 30, 2024	June 30, 2023	Percent Change
United States	$ 1,155.0	$ 1,026.0	13 %
International			
Europe, Middle East and Africa[1]	205.8	170.6	21 %
Asia-Pacific	174.1	121.0	44 %
Americas, excl. U.S.	111.7	113.9	(2 %)
Total international	491.6	405.5	21 %
Total	**$ 1,646.6**	**$ 1,431.5**	**15 %**

1 Effective October 1, 2023, India region is included in Europe, Middle East and Africa.

Investment Performance Overview

A key driver of our overall success is the long-term investment performance of our investment products. A measure of the performance of these products is the percentage of AUM exceeding peer group medians and benchmarks. We compare the relative performance of our mutual funds against peers, and of our strategy composites against benchmarks.

The performance of our mutual fund products against peer group medians and of our strategy composites against benchmarks is presented in the table below.

	Peer Group Comparison[1] % of Mutual Fund AUM in Top Two Peer Group Quartiles				Benchmark Comparison[2] % of Strategy Composite AUM Exceeding Benchmark			
as of June 30, 2024	**1-Year**	**3-Year**	**5-Year**	**10-Year**	**1-Year**	**3-Year**	**5-Year**	**10-Year**
Equity	52 %	52 %	44 %	61 %	45 %	40 %	41 %	51 %
Fixed Income	59 %	57 %	53 %	69 %	50 %	51 %	61 %	93 %
Total AUM[3]	48 %	60 %	43 %	56 %	53 %	49 %	52 %	70 %

1 Mutual fund performance is sourced from Morningstar and measures the percent of ranked AUM in the top two quartiles versus peers. Total mutual fund AUM measured for the 1-, 3-, 5- and 10-year periods represents 38%, 37%, 37% and 35% of our total AUM as of June 30, 2024.

2 Strategy composite performance measures the percent of composite AUM beating its benchmark. The benchmark comparisons are based on each account's/composite's (strategy composites may include retail separately managed accounts and mutual fund assets managed as part of the same strategy) return as compared to a market index that has been selected to be generally consistent with the asset class of the account/composite. Total strategy composite AUM measured for the 1-, 3-, 5- and 10-year periods represents 54%, 54%, 53% and 49% of our total AUM as of June 30, 2024.

3 Total mutual fund AUM includes performance of our alternative and multi-asset funds, and total strategy composite AUM includes performance of our alternative composites. Alternative and multi-asset AUM represent 16% and 10% of our total AUM at June 30, 2024.

Mutual fund performance data includes U.S. and cross-border domiciled mutual funds and exchange-traded funds, excludes cash management and fund of funds, and assumes the reinvestment of dividends.

Past performance is not indicative of future results. For strategy composite AUM included in institutional and retail separately managed accounts and investment funds managed in the same strategy as separate accounts, performance comparisons are based on gross-of-fee performance. For investment funds which are not managed in a separate account format, performance comparisons are based on net-of-fee performance. These performance comparisons do not reflect the actual performance of any specific separate account or investment fund; individual separate account and investment fund performance may differ. The information in this presentation is provided solely for use in connection with this document, and is not directed toward existing or potential clients of Franklin.

OPERATING REVENUES

The table below presents the percentage change in each operating revenue category.

(in millions)	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Percent Change	Nine Months Ended June 30, 2024	Nine Months Ended June 30, 2023	Percent Change
Investment management fees	$ 1,689.9	$ 1,613.4	5 %	$ 5,056.0	$ 4,818.5	5 %
Sales and distribution fees	358.3	304.0	18 %	1,013.0	897.3	13 %
Shareholder servicing fees	61.8	38.8	59 %	162.3	115.5	41 %
Other	12.9	12.8	1 %	35.5	32.0	11 %
Total Operating Revenues	**$ 2,122.9**	**$ 1,969.0**	**8 %**	**$ 6,266.8**	**$ 5,863.3**	**7 %**

Investment Management Fees

Investment management fees increased $76.5 million and $237.5 million for the three and nine months ended June 30, 2024 primarily due to a 15% and 10% increase in average AUM, partially offset by a decrease in performance fees and lower catch-up fees recognized at the closing of fundraising rounds in a secondary private equity fund, which ended in January 2024. The increases in average AUM primarily occurred in the equity, fixed income and multi-asset asset classes, driven by the acquisition of Putnam.

Our effective investment management fee rate excluding performance fees (annualized investment management fees excluding performance fees divided by average AUM) was 40.2 and 41.4 basis points for the three and nine months ended June 30, 2024, as compared to 42.0 and 41.9 basis points for the same periods in the prior fiscal year. The rate decreases were primarily due to lower catch-up fees recognized at the closing of fundraising rounds in a secondary private equity fund, which ended in January 2024, and increased AUM in lower fee products, including those from the acquisition of Putnam.

Performance fees were $56.6 million and $308.2 million for the three and nine months ended June 30, 2024, and $125.9 million and $446.1 million for the same periods in the prior fiscal year. The decrease for both periods was primarily due to lower performance fees earned by certain of our alternative specialist investment managers, and decreases of $11.6 million and $77.1 million in performance fees earned by Lexington Partners L.P. ("Lexington"), which were passed through as compensation expense per the terms of the acquisition agreement.

Sales and Distribution Fees

Sales and distribution fees by revenue driver are presented below.

(in millions)	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Percent Change	Nine Months Ended June 30, 2024	Nine Months Ended June 30, 2023	Percent Change
Asset-based fees	$ 294.6	$ 251.0	17 %	$ 832.1	$ 743.7	12 %
Sales-based fees	63.7	53.0	20 %	180.9	153.6	18 %
Sales and Distribution Fees	**$ 358.3**	**$ 304.0**	**18 %**	**$ 1,013.0**	**$ 897.3**	**13 %**

Asset-based distribution fees increased $43.6 million and $88.4 million for the three and nine months ended June 30, 2024 primarily due to revenue earned by Putnam subsequent to the acquisition and increases of 4% and 3% in the related average AUM, excluding the impact of Putnam.

