

REFINITIV

DELTA REPORT

10-Q

AAPL - APPLE INC.

10-Q - JUNE 29, 2024 COMPARED TO 10-Q - MARCH 30, 2024

The following comparison report has been automatically generated

TOTAL DELTAS 415

█ CHANGES 143

█ DELETIONS 128

█ ADDITIONS 144

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 **March 30, 2024** **June 29, 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: **001-36743**



Apple Inc.

(Exact name of Registrant as specified in its charter)

California

(State or other jurisdiction
of incorporation or organization)

94-2404110

(I.R.S. Employer Identification No.)

One Apple Park Way

Cupertino, California

95014

(Address of principal executive offices)

(Zip Code)

(408) 996-1010

(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, \$0.00001 par value per share	AAPL	The Nasdaq Stock Market LLC
0.0000% Notes due 2025	—	The Nasdaq Stock Market LLC
0.875% Notes due 2025	—	The Nasdaq Stock Market LLC
1.625% Notes due 2026	—	The Nasdaq Stock Market LLC
2.000% Notes due 2027	—	The Nasdaq Stock Market LLC
1.375% Notes due 2029	—	The Nasdaq Stock Market LLC
3.050% Notes due 2029	—	The Nasdaq Stock Market LLC
0.500% Notes due 2031	—	The Nasdaq Stock Market LLC
3.600% Notes due 2042	—	The Nasdaq Stock Market LLC

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

15,334,082,000 **15,204,137,000** shares of common stock were issued and outstanding as of **April 19, 2024** **July 19, 2024**.

Apple Inc.

Form 10-Q

For the Fiscal Quarter Ended **March 30, 2024** **June 29, 2024**

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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

Apple Inc.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

(In millions, except number of shares, which are reflected in thousands, and per-share amounts)

Three Months Ended	Three Months Ended	Six Months Ended	Three Months Ended	Nine Months Ended
March 30, 2024	April 1, 2023	March 30, 2024	April 1, 2023	

	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Net sales:				
Products				
Products				
Products				
Services				
Total net sales				
Cost of sales:				
Cost of sales:				
Cost of sales:				
Products				
Products				
Products				
Services				
Total cost of sales				
Gross margin				
Operating expenses:				
Operating expenses:				
Operating expenses:				
Research and development				
Research and development				
Research and development				
Selling, general and administrative				
Total operating expenses				
Operating income				
Operating income				
Operating income				
Other income/(expense), net				
Income before provision for income taxes				
Provision for income taxes				
Net income				
Earnings per share:				
Earnings per share:				
Earnings per share:				
Basic				
Basic				
Basic				
Diluted				
Shares used in computing earnings per share:				
Shares used in computing earnings per share:				
Shares used in computing earnings per share:				
Basic				
Basic				
Basic				
Diluted				

See accompanying Notes to Condensed Consolidated Financial Statements.
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Apple Inc.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)
(In millions)

	Three Months Ended March 30, 2024	Three Months Ended April 1, 2023	Six Months Ended March 30, 2024	Three Months Ended June 29, 2024	Nine Months Ended July 1, 2023

Net income

Other comprehensive income/(loss):

Change in foreign currency translation, net of tax

Change in foreign currency translation, net of tax

Change in foreign currency translation, net of tax

Change in unrealized gains/losses on derivative instruments, net of tax:

Change in unrealized gains/losses on derivative instruments, net of tax:

Change in unrealized gains/losses on derivative instruments, net of tax:

Change in fair value of derivative instruments

Change in fair value of derivative instruments

Change in fair value of derivative instruments

Adjustment for net (gains)/losses realized and included in net income

Total change in unrealized gains/losses on derivative instruments

Change in unrealized gains/losses on marketable debt securities, net of tax:

Change in unrealized gains/losses on marketable debt securities, net of tax:

Change in unrealized gains/losses on marketable debt securities, net of tax:

Change in fair value of marketable debt securities

Change in fair value of marketable debt securities

Change in fair value of marketable debt securities

Adjustment for net (gains)/losses realized and included in net income

Total change in unrealized gains/losses on marketable debt securities

Total other comprehensive income/(loss)

Total other comprehensive income/(loss)

Total other comprehensive income/(loss)

Total comprehensive income

See accompanying Notes to Condensed Consolidated Financial Statements.

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Apple Inc.

CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)
(In millions, except number of shares, which are reflected in thousands, and par value)

	March 30, 2024	September 30, 2023

ASSETS:

Current assets:

Cash and cash equivalents

Cash and cash equivalents

Cash and cash equivalents	
Marketable securities	
Accounts receivable, net	
Vendor non-trade receivables	
Inventories	
Other current assets	
Total current assets	
Non-current assets:	
Non-current assets:	
Non-current assets:	
Marketable securities	
Marketable securities	
Marketable securities	
Property, plant and equipment, net	
Other non-current assets	
Total non-current assets	
Total assets	
	LIABILITIES AND SHAREHOLDERS' EQUITY:
	LIABILITIES AND SHAREHOLDERS' EQUITY:
	LIABILITIES AND SHAREHOLDERS' EQUITY:
Current liabilities:	
Accounts payable	
Accounts payable	
Accounts payable	
Other current liabilities	
Deferred revenue	
Commercial paper	
Term debt	
Total current liabilities	
Non-current liabilities:	
Non-current liabilities:	
Non-current liabilities:	
Term debt	
Term debt	
Term debt	
Other non-current liabilities	
Total non-current liabilities	
Total liabilities	
Commitments and contingencies	
Commitments and contingencies	
Commitments and contingencies	
Shareholders' equity:	
Shareholders' equity:	
Shareholders' equity:	
Common stock and additional paid-in capital, \$0.00001 par value: 50,400,000 shares authorized; 15,337,686 and 15,550,061 shares issued and outstanding, respectively	
Common stock and additional paid-in capital, \$0.00001 par value: 50,400,000 shares authorized; 15,337,686 and 15,550,061 shares issued and outstanding, respectively	
Common stock and additional paid-in capital, \$0.00001 par value: 50,400,000 shares authorized; 15,337,686 and 15,550,061 shares issued and outstanding, respectively	
Retained earnings/(Accumulated deficit)	
Common stock and additional paid-in capital, \$0.00001 par value: 50,400,000 shares authorized; 15,222,259 and 15,550,061 shares issued and outstanding, respectively	

Common stock and additional paid-in capital, \$0.00001 par value: 50,400,000 shares authorized; 15,222,259 and 15,550,061 shares issued and outstanding, respectively
Common stock and additional paid-in capital, \$0.00001 par value: 50,400,000 shares authorized; 15,222,259 and 15,550,061 shares issued and outstanding, respectively
Accumulated deficit
Accumulated other comprehensive loss
Total shareholders' equity
Total liabilities and shareholders' equity

See accompanying Notes to Condensed Consolidated Financial Statements.
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Apple Inc.

CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (Unaudited)

(In millions, except per-share amounts)

	Three Months Ended	Three Months Ended	Six Months Ended		Three Months Ended	Nine Months Ended
	March 30,	April 1,	March 30,	April 1,	March 30,	September 28, 2024
	2024	2023	2024	2023	2024	2023
Total shareholders' equity, beginning balances			June 29,	July 1,	June 29,	July 1,
Common stock and additional paid-in capital:			2024	2023	2024	2023
Common stock and additional paid-in capital:						
Common stock and additional paid-in capital:						
Beginning balances						
Beginning balances						
Beginning balances						
Common stock issued						
Common stock withheld related to net share settlement of equity awards						
Share-based compensation						
Ending balances						
Retained earnings/(Accumulated deficit):						
Retained earnings/(Accumulated deficit):						
Retained earnings/(Accumulated deficit):						
Beginning balances						
Beginning balances						
Beginning balances						
Net income						
Dividends and dividend equivalents declared						
Common stock withheld related to net share settlement of equity awards						
Common stock repurchased						
Ending balances						
Accumulated other comprehensive income/(loss):						
Accumulated other comprehensive income/(loss):						
Accumulated other comprehensive income/(loss):						
Beginning balances						
Beginning balances						
Beginning balances						
Other comprehensive income/(loss)						

Ending balances
 Total shareholders' equity, ending balances
 Total shareholders' equity, ending balances
 Total shareholders' equity, ending balances
 Dividends and dividend equivalents declared per share or RSU
 Dividends and dividend equivalents declared per share or RSU
 Dividends and dividend equivalents declared per share or RSU

See accompanying Notes to Condensed Consolidated Financial Statements.
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Apple Inc.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
 (In millions)

	Six Months Ended	
	March 30, 2024	April 1, 2023
	Nine Months Ended	
	June 29, 2024	July 1, 2023
Cash, cash equivalents and restricted cash, beginning balances		
Operating activities:		
Operating activities:		
Operating activities:		
Net income		
Net income		
Net income		
Adjustments to reconcile net income to cash generated by operating activities:		
Depreciation and amortization		
Depreciation and amortization		
Depreciation and amortization		
Share-based compensation expense		
Other		
Other		
Other		
Changes in operating assets and liabilities:		
Accounts receivable, net		
Accounts receivable, net		
Accounts receivable, net		
Vendor non-trade receivables		
Inventories		
Other current and non-current assets		
Accounts payable		
Other current and non-current liabilities		
Cash generated by operating activities		
Investing activities:		
Investing activities:		
Investing activities:		
Purchases of marketable securities		