Sales-based fees increased $10.7 million and $27.3 million for the three and nine months ended June 30, 2024 primarily due to increases of 6% and 10% in commissionable sales and sales-based revenue earned by Putnam subsequent to the acquisition.

Shareholder Servicing Fees

Shareholder servicing fees increased $23.0 million and $46.8 million for the three and nine months ended June 30, 2024 primarily due to fees earned by Putnam subsequent to the acquisition, partially offset by the impact of a change in fee structure for certain U.S. sponsored funds.

OPERATING EXPENSES

The table below presents the percentage change in each operating expense category.

	Three Months Ended June 30,		Percent	Nine Months Ended June 30,		Percent
(in millions)	2024	2023	Change	2024	2023	Change
Compensation and benefits	$ 893.8	$ 841.2	6 %	$ 2,890.3	$ 2,667.7	8 %
Sales, distribution and marketing	481.1	406.8	18 %	1,366.2	1,202.0	14 %
Information systems and technology	156.6	127.3	23 %	442.7	376.7	18 %
Occupancy	104.8	56.9	84 %	247.7	171.1	45 %
Amortization of intangible assets	84.0	85.4	(2 %)	254.4	254.6	0 %
General, administrative and other	180.1	136.5	32 %	507.2	427.2	19 %
Total Operating Expenses	**$ 1,900.4**	**$ 1,654.1**	**15 %**	**$ 5,708.5**	**$ 5,099.3**	**12 %**

The Putnam acquisition had a significant impact on operating expenses in the three and nine months ended June 30, 2024; however, due to the ongoing integration of the combined businesses, it is not practicable to separately quantify the impact of the legacy Putnam business.

Compensation and Benefits

The components of compensation and benefits expenses are presented below.

	Three Months Ended June 30,		Percent	Nine Months Ended June 30,		Percent
(in millions)	2024	2023	Change	2024	2023	Change
Salaries, wages and benefits	$ 425.0	$ 373.9	14 %	$ 1,249.7	$ 1,131.6	10 %
Incentive compensation	396.3	400.0	(1 %)	1,205.1	1,150.1	5 %
Acquisition-related retention[1]	43.7	21.3	105 %	217.3	108.1	101 %
Acquisition-related performance fee pass through[1]	—	11.6	(100 %)	87.0	164.1	(47 %)
Other[1,2]	28.8	34.4	(16 %)	131.2	113.8	15 %
Compensation and Benefits Expenses	**$ 893.8**	**$ 841.2**	**6 %**	**$ 2,890.3**	**$ 2,667.7**	**8 %**

[1] See “Supplemental Non-GAAP Financial Measures” for additional information.

[2] Includes impact of gains and losses on investments related to deferred compensation plans, which is offset in investment and other income (losses), net; minority interests in certain subsidiaries, which is offset in net income (loss) attributable to redeemable noncontrolling interests; and special termination benefits.

Salaries, wages and benefits increased $51.1 million and $118.1 million for the three and nine months ended June 30, 2024, primarily due to higher headcount as a result of the acquisition of Putnam and annual salary increases, partially offset by the impact of other headcount reductions.

Incentive compensation remained flat for the three months ended June 30, 2024 and increased $55.0 million for the nine months ended June 30, 2024 primarily due to the acquisition of Putnam, an increase in expense for deferred compensation awards, and higher bonus expense based on expectations of our annual performance, partially offset by lower incentive compensation at specialist investment managers.

Acquisition-related retention expenses increased $22.4 million and $109.2 million for the three and nine months ended June 30, 2024 primarily due to higher costs associated with recent acquisitions.

Acquisition-related performance fee pass through expenses decreased $11.6 million and $77.1 million for the three and nine months ended June 30, 2024, due to lower performance fees earned by Lexington.

Other compensation and benefits decreased $5.6 million for the three months ended June 30, 2024, primarily due to lower net market gains of deferred compensation plans, partially offset by an increase in special termination benefits; and increased $17.4 million for the nine months ended June 30, 2024, primarily due to an increase in special termination benefits and higher net market gains on investments related to our deferred compensation plans. Special termination benefits increased $4.5 million and $8.9 million for the three and nine months ended June 30, 2024 primarily due to the acquisition of Putnam, partially offset by costs associated with workforce optimization initiatives in the prior year. Compensation expense related to minority interests decreased $1.8 million for the three months ended June 30, 2024 and remained flat for the nine months ended June 30, 2024.

We expect to incur additional acquisition-related retention expenses of approximately $60 million during the remainder of the current fiscal year, and annual amounts beginning at approximately $190 million in the fiscal year ending September 30, 2025 and decreasing over the following two fiscal years by approximately $20 million and $80 million. At June 30, 2024, our global workforce increased to approximately 10,300 employees from approximately 9,300 at June 30, 2023, primarily due to the acquisition of Putnam.

Sales, Distribution and Marketing

Sales, distribution and marketing expenses by cost driver are presented below.