Purchases of marketable securities
Purchases of marketable securities
Proceeds from maturities of marketable securities
Proceeds from sales of marketable securities
Payments for acquisition of property, plant and equipment
Other
Other
Other
Cash generated by investing activities
Financing activities:
Financing activities:
Financing activities:
Payments for taxes related to net share settlement of equity awards
Payments for taxes related to net share settlement of equity awards
Payments for taxes related to net share settlement of equity awards
Payments for dividends and dividend equivalents
Repurchases of common stock
Repayments of term debt
Repayments of term debt
Proceeds from issuance of term debt, net
Repayments of term debt
Repayments of commercial paper, net
Other
Cash used in financing activities
Increase in cash, cash equivalents and restricted cash
Increase in cash, cash equivalents and restricted cash
Increase in cash, cash equivalents and restricted cash
Increase/(Decrease) in cash, cash equivalents and restricted cash
Increase/(Decrease) in cash, cash equivalents and restricted cash
Increase/(Decrease) in cash, cash equivalents and restricted cash
Cash, cash equivalents and restricted cash, ending balances
Supplemental cash flow disclosure:
Supplemental cash flow disclosure:
Supplemental cash flow disclosure:
Cash paid for income taxes, net
Cash paid for income taxes, net
Cash paid for income taxes, net

See accompanying Notes to Condensed Consolidated Financial Statements.

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Apple Inc.

Notes to Condensed Consolidated Financial Statements (Unaudited)

Note 1 – Summary of Significant Accounting Policies

Basis of Presentation and Preparation

The condensed consolidated financial statements include the accounts of Apple Inc. and its wholly owned subsidiaries (collectively "Apple" or the "Company"). In the opinion of the Company's management, the condensed consolidated financial statements reflect all adjustments, which are normal and recurring in nature, necessary for fair financial statement presentation. The preparation of these condensed consolidated financial statements and accompanying notes in conformity with U.S. generally accepted accounting principles ("GAAP") requires the use of management estimates. These condensed consolidated financial statements and accompanying notes should be read in conjunction with the Company's annual consolidated financial statements and accompanying notes included in its Annual Report on Form 10-K for the fiscal year ended September 30, 2023 (the "2023 Form 10-K").

The Company's fiscal year is the 52- or 53-week period that ends on the last Saturday of September. An additional week is included in the first fiscal quarter every five or six years to realign the Company's fiscal quarters with calendar quarters, which occurred in the first fiscal quarter of 2023. The Company's fiscal years 2024 and 2023 span 52 and 53 weeks, respectively. Unless otherwise stated, references to particular years, quarters, months and periods refer to the Company's fiscal years ended in September and the associated quarters, months and periods of those fiscal years.

Note 2 – Revenue

Net sales disaggregated by significant products and services for the three- and six-month nine-month periods ended **March 30, 2024** **June 29, 2024** and **April 1, 2023** **July 1, 2023** were as follows (in millions):

	Three Months Ended	Three Months Ended	Six Months Ended	Three Months Ended	Nine Months Ended
	March 30, 2024	April 1, 2023	March 30, 2024	April 1, 2023	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023	
iPhone®					
Mac®					
iPad®					
Wearables, Home and Accessories					
Services					
Total net sales					

Total net sales include \$3.4 billion of revenue recognized in the three months ended June 29, 2024 that was included in deferred revenue as of March 30, 2024, \$3.3 billion of revenue recognized in the three months ended **March 30, 2024** **July 1, 2023** that was included in deferred revenue as of **December 30, 2023**, \$3.5 billion of revenue recognized in the three months ended April 1, 2023 that was included in deferred revenue as of **December 31, 2022**, \$5.1 billion \$6.5 billion of revenue recognized in the six nine months ended **March 30, 2024** **June 29, 2024** that was included in deferred revenue as of September 30, 2023, and \$5.5 billion \$7.0 billion of revenue recognized in the six nine months ended **April 1, 2023** **July 1, 2023** that was included in deferred revenue as of September 24, 2022.

The Company's proportion of net sales by disaggregated revenue source was generally consistent for each reportable segment in Note 10, 11, "Segment Information and Geographic Data" for the three- and six-month nine-month periods ended **March 30, 2024** **June 29, 2024** and **April 1, 2023** **July 1, 2023**, except in Greater China, where iPhone revenue represented a moderately higher proportion of net sales.