	Three Months Ended June 30,		Percent	Nine Months Ended June 30,		Percent
(in millions)	**2024**	**2023**	**Change**	**2024**	**2023**	**Change**
Asset-based expenses	$ 405.9	$ 344.0	18 %	$ 1,152.1	$ 1,018.9	13 %
Sales-based expenses	60.2	50.6	19 %	170.8	145.9	17 %
Amortization of deferred sales commissions	15.0	12.2	23 %	43.3	37.2	16 %
Sales, Distribution and Marketing	**$ 481.1**	**$ 406.8**	**18 %**	**$ 1,366.2**	**$ 1,202.0**	**14 %**

Asset-based expenses increased $61.9 million and $133.2 million for the three and nine months ended June 30, 2024 primarily due to expenses incurred by Putnam subsequent to the acquisition, increases of 4% and 3% in the related average AUM, excluding the impact of Putnam, and higher marketing support fees. Distribution expenses are generally not directly correlated with distribution fee revenues due to certain fee structures that do not provide full recovery of distribution costs.

Sales-based expenses increased $9.6 million and $24.9 million for the three and nine months ended June 30, 2024 primarily due to increases of 6% and 10% in commissionable sales and sales-based expenses incurred by Putnam subsequent to the acquisition.

Occupancy

Occupancy expenses increased $47.9 million and $76.6 million for the three and nine months ended June 30, 2024, driven by impairment of the right of use asset related to vacated office space and new leased office space located at One Madison Avenue, primarily associated with an initiative to consolidate our office space in New York City, and expenses incurred by Putnam subsequent to the acquisition.

Information Systems and Technology

Information systems and technology expenses increased $29.3 million and $66.0 million for the three and nine months ended June 30, 2024, primarily due to expenses incurred by Putnam subsequent to the acquisition, higher outsourced data services and software costs.

Amortization of Intangible Assets

Amortization of intangible assets decreased $1.4 million and $0.2 million for the three and nine months ended June 30, 2024, primarily due to the net effect of intangible assets which became fully amortized during the period, partially offset by the amortization of intangible assets recognized as part of the acquisition of Putnam and, for the nine month period, Alcentra.

General, Administrative and Other

General, administrative and other operating expenses increased $43.6 million and $80.0 million for the three and nine months ended June 30, 2024, primarily due to the acquisition of Putnam, increases of $14.6 million and $31.3 million in professional fees, and increases of $5.7 million and $15.0 million in travel and entertainment expenses due to higher activity levels. These increases were partially offset by decreases of $4.4 million and $14.1 million in fund-related expenses.

OTHER INCOME (EXPENSES)

Other income (expenses) consisted of the following:

(in millions)	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Percent Change	Nine Months Ended June 30, 2024	Nine Months Ended June 30, 2023	Percent Change
Investment and other income, net	$ 74.5	$ 49.8	50 %	$ 300.2	$ 200.3	50 %
Interest expense	(25.7)	(34.9)	(26 %)	(72.2)	(99.3)	(27 %)
Investment and other income of consolidated investment products, net	37.6	1.7	NM	103.7	75.3	38 %
Expenses of consolidated investment products	(8.8)	(0.8)	NM	(20.6)	(15.7)	31 %
Other Income, Net	**$ 77.6**	**$ 15.8**	**391 %**	**$ 311.1**	**$ 160.6**	**94 %**

Investment and other income, net increased $24.7 million for the three months ended June 30, 2024, primarily due to income from equity method investees and net foreign currency gains as compared to losses in the prior year quarter, partially offset by losses on investments, as compared to gains in the prior year quarter. Investment and other income, net increased $99.9 million for the nine months ended June 30, 2024, primarily due to higher net income from equity method investees, lower net foreign currency exchange losses, and higher dividend and interest income, partially offset by lower gains on investments.

Investments held by the Company generated net losses of $24.3 million and net gains of $17.3 million in the three and nine months ended June 30, 2024, as compared to net gains of $13.8 million and $62.3 million for the three and nine months ended June 30, 2023. The net losses in the three months ended June 30, 2024 were primarily from investments in nonconsolidated funds and separate accounts, and investments measured at cost adjusted for observable price changes, while the net gains in the prior year period were primarily from investments in nonconsolidated funds and separate accounts, and assets invested for deferred compensation plans. The net gains in the nine months ended June 30, 2024 were primarily from assets invested for deferred compensation plans, partially offset by losses on investments measured at cost adjusted for observable price changes, while the net gains in the prior year were primarily from investments in nonconsolidated funds and separate accounts, and assets invested for deferred compensation plans.

Equity method investees generated income of $41.0 million and $122.3 million for the three and nine months ended June 30, 2024, as compared to losses of $9.1 million and income of $43.5 million in the prior year. The income for the three months ended June 30, 2024 was largely related to various global alternative funds, while the losses in the prior year period were primarily due to a $7.5 million other-than-temporary impairment of an equity method investment. The income in the nine months ended June 30, 2024 was largely related to various global alternative and equity funds, while the income in the prior year was largely related to various global alternative, equity and fixed income funds.

Net foreign currency exchange gains (losses), net were gains of $1.2 million for the three months ended June 30, 2024 and losses of $7.5 million for the nine months ended June 30, 2024, as compared to net losses of $6.6 million and $40.2 million for the three and nine months ended June 30, 2023. The U.S. dollar strengthened against the Euro and weakened less against the British Pound in the three months ended June 30, 2024, which resulted in net foreign exchange gains on cash and cash equivalents denominated in U.S. dollars held by our European subsidiaries, as compared to losses in the prior year period. The U.S. dollar weakened less in the nine month period against the Euro and British Pound, which resulted in lower foreign exchange losses on cash and cash equivalents denominated in U.S. dollars held by our European subsidiaries.

Dividend and interest income decreased $2.9 million for the three months ended June 30, 2024, primarily due to lower average balances, partially offset by higher yields. Dividend and interest income increased $21.1 million for the nine months ended June 30, 2024, primarily due to higher yields.

Interest expense decreased $9.2 million and $27.1 million for the three and nine months ended June 30, 2024 primarily due to interest expense recognized in the prior year periods on our term loan that was terminated on July 25, 2023 and a decrease in interest recognized on tax reserves.

Investments held by consolidated investment products ("CIPs") generated investment gains and other income of $37.6 million and $103.7 million in the three and nine months ended June 30, 2024, largely related to gains on holdings of various funds. Investments held by CIPs generated investment gains and other income of $1.7 million and $75.3 million in the three and nine months ended June 30, 2023, largely related to gains on holdings of various equity and fixed income funds, substantially offset by losses on holdings of various alternative funds.

Expenses of CIPs increased $8.0 million and $4.9 million for the three and nine months ended June 30, 2024, due to activity of the funds.

Our cash, cash equivalents and investments portfolio by asset class and accounting classification at June 30, 2024, excluding third-party assets of CIPs, was as follows:

	Accounting Classification[1]					
(in millions)	**Cash and Cash Equivalents**	**Investments at Fair Value**	**Equity Method Investments**	**Other Investments**	**Direct Investments in CIPs**	**Total**
Cash and Cash Equivalents	$ 3,378.5	$ —	$ —	$ —	$ —	$ 3,378.5
Investments						
Alternative	—	222.6	930.8	94.6	660.3	1,908.3
Equity	—	365.2	229.4	146.2	165.1	905.9
Fixed Income	—	87.2	63.8	36.1	262.4	449.5
Multi-Asset	—	45.4	3.2	—	153.2	201.8
Total investments	—	720.4	1,227.2	276.9	1,241.0	3,465.5
Total Cash and Cash Equivalents and Investments[2, 3]	**$ 3,378.5**	**$ 720.4**	**$ 1,227.2**	**$ 276.9**	**$ 1,241.0**	**$ 6,844.0**

1 See Note 1 – Significant Accounting Policies in the notes to consolidated financial statements in Item 8 of Part II of our Annual Report on Form 10-K for fiscal year 2023 for information on investment accounting classifications.

2 Total cash and cash equivalents and investments includes $4,188.8 million maintained for operational activities, including investments in sponsored funds and other products, and $458.7 million necessary to comply with regulatory requirements.

3 Total cash and cash equivalents and investments includes approximately $370 million attributable to employee-owned and other third-party investments made through partnerships which are offset in nonredeemable noncontrolling interests, $286.1 million of investments that are subject to long-term repurchase agreements and other net financing arrangements, and $440.3 million of cash and investments related to deferred compensation plans.

TAXES ON INCOME

Our effective income tax rate was 22.7% and 23.7% for the three and nine months ended June 30, 2024, as compared to 25.4% and 25.7% for the three and nine months ended June 30, 2023. The rate decrease for the three month period was primarily due to state tax provision to return adjustments in the prior year period and activity of CIPs for which there is no related tax impact, partially offset by benefits in the prior year from the release of valuation allowances for capital losses. The rate decrease for the nine month period was primarily due to state tax provision to return adjustments and tax benefits from stock-based compensation.

Our effective income tax rate reflects the relative contributions of earnings in the jurisdictions in which we operate, which have varying tax rates. Changes in our pre-tax income mix, tax rates or tax legislation in such jurisdictions may affect our effective income tax rate and net income.

SUPPLEMENTAL NON-GAAP FINANCIAL MEASURES

As supplemental information, we are providing performance measures for "adjusted operating income," "adjusted operating margin," "adjusted net income" and "adjusted diluted earnings per share," each of which is based on methodologies other than generally accepted accounting principles ("non-GAAP measures"). Management believes these non-GAAP measures are useful indicators of our financial performance and may be helpful to investors in evaluating our relative performance against industry peers.

"Adjusted operating income," "adjusted operating margin," "adjusted net income" and "adjusted diluted earnings per share" are defined below, followed by reconciliations of operating income, operating margin, net income attributable to Franklin Resources, Inc. and diluted earnings per share on a U.S. GAAP basis to these non-GAAP measures. Non-GAAP measures should not be considered in isolation from, or as substitutes for, any financial information prepared in accordance with U.S. GAAP, and may not be comparable to other similarly titled measures of other companies. Additional reconciling items may be added in the future to these non-GAAP measures if deemed appropriate.

Adjusted Operating Income

We define adjusted operating income as operating income adjusted to exclude the following:

- Elimination of operating revenues upon consolidation of investment products.
- Acquisition-related items:
  - Acquisition-related retention compensation.
  - Other acquisition-related expenses including professional fees, technology costs and fair value adjustments related to contingent consideration assets and liabilities.
  - Amortization of intangible assets.
  - Impairment of intangible assets and goodwill, if any.
- Special termination benefits related to workforce optimization initiatives related to past acquisitions and certain initiatives undertaken by the Company.
- Impact on compensation and benefits expense from gains and losses on investments related to deferred compensation plans, which is offset in investment and other income (losses), net.
- Impact on compensation and benefits expense related to minority interests in certain subsidiaries, which is offset in net income (loss) attributable to redeemable noncontrolling interests.

Adjusted Operating Margin

We calculate adjusted operating margin as adjusted operating income divided by adjusted operating revenues. We define adjusted operating revenues as operating revenues adjusted to exclude the following:

- Elimination of operating revenues upon consolidation of investment products.
- Acquisition-related performance-based investment management fees which are passed through as compensation and benefits expense.
- Sales and distribution fees and a portion of investment management fees allocated to cover sales, distribution and marketing expenses paid to the financial advisers and other intermediaries who sell our funds on our behalf.

Adjusted Net Income and Adjusted Diluted Earnings Per Share

We define adjusted net income as net income attributable to Franklin Resources, Inc. adjusted to exclude the following:

- Activities of CIPs.