As of **March 30, 2024** **June 29, 2024** and September 30, 2023, the Company had total deferred revenue of \$12.6 billion \$12.5 billion and \$12.1 billion, respectively. As of **March 30, 2024** **June 29, 2024**, the Company expects 64% of total deferred revenue to be realized in less than a year, 26% 25% within one-to-two years, 9% within two-to-three years and 1% 2% in greater than three years.

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Note 3 – Earnings Per Share

The following table shows the computation of basic and diluted earnings per share for the three- and six-month nine-month periods ended **March 30, 2024** **June 29, 2024** and **April 1, 2023** **July 1, 2023** (net income in millions and shares in thousands):

	Three Months Ended	Three Months Ended	Six Months Ended	Three Months Ended	Nine Months Ended
	March 30, 2024	April 1, 2023	March 30, 2024	April 1, 2023	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023	
Numerator:					

Net income

Net income

Net income

Denominator:

Denominator:

Denominator:

Weighted-average basic shares outstanding

Weighted-average basic shares outstanding

Weighted-average basic shares outstanding

Effect of dilutive share-based awards

Weighted-average diluted shares

Basic earnings per share

Basic earnings per share

Basic earnings per share

Diluted earnings per share

Approximately **48.32** million restricted stock units ("RSUs") were excluded from the computation of diluted earnings per share for the **six** **nine** months ended **April 1, 2023** **July 1, 2023** because their effect would have been antidilutive.

Note 4 – Financial Instruments

Cash, Cash Equivalents and Marketable Securities

The following tables show the Company's cash, cash equivalents and marketable securities by significant investment category as of **March 30, 2024** **June 29, 2024** and September 30, 2023 (in millions):

	March 30, 2024						June 29, 2024							
	Adjusted Cost	Adjusted Cost	Unrealized Gains	Unrealized Losses	Fair Value	Cash and Cash Equivalents	Current Marketable Securities	Non-Current Marketable Securities	Adjusted Cost	Unrealized Gains	Unrealized Losses	Fair Value	Cash and Cash Equivalents	Current Marketable Securities
Cash														
Level 1:														
Money market funds														
Money market funds														
Money market funds														
Mutual funds														
Subtotal														
Level 2 (1):														
U.S. Treasury securities														
U.S. Treasury securities														
U.S. Treasury securities														
U.S. agency securities														
Non-U.S. government securities														
Certificates of deposit and time deposits														
Commercial paper														
Corporate debt securities														
Municipal securities														
Mortgage- and asset-backed securities														
Subtotal														
Total (2)														

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	September 30, 2023							
	Adjusted Cost	Unrealized Gains	Unrealized Losses	Fair Value	Cash and Cash Equivalents	Current Marketable Securities	Non-Current Marketable Securities	
Cash	\$ 28,359	\$ —	\$ —	\$ 28,359	\$ 28,359	\$ —	\$ —	
Level 1:								
Money market funds	481	—	—	481	481	—	—	
Mutual funds and equity securities	442	12	(26)	428	—	428	—	
Subtotal	923	12	(26)	909	481	428	—	
Level 2 (1):								
U.S. Treasury securities	19,406	—	(1,292)	18,114	35	5,468	12,611	
U.S. agency securities	5,736	—	(600)	5,136	36	271	4,829	
Non-U.S. government securities	17,533	6	(1,048)	16,491	—	11,332	5,159	
Certificates of deposit and time deposits	1,354	—	—	1,354	1,034	320	—	

Commercial paper	608	—	—	608	—	608	—
Corporate debt securities	76,840	6	(5,956)	70,890	20	12,627	58,243
Municipal securities	628	—	(26)	602	—	192	410
Mortgage- and asset-backed securities	22,365	6	(2,735)	19,636	—	344	19,292
Subtotal	144,470	18	(11,657)	132,831	1,125	31,162	100,544
Total (2)	\$ 173,752	\$ 30	\$ (11,683)	\$ 162,099	\$ 29,965	\$ 31,590	\$ 100,544

(1) The valuation techniques used to measure the fair values of the Company's Level 2 financial instruments, which generally have counterparties with high credit ratings, are based on quoted market prices or model-driven valuations using significant inputs derived from or corroborated by observable market data.

(2) As of **March 30, 2024** **June 29, 2024** and September 30, 2023, total marketable securities included **\$14.0** **\$14.1** billion and \$13.8 billion, respectively, that were restricted from general use, related to the European Commission decision finding that Ireland granted state aid State Aid Decision (refer to the Company Note 6, "Income Taxes") and other agreements.

The following table shows the fair value of the Company's non-current marketable debt securities, by contractual maturity, as of **March 30, 2024** **June 29, 2024** (in millions):

Due after 1 year through 5 years	\$ 67,987	64,209
Due after 5 years through 10 years	\$ 9,108	8,660
Due after 10 years	\$ 18,092	18,371
Total fair value	\$ 95,187	91,240

Derivative Instruments and Hedging

The Company may use derivative instruments to partially offset its business exposure to foreign exchange and interest rate risk. However, the Company may choose not to hedge certain exposures for a variety of reasons, including accounting considerations or the prohibitive economic cost of hedging particular exposures. There can be no assurance the hedges will offset more than a portion of the financial impact resulting from movements in foreign exchange or interest rates.

Foreign Exchange Rate Risk

To protect gross margins from fluctuations in foreign exchange rates, the Company may use forwards, options or other instruments, and may designate these instruments as cash flow hedges. The Company generally hedges portions of its forecasted foreign currency exposure associated with revenue and inventory purchases, typically for up to 12 months.

To protect the Company's foreign currency-denominated term debt or marketable securities from fluctuations in foreign exchange rates, the Company may use forwards, cross-currency swaps or other instruments. The Company designates these instruments as either cash flow or fair value hedges. As of **March 30, 2024** **June 29, 2024**, the maximum length of time over which the Company is hedging its exposure to the variability in future cash flows for term debt-related foreign currency transactions is 18 years.

The Company may also use derivative instruments that are not designated as accounting hedges to protect gross margins from certain fluctuations in foreign exchange rates, as well as to offset a portion of the foreign currency gains and losses generated by the remeasurement of certain assets and liabilities denominated in non-functional currencies.

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Interest Rate Risk

To protect the Company's term debt or marketable securities from fluctuations in interest rates, the Company may use interest rate swaps, options or other instruments. The Company designates these instruments as either cash flow or fair value hedges.

The notional amounts of the Company's outstanding derivative instruments as of **March 30, 2024** **June 29, 2024** and September 30, 2023 were as follows (in millions):

	March 30, 2024	September 30, 2023
	June 29, 2024	September 30, 2023

Derivative instruments designated as accounting hedges:

Foreign exchange contracts
Foreign exchange contracts
Foreign exchange contracts
Interest rate contracts

Derivative instruments not designated as accounting hedges:

Derivative instruments not designated as accounting hedges:

Derivative instruments not designated as accounting hedges:

Foreign exchange contracts
Foreign exchange contracts
Foreign exchange contracts

The carrying amounts of the Company's hedged items in fair value hedges as of **March 30, 2024** **June 29, 2024** and September 30, 2023 were as follows (in millions):

	March 30, 2024	September 30, 2023
	June 29, 2024	September 30, 2023
Hedged assets/(liabilities):		
Current and non-current marketable securities		
Current and non-current marketable securities		
Current and non-current marketable securities		
Current and non-current term debt		

Accounts Receivable

Trade Receivables

The Company's third-party cellular network carriers accounted for **34%** **32%** and 41% of total trade receivables as of **March 30, 2024** **June 29, 2024** and September 30, 2023, respectively. The Company requires third-party credit support or collateral from certain customers to limit credit risk.

Vendor Non-Trade Receivables

The Company has non-trade receivables from certain of its manufacturing vendors resulting from the sale of components to these vendors who manufacture subassemblies or assemble final products for the Company. The Company purchases these components directly from suppliers. The Company does not reflect the sale of these components in products net sales. Rather, the Company recognizes any gain on these sales as a reduction of products cost of sales when the related final products are sold by the Company. As of **March 30, 2024** **June 29, 2024**, the Company had two vendors that individually represented 10% or more of total vendor non-trade receivables, which accounted for **47%****46%** and **19%****18%**. As of September 30, 2023, the Company had two vendors that individually represented 10% or more of total vendor non-trade receivables, which accounted for 48% and 23%.