- Acquisition-related items:
    - Acquisition-related retention compensation.
    - Other acquisition-related expenses including professional fees, technology costs and fair value adjustments related to contingent consideration assets and liabilities.
    - Amortization of intangible assets.
    - Impairment of intangible assets and goodwill, if any.
    - Write off of noncontrolling interests related to the wind down of an acquired business.
    - Interest expense for amortization of Legg Mason debt premium from acquisition-date fair value adjustment.
- Special termination benefits related to workforce optimization initiatives related to past acquisitions and certain initiatives undertaken by the Company.
- Net gains or losses on investments related to deferred compensation plans which are not offset by compensation and benefits expense.
- Net compensation and benefits expense related to minority interests in certain subsidiaries not offset by net income (loss) attributable to redeemable noncontrolling interests.
- Unrealized investment gains and losses.
- Net income tax expense of the above adjustments based on the respective blended rates applicable to the adjustments.

We define adjusted diluted earnings per share as diluted earnings per share adjusted to exclude the per share impacts of the adjustments applied to net income in calculating adjusted net income.

In calculating our non-GAAP measures, we adjust for the impact of CIPs because it is not considered reflective of our underlying results of operations. Acquisition-related items and special termination benefits are excluded to facilitate comparability to other asset management firms. We adjust for compensation and benefits expense related to funded deferred compensation plans because it is partially offset in other income (expense), net. We adjust for compensation and benefits expense and net income (loss) attributable to redeemable noncontrolling interests to reflect the economics of certain profits interest arrangements. Sales and distribution fees and a portion of investment management fees generally cover sales, distribution and marketing expenses and, therefore, are excluded from adjusted operating revenues. In addition, when calculating adjusted net income and adjusted diluted earnings per share we exclude unrealized investment gains and losses included in investment and other income (losses) because the related investments are generally expected to be held long term.

The calculations of adjusted operating income, adjusted operating margin, adjusted net income and adjusted diluted earnings per share are as follows:

(in millions)	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Nine Months Ended June 30, 2024	Nine Months Ended June 30, 2023
Operating income	**$ 222.5**	**$ 314.9**	**$ 558.3**	**$ 764.0**
Add (subtract):				
Elimination of operating revenues upon consolidation of investment products*	12.3	12.1	34.7	26.3
Acquisition-related retention	43.7	21.3	217.3	108.1
Compensation and benefits expense from gains on deferred compensation, net	1.8	10.1	34.8	26.3
Other acquisition-related expenses	33.6	8.7	65.6	45.3
Amortization of intangible assets	84.0	85.4	254.4	254.6
Special termination benefits	16.7	12.2	63.8	54.9
Compensation and benefits expense related to minority interests in certain subsidiaries	10.3	12.1	32.6	32.6
Adjusted operating income	**$ 424.9**	**$ 476.8**	**$ 1,261.5**	**$ 1,312.1**
Total operating revenues	**$ 2,122.9**	**$ 1,969.0**	**$ 6,266.8**	**$ 5,863.3**
Add (subtract):				
Acquisition-related pass through performance fees	—	(11.6)	(87.0)	(164.1)
Sales and distribution fees	(358.3)	(304.0)	(1,013.2)	(897.3)
Allocation of investment management fees for sales, distribution and marketing expenses	(122.8)	(102.8)	(353.0)	(304.7)
Elimination of operating revenues upon consolidation of investment products*	12.3	12.1	34.7	26.3
Adjusted operating revenues	**$ 1,654.1**	**$ 1,562.7**	**$ 4,848.3**	**$ 4,523.5**
Operating margin	**10.5%**	**16.0%**	**8.9%**	**13.0%**
Adjusted operating margin	**25.7%**	**30.5%**	**26.0%**	**29.0%**

(in millions, except per share data)	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Nine Months Ended June 30, 2024	Nine Months Ended June 30, 2023
Net income attributable to Franklin Resources, Inc.	**$ 174.0**	**$ 227.5**	**$ 549.5**	**$ 587.3**
Add (subtract):				
Net (income) loss of consolidated investment products*	(2.4)	1.5	(1.1)	6.4
Acquisition-related retention	43.7	21.3	217.3	108.1
Other acquisition-related expenses	34.9	12.7	75.0	61.5
Amortization of intangible assets	84.0	85.4	254.4	254.6
Special termination benefits	16.7	12.2	63.8	54.9
Net gains on deferred compensation plan investments not offset by compensation and benefits expense	(1.1)	(0.5)	(11.0)	(14.1)
Unrealized investment (gains) losses	31.0	9.4	(27.6)	(23.2)
Interest expense for amortization of debt premium	(6.4)	(6.3)	(19.2)	(19.0)
Net compensation and benefits expense related to minority interests in certain subsidiaries not offset by net income (loss) attributable to redeemable noncontrolling interests	2.8	(1.0)	1.2	(0.9)
Net income tax expense of adjustments	(50.8)	(36.1)	(140.8)	(110.4)
Adjusted net income	**$ 326.4**	**$ 326.1**	**$ 961.5**	**$ 905.2**
Diluted earnings per share	**$ 0.32**	**$ 0.44**	**$ 1.03**	**$ 1.14**
Adjusted diluted earnings per share	**0.60**	**0.63**	**1.81**	**1.76**

* The impact of CIPs is summarized as follows:

(in millions)	Three Months Ended June 30, 2024	Three Months Ended June 30, 2023	Nine Months Ended June 30, 2024	Nine Months Ended June 30, 2023
Elimination of operating revenues upon consolidation	$ (12.3)	$ (12.1)	$ (34.7)	$ (26.3)
Other income, net	42.0	7.3	72.0	67.4
Less: income (loss) attributable to noncontrolling interests	27.3	(3.3)	36.2	47.5
Net income (loss)	**$ 2.4**	**$ (1.5)**	**$ 1.1**	**$ (6.4)**

LIQUIDITY AND CAPITAL RESOURCES

Cash flows were as follows:

(in millions)	Nine Months Ended June 30, 2024	Nine Months Ended June 30, 2023
Operating cash flows	$ 413.1	$ 324.7
Investing cash flows	(1,222.7)	(3,278.2)
Financing cash flows	506.4	2,492.6

Net cash provided by operating activities increased during the nine months ended June 30, 2024 primarily due to lower net purchases of investments by CIPs, partially offset by decreases in accounts payable and accrued expenses and income taxes payable. Net cash used in investing activities decreased primarily due to lower net purchases of investments by collateralized loan obligations (“CLOs”), lower cash paid for acquisitions in the current year as compared to the prior year and net liquidations of investments as compared to purchases in the prior year. Net cash provided by financing activities decreased primarily due to lower net proceeds on debt of CIPs, lower net subscriptions in CIPs by noncontrolling interests, and proceeds from repurchase agreements in the prior year.

The assets and liabilities of CIPs attributable to third-party investors do not impact our liquidity and capital resources. We have no right to the CIPs' assets, other than our direct equity investment in them and investment management and other fees earned from them. The debt holders of the CIPs have no recourse to our assets beyond the level of our direct investment, therefore we bear no other risks associated with the CIPs' liabilities. Accordingly, the assets and liabilities of CIPs, other than our direct investments in them, are excluded from the amounts and discussion below.

Our liquid assets and debt consisted of the following:

(in millions)	June 30, 2024	September 30, 2023
Assets		
Cash and cash equivalents	$ 3,336.1	$ 3,592.8
Receivables	1,224.6	1,181.7
Investments	1,115.4	1,098.8
Total Liquid Assets	**$ 5,676.1**	**$ 5,873.3**
Liability		
Debt	$ 3,035.0	$ 3,052.8

Liquidity

Liquid assets consist of cash and cash equivalents, receivables and certain investments. Cash and cash equivalents at June 30, 2024 primarily consist of money market funds and deposits with financial institutions. Liquid investments consist of investments in sponsored and other funds, direct investments in redeemable CIPs, other equity and debt securities, and time deposits with maturities greater than three months.

We utilize a significant portion of our liquid assets to satisfy operational and regulatory requirements and fund capital contributions to sponsored and other products. Certain of our subsidiaries are required by our internal policy or regulation to maintain minimum levels of cash and/or capital, and may be restricted in their ability to transfer cash to their parent companies. Should we require more capital than is available for use, we could elect to reduce the level of discretionary activities, such as share repurchases or investments in sponsored and other products, we could raise capital through debt or equity issuances, or utilize existing or new credit facilities. These alternatives could result in increased interest expense, decreased dividend or interest income, or other dilution to our earnings.

Capital Resources

We believe that we can meet our present and reasonably foreseeable operating cash needs and future commitments through existing liquid assets, continuing cash flows from operations, amounts available under the credit facility discussed below, the ability to issue debt or equity securities and borrowing capacity under our uncommitted commercial paper private placement program.

In prior fiscal years, we issued senior unsecured unsubordinated notes for general corporate purposes and to redeem outstanding notes. At June 30, 2024, Franklin's outstanding senior notes had an aggregate principal amount due of $1,600.0 million. The notes have fixed interest rates from 1.600% to 2.950% with interest paid semi-annually and have an aggregate carrying value, inclusive of unamortized discounts and debt issuance costs, of $1,586.5 million. At June 30, 2024, Legg Mason's outstanding senior notes had an aggregate principal amount due of $1,250.0 million. The notes have fixed interest rates from 3.950% to 5.625% with interest paid semi-annually and have an aggregate carrying value, inclusive of unamortized premium, of $1,448.5 million at June 30, 2024. Franklin unconditionally and irrevocably guarantees all of the outstanding notes issued by Legg Mason. On July 15, 2024, we repaid all of the outstanding $250.0 million 3.950% senior notes due July 2024 issued by Legg Mason at the principal amount plus accrued and unpaid interest of $4.9 million.

The senior notes contain an optional redemption feature that allows us to redeem each series of notes prior to maturity in whole or in part at any time, at a make-whole redemption price. The indentures governing the senior notes contain limitations on our ability and the ability of our subsidiaries to pledge voting stock or profit participating equity interests in our subsidiaries to secure other debt without similarly securing the notes equally and ratably. In addition, the indentures include requirements that must be met if we consolidate or merge with, or sell all of our assets to, another entity.

We maintain an $800.0 million 5-year revolving credit facility that contains a financial performance covenant requiring that the Company maintain a consolidated net leverage ratio, measured as of the last day of each fiscal quarter, of no greater than 3.25 to 1.00. This facility remains undrawn as of the time of this filing. We were in compliance with all debt covenants at June 30, 2024.

At June 30, 2024, we had $500.0 million of short-term commercial paper available for issuance under an uncommitted private placement program which has been inactive since 2012 and is unrated.

Our ability to access the capital markets in a timely manner depends on a number of factors, including our credit rating, the condition of the global economy, investors' willingness to purchase our securities, interest rates, credit spreads and the valuation levels of equity markets. If we are unable to access capital markets in a timely manner, our business could be adversely impacted.

Uses of Capital

We expect that our main uses of cash will be to invest in and grow our business including through acquisitions, pay stockholder dividends, invest in our products, pay income taxes and operating expenses of the business, enhance technology infrastructure and business processes, repurchase shares of our common stock, and repay and service debt. While we expect to continue to repurchase shares to offset dilution from stock-based compensation, and expect to continue to repurchase shares opportunistically from time to time, we will likely spend more of our post-dividend free cash flow investing in our business, including seed capital and acquiring resources to help grow our investment teams and operations.