Note 5 – Condensed Consolidated Financial Statement Details

The following table shows the Company's condensed consolidated financial statement details as of **March 30, 2024** **June 29, 2024** and September 30, 2023 (in millions):

Property, Plant and Equipment, Net

	March 30, 2024	September 30, 2023
	June 29, 2024	September 30, 2023
Gross property, plant and equipment		
Accumulated depreciation		
Total property, plant and equipment, net		

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Note 6 – Income Taxes

European Commission State Aid Decision

On August 30, 2016, the European Commission (the "Commission") announced its decision that Ireland granted state aid to the Company by providing tax opinions in 1991 and 2007 concerning the tax allocation of profits of the Irish branches of two subsidiaries of the Company (the "State Aid Decision"). The State Aid Decision ordered Ireland to calculate and recover additional taxes from the Company for the period June 2003 through December 2014. Irish legislative changes, effective as of January 2015, eliminated the application of the tax opinions from that date forward. The Company and Ireland appealed the State Aid Decision to the General Court of the Court of Justice of the European Union (the "General Court"). On July 15, 2020, the General Court annulled the State Aid Decision. On September 25, 2020, the Commission appealed the General Court's decision to the European Court of Justice (the "ECJ") and a hearing was held on May 23, 2023. A decision from the ECJ is expected in the fourth quarter of 2024. The Company believes it would be eligible to claim a U.S. foreign tax credit for a portion of any incremental Irish corporate income taxes potentially due related to the State Aid Decision.

Note 7 – Debt

Commercial Paper

The Company issues unsecured short-term promissory notes pursuant to a commercial paper program. The Company uses net proceeds from the commercial paper program for general corporate purposes, including dividends and share repurchases. As of **March 30, 2024** **June 29, 2024** and September 30, 2023, the Company had **\$2.0 billion** **\$3.0 billion** and \$6.0 billion of commercial paper outstanding, respectively. The following table provides a summary of cash flows associated with the issuance and maturities of commercial paper for the **six** **nine** months ended **March 30, 2024** **June 29, 2024** and **April 1, 2023** **July 1, 2023** (in millions):

	Six Months Ended	
	March 30, 2024	April 1, 2023
	Nine Months Ended	
	June 29, 2024	July 1, 2023
Maturities 90 days or less:		
Repayments of commercial paper, net		
Repayments of commercial paper, net		
Repayments of commercial paper, net		
Maturities greater than 90 days:		
Maturities greater than 90 days:		
Maturities greater than 90 days:		
Repayments of commercial paper		
Repayments of commercial paper		
Repayments of commercial paper		
Total repayments of commercial paper, net		
Total repayments of commercial paper, net		
Total repayments of commercial paper, net		

Term Debt

As of **March 30, 2024** **June 29, 2024** and September 30, 2023, the Company had outstanding fixed-rate notes with varying maturities for an aggregate carrying amount of **\$102.6 billion** **\$98.3 billion** and \$105.1 billion, respectively (collectively the "Notes"). As of **March 30, 2024** **June 29, 2024** and September 30, 2023, the fair value of the Company's Notes, based on Level 2 inputs, was **\$91.6 86.2** billion and \$90.8 billion, respectively.

Note 78 – Shareholders' Equity

Share Repurchase Program

During the **six** **nine** months ended **March 30, 2024** **June 29, 2024**, the Company repurchased **248 million** **387 million** shares of its common stock for **\$44.0 billion** **\$70.0 billion**. The Company's share repurchase program does not obligate the Company to acquire a minimum amount of shares. Under the program, shares may be repurchased in privately negotiated or open market transactions, including under plans complying with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

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Note 89 – Share-Based Compensation

Restricted Stock Units

A summary of the Company's RSU activity and related information for the **six** **nine** months ended **March 30, 2024** **June 29, 2024** is as follows:

	Number of RSUs (in thousands)	Number of RSUs (in thousands)	Weighted-Average Grant Date Fair Value Per RSU	Aggregate Fair Value (in millions)	Number of RSUs (in thousands)	Weighted-Average Grant Date Fair Value Per RSU	Aggregate Fair Value (in millions)
Balance as of September 30, 2023							
RSUs granted							
RSUs granted							
RSUs granted							
RSUs vested							
RSUs vested							
RSUs vested							
RSUs canceled							
RSUs canceled							

RSUs canceled
Balance as of March 30, 2024
Balance as of March 30, 2024
Balance as of March 30, 2024
Balance as of June 29, 2024
Balance as of June 29, 2024
Balance as of June 29, 2024

The fair value as of the respective vesting dates of RSUs was ~~\$6.4 billion~~ \$821 million and ~~\$8.6 billion~~ \$15.0 billion for the three- and ~~six-month~~ nine-month periods ended ~~March 30, 2024~~ June 29, 2024, respectively, and was ~~\$1.1 billion~~ \$7.0 billion and ~~\$8.0 billion~~ \$14.9 billion for the three- and ~~six-month~~ nine-month periods ended ~~April 1, 2023~~ July 1, 2023, respectively.