We typically declare cash dividends on a quarterly basis, subject to approval by our Board of Directors. We declared regular dividends of $0.93 per share during the nine months ended June 30, 2024 and $0.90 per share during the nine months ended June 30, 2023. We currently expect to continue paying comparable regular dividends on a quarterly basis to holders of our common stock depending upon earnings and other relevant factors.

We maintain a stock repurchase program to manage our equity capital with the objective of maximizing shareholder value. Our stock repurchase program is effected through open-market purchases and private transactions in accordance with applicable laws and regulations, and is not subject to an expiration date. The size and timing of these purchases will depend on business conditions, price, market and other factors, including the terms of any 10b5-1 stock purchase plan that may be in effect at any given time. During the three and nine months ended June 30, 2024, we repurchased 4.3 million and 7.1 million shares of our common stock at a cost of $101.5 million and $172.0 million. In December 2023, our Board of Directors authorized the repurchase of up to an additional 27.2 million shares of our common stock in either open market or private transactions, for a total of up to 40.0 million shares available for repurchase under the stock repurchase program. At June 30, 2024, 34.8 million shares remained available for repurchase under the authorization approved by our Board of Directors.

On January 1, 2024, we acquired Putnam from Great-West for 31.6 million shares of our common stock, cash consideration paid at close of $221.7 million for investments and other purchase-related amounts, and deferred cash consideration of $100.0 million paid on July 1, 2024. The cash consideration paid at close and the deferred consideration payment was funded from existing cash. In addition, the Company will pay up to $375.0 million between the third and seventh anniversaries of the closing date related to revenue growth targets from the strategic partnership with Great-West and its affiliates which will be recognized in operating income.

On November 1, 2023, we paid $60.8 million in deferred cash consideration related to our acquisition of Alcentra from existing cash. On April 1, 2024, we paid $400.0 million in deferred cash consideration related to our acquisition of Lexington from existing cash. We expect to make an additional deferred cash payment related to our acquisition of Lexington of $100.0 million during the third quarter of fiscal year 2025 from existing cash and sources of liquidity.

The funds that we manage have their own resources available for purposes of providing liquidity to meet shareholder redemptions, including securities that can be sold or provided to investors as in-kind redemptions, and lines of credit. Increased liquidity risks and redemptions have required, and may continue to require, increased cash in the form of loans or other lines of credit to help settle redemptions and for other related purposes. While we have no legal or contractual obligation to do so, we have in certain instances voluntarily elected to provide the funds with direct or indirect financial support based on our business objectives. We did not provide financial or other support to our sponsored funds during the nine months ended June 30, 2024.

CRITICAL ACCOUNTING POLICIES

Our consolidated financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America, which require the use of estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods presented. These estimates, judgments and assumptions are affected by our application of accounting policies. Further, concerns about the global economic outlook have adversely affected, and may continue to adversely affect, our business, financial condition and results of operations including the estimates and assumptions made by management. Actual results could differ from the estimates. Described below are the updates to our critical accounting policies disclosed in Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for fiscal year 2023.

Consolidation

We consolidate our subsidiaries and investment products in which we have a controlling financial interest. We have a controlling financial interest when we own a majority of the voting interest in a voting interest entity or are the primary beneficiary of a variable interest entity ("VIE"). Our VIEs are primarily investment products and our variable interests consist of our equity ownership interests in and investment management fees earned from these products. As of June 30, 2024, we were the primary beneficiary of 75 investment product VIEs.

Business Combinations

Business combinations are accounted for by recognizing the acquired assets, including separately identifiable intangible assets, and assumed liabilities at their acquisition-date estimated fair values. Any excess of the purchase consideration over the acquisition-date fair values of these identifiable assets and liabilities is recognized as goodwill. Goodwill and indefinite-lived intangible assets are tested for impairment annually and when an event occurs or circumstances change that more likely than not reduce the fair value of the related reporting unit or indefinite-lived intangible asset below its carrying value. Definite-lived intangible assets are tested for impairment quarterly.

Subsequent to the annual impairment tests performed as of August 1, 2023, we monitored both macroeconomic and entity-specific factors, including changes in our AUM to determine whether circumstances have changed that would more likely than not reduce the fair value of the reporting unit below its carrying value or indicate that the other indefinite-lived intangible assets might be impaired. We also monitored fluctuations of our common stock per share price to evaluate our market capitalization relative to the reporting unit as a whole. During the nine months ended June 30, 2024, there were no events or circumstances which would indicate that goodwill, indefinite-lived intangible assets or definite-lived intangible assets might be impaired.

While we believe that the assumptions used to estimate fair value in our impairment tests are reasonable and appropriate, future changes in the assumptions could result in recognition of impairment.

Fair Value Measurements

Our investments are primarily recorded at fair value or amounts that approximate fair value on a recurring basis. We use a three-level fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value based on whether the inputs to those valuation techniques are observable or unobservable.

As of June 30, 2024, Level 3 assets represented 4% of total assets measured at fair value, which primarily related to CIPs' investments in equity and debt securities. There were insignificant transfers into and out of Level 3 during the nine months ended June 30, 2024.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

During the nine months ended June 30, 2024, there were no material changes from the market risk disclosures in our Form 10-K for the fiscal year ended September 30, 2023.

Item 4. Controls and Procedures.

The Company's management evaluated, with the participation of the Company's principal executive and principal financial officers, the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of June 30, 2024. Based on their evaluation, the Company's principal executive and principal financial officers concluded that the Company's disclosure controls and procedures as of June 30, 2024 were designed and are functioning effectively to provide reasonable assurance that the information required to be disclosed by the Company in reports filed under the Exchange Act is (i) recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and (ii) accumulated and communicated to management, including the principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosure.

There has been no change in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the Company's fiscal quarter ended June 30, 2024, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

For a description of our legal proceedings, please see the description set forth in the "Legal Proceedings" section in Note 11 – Commitments and Contingencies in the notes to consolidated financial statements in Item 1 of Part I of this Form 10-Q, which is incorporated herein by reference.

Item 1A. Risk Factors.

There were no material changes from the Risk Factors previously disclosed in our last Annual Report on Form 10-K for fiscal year 2023. These Risk Factors could materially and adversely affect our business, financial condition and results of operations, and our business also could be impacted by other risk factors that are not presently known to us or that we currently consider to be immaterial. Further, our disclosure of a risk should not be interpreted to imply that the risk has not already developed or materialized.

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

The following table provides information with respect to the shares of our common stock that we repurchased during the three months ended June 30, 2024.

Month	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
April 2024	691,857	$ 24.79	691,857	38,415,301
May 2024	3,080,243	23.58	3,080,243	35,335,058
June 2024	502,162	23.35	502,162	34,832,896
Total	**4,274,262**		**4,274,262**	

Under our stock repurchase program, which is not subject to an expiration date, we can repurchase shares of our common stock from time to time in the open market and in private transactions in accordance with applicable laws and regulations, including without limitation applicable federal securities laws. In order to pay taxes due in connection with the vesting of employee and executive officer stock and stock unit awards, we may repurchase shares under our program using a net stock issuance method. In December 2023, our Board of Directors authorized the repurchase of up to an additional 27.2 million shares of our common stock in either open market or private transactions, for a total of up to 40.0 million shares available for repurchase under the stock repurchase program.

Item 6. Exhibits.

The exhibits listed on the Exhibit Index to this Form 10-Q are incorporated herein by reference.

EXHIBIT INDEX

Exhibit No.	Description
3.1	Certificate of Incorporation of Registrant, as filed November 28, 1969, incorporated by reference to Exhibit (3)(i) to our Annual Report on Form 10-K for the fiscal year ended September 30, 1994 (File No. 001-09318) (the "1994 Annual Report")
3.2	Certificate of Amendment of Certificate of Incorporation of Registrant, as filed March 1, 1985, incorporated by reference to Exhibit 3(ii) to the 1994 Annual Report
3.3	Certificate of Amendment of Certificate of Incorporation of Registrant, as filed April 1, 1987, incorporated by reference to Exhibit 3(iii) to the 1994 Annual Report
3.4	Certificate of Amendment of Certificate of Incorporation of Registrant, as filed February 2, 1994, incorporated by reference to Exhibit 3(iv) to the 1994 Annual Report
3.5	Certificate of Amendment of Certificate of Incorporation of Registrant, as filed February 4, 2005, incorporated by reference to Exhibit (3)(i)(e) to our Quarterly Report on Form 10-Q for the period ended December 31, 2004 (File No. 001-09318)
3.6	Amended and Restated Bylaws of Registrant (as adopted and effective June 29, 2021), incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on July 1, 2021 (File No. 001-09318)
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
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 (furnished herewith)
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 (furnished herewith)
101	The following materials from Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024, formatted in Inline Extensible Business Reporting Language (iXBRL), include: (i) the Consolidated Statements of Income, (ii) the Consolidated Statements of Comprehensive Income, (iii) the Consolidated Balance Sheets, (iv) the Consolidated Statements of Stockholders' Equity, (v) the Consolidated Statements of Cash Flows, and (vi) related notes (filed herewith)
104	Cover Page Interactive Data File (formatted in iXBRL and contained in Exhibit 101)

SIGNATURES

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

FRANKLIN RESOURCES, INC.

Date:	July 26, 2024	By:	/s/ Matthew Nicholls
			Matthew Nicholls
			Executive Vice President, Chief Financial Officer and Chief Operating Officer (Principal Financial Officer)
Date:	July 26, 2024	By:	/s/ Lindsey H. Oshita
			Lindsey H. Oshita
			Chief Accounting Officer (Principal Accounting Officer)

EXHIBIT 31.1

CERTIFICATION

I, Jennifer M. Johnson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Franklin Resources, 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 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 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.

Date: July 26, 2024

/s/ Jennifer M. Johnson

Jennifer M. Johnson

President and Chief Executive Officer (Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION

I, Matthew Nicholls, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Franklin Resources, 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 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 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.

Date: July 26, 2024

/s/ Matthew Nicholls

Matthew Nicholls

Executive Vice President, Chief Financial Officer and Chief Operating Officer
(Principal Financial Officer)

EXHIBIT 32.1

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

I, Jennifer M. Johnson, President and Chief Executive Officer of Franklin Resources, Inc. (the “Company”), certify, as of the date hereof and solely for purposes of and pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended June 30, 2024 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d), as applicable, 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 at the dates and for the periods indicated.

This Certification has not been, and shall not be deemed, “filed” with the Securities and Exchange Commission.

Date: July 26, 2024

/s/ Jennifer M. Johnson

Jennifer M. Johnson

President and Chief Executive Officer (Principal Executive Officer)

EXHIBIT 32.2

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

I, Matthew Nicholls, Executive Vice President, Chief Financial Officer and Chief Operating Officer of Franklin Resources, Inc. (the “Company”), certify, as of the date hereof and solely for purposes of and pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended June 30, 2024 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d), as applicable, 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 at the dates and for the periods indicated.

This Certification has not been, and shall not be deemed, “filed” with the Securities and Exchange Commission.

Date: July 26, 2024

/s/ Matthew Nicholls

Matthew Nicholls

Executive Vice President, Chief Financial Officer and Chief Operating Officer
(Principal Financial Officer)