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Share-Based Compensation

The following table shows share-based compensation expense and the related income tax benefit included in the Condensed Consolidated Statements of Operations for the three- and ~~six-month~~ nine-month periods ended ~~March 30, 2024~~ June 29, 2024 and ~~April 1, 2023~~ July 1, 2023 (in millions):

	Three Months Ended	Three Months Ended	Six Months Ended		Three Months Ended	Nine Months Ended
	March 30, 2024	April 1, 2023	March 30, 2024	April 1, 2023	March 30, 2024	July 1, 2023
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023

Share-based compensation expense

Income tax benefit related to share-based compensation expense

As of ~~March 30, 2024~~ June 29, 2024, the total unrecognized compensation cost related to outstanding RSUs was ~~\$24.7 billion~~ \$21.9 billion, which the Company expects to recognize over a weighted-average period of ~~2.7~~ 2.6 years.

Note 910 – Contingencies

The Company is subject to various legal proceedings and claims that have arisen in the ordinary course of business and that have not been fully resolved. The outcome of litigation is inherently uncertain. In the opinion of management, there was not at least a reasonable possibility the Company may have incurred a material loss, or a material loss greater than a recorded accrual, concerning loss contingencies for asserted legal and other claims.

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Note 1011 – Segment Information and Geographic Data

The following table shows information by reportable segment for the three- and ~~six-month~~ nine-month periods ended ~~March 30, 2024~~ June 29, 2024 and ~~April 1, 2023~~ July 1, 2023 (in millions):

	Three Months Ended		Six Months Ended	
	March 30, 2024	April 1, 2023	March 30, 2024	April 1, 2023
Americas:				
Net sales	\$ 37,273	\$ 37,784	\$ 87,703	\$ 87,062
Operating income	\$ 15,074	\$ 13,927	\$ 35,431	\$ 31,791
Europe:				
Net sales	\$ 24,123	\$ 23,945	\$ 54,520	\$ 51,626
Operating income	\$ 9,991	\$ 9,368	\$ 22,702	\$ 19,385
Greater China:				
Net sales	\$ 16,372	\$ 17,812	\$ 37,191	\$ 41,717

Operating income	\$ 6,700	\$ 7,531	\$ 15,322	\$ 17,968
Japan:				
Net sales	\$ 6,262	\$ 7,176	\$ 14,029	\$ 13,931
Operating income	\$ 3,135	\$ 3,394	\$ 6,954	\$ 6,630
Rest of Asia Pacific:				
Net sales	\$ 6,723	\$ 8,119	\$ 16,885	\$ 17,654
Operating income	\$ 2,806	\$ 3,268	\$ 7,385	\$ 7,119

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	Three Months Ended		Nine Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Americas:				
Net sales	\$ 37,678	\$ 35,383	\$ 125,381	\$ 122,445
Operating income	\$ 15,209	\$ 13,117	\$ 50,640	\$ 44,908
Europe:				
Net sales	\$ 21,884	\$ 20,205	\$ 76,404	\$ 71,831
Operating income	\$ 9,170	\$ 7,995	\$ 31,872	\$ 27,380
Greater China:				
Net sales	\$ 14,728	\$ 15,758	\$ 51,919	\$ 57,475
Operating income	\$ 5,562	\$ 6,207	\$ 20,884	\$ 24,175
Japan:				
Net sales	\$ 5,097	\$ 4,821	\$ 19,126	\$ 18,752
Operating income	\$ 2,544	\$ 2,443	\$ 9,498	\$ 9,073
Rest of Asia Pacific:				
Net sales	\$ 6,390	\$ 5,630	\$ 23,275	\$ 23,284
Operating income	\$ 2,610	\$ 2,328	\$ 9,995	\$ 9,447

A reconciliation of the Company's segment operating income to the Condensed Consolidated Statements of Operations for the three- and ~~six-month~~ nine-month periods ended March 30, 2024 June 29, 2024 and April 1, 2023 July 1, 2023 is as follows (in millions):

	Three Months Ended	Three Months Ended		Six Months Ended		Three Months Ended		Nine Months Ended
	March 30, 2024	April 1, 2023		March 30, 2024	April 1, 2023			
	June 29, 2024	July 1, 2023		June 29, 2024	July 1, 2023			

Segment operating income

Research and development expense

Other corporate expenses, net

Total operating income

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

This Item and other sections of this Quarterly Report on Form 10-Q ("Form 10-Q") contain forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. For example, statements in this Form 10-Q regarding the potential future impact of macroeconomic conditions on the Company's business and results of operations are forward-looking statements. Forward-looking statements can also be identified by words such as "future," "anticipates," "believes," "estimates," "expects," "intends," "plans," "predicts," "will," "would," "could," "can," "may," and similar terms. Forward-looking statements are not guarantees of future performance and the Company's actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in Part I, Item 1A of the 2023 Form 10-K and Part II, Item 1A of this Form 10-Q, in each case under the heading "Risk Factors." The Company assumes no obligation to revise or update any forward-looking statements for any reason, except as required by law.

Unless otherwise stated, all information presented herein is based on the Company's fiscal calendar, and references to particular years, quarters, months or periods refer to the Company's fiscal years ended in September and the associated quarters, months and periods of those fiscal years.

The following discussion should be read in conjunction with the 2023 Form 10-K filed with the U.S. Securities and Exchange Commission (the "SEC") and the condensed consolidated financial statements and accompanying notes included in Part I, Item 1 of this Form 10-Q.

Available Information

The Company periodically provides certain information for investors on its corporate website, www.apple.com, and its investor relations website, investor.apple.com. This includes press releases and other information about financial performance, information on environmental, social and governance matters, and details related to the Company's annual meeting of shareholders. The information contained on the websites referenced in this Form 10-Q is not incorporated by reference into this filing. Further, the Company's references to website URLs are intended to be inactive textual references only.

Business Seasonality and Product Introductions

The Company has historically experienced higher net sales in its first quarter compared to other quarters in its fiscal year due in part to seasonal holiday demand. Additionally, new product and service introductions can significantly impact net sales, cost of sales and operating expenses. The timing of product introductions can also impact the Company's net sales to its indirect distribution channels as these channels are filled with new inventory following a product launch, and channel inventory of an older product often declines as the launch of a newer product approaches. Net sales can also be affected when consumers and distributors anticipate a product introduction.

During the **second** third quarter of 2024, the Company announced an updated MacBook the following product and operating system updates:

- iPad Air® 13-in.;
- iPad Pro®;
- iOS 18, macOS® Sequoia, iPadOS® 18, watchOS® 11, visionOS™ 2 and MacBook Air 15-in. tvOS® 18.

The Company also announced Apple Intelligence™, a personal intelligence system that uses generative models, which will be available on certain iPhone, Mac and iPad devices. Apple Intelligence is deeply integrated into iOS 18, macOS Sequoia and iPadOS 18.

Fiscal Period

The Company's fiscal year is the 52- or 53-week period that ends on the last Saturday of September. An additional week is included in the first fiscal quarter every five or six years to realign the Company's fiscal quarters with calendar quarters, which occurred in the first quarter of 2023. The Company's fiscal years 2024 and 2023 span 52 and 53 weeks, respectively.

Macroeconomic Conditions

Macroeconomic conditions, including inflation, interest rates and currency fluctuations, have directly and indirectly impacted, and could in the future materially impact, the Company's results of operations and financial condition.

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Segment Operating Performance

The following table shows net sales by reportable segment for the three- and **six-month** **nine-month** periods ended **March 30, 2024** **June 29, 2024** and **April 1, 2023** **July 1, 2023** (dollars in millions):

	Three Months Ended			Three Months Ended			Six Months Ended			Three Months Ended
	March		April	March		April 1,	2024		2023	
	30,	1,	2024	Change	2024	2023	Change	2023	Change	
Net sales by reportable segment:	June	July		June						
Americas	29,	1,	2024	Change	2024	2023	Change	2023	Change	
Americas	2024	2023	Change	2024	2023	Change	2023	Change		

Net sales by reportable segment:

Americas
Americas

Americas	\$37,273	\$	\$37,784	(1)	(1)	%	\$87,703	\$	\$87,062	1	1	\$	37,678	\$	\$	35,383	6
Europe	Europe	24,123	23,945	23,945	1	1	%	54,520	51,626	51,626	6	6	%	Europe	21,884	20,205	20,205
Greater China	Greater China	16,372	17,812	17,812	(8)	(8)	%	37,191	41,717	41,717	(11)	(11)	%	Greater China	14,728	15,758	15,758
Japan	Japan	6,262	7,176	7,176	(13)	(13)	%	14,029	13,931	13,931	1	1	%	Japan	5,097	4,821	4,821
Rest of Asia	Rest of Asia													Rest of Asia			
Pacific	Pacific	6,723	8,119	8,119	(17)	(17)	%	16,885	17,654	17,654	(4)	(4)	%	Pacific	6,390	5,630	5,630
Total net sales	Total net sales	\$90,753	\$94,836		(4)	(4)	%	\$210,328	\$211,990		(1)	(1)	%	Total net sales	\$85,777	\$81,797	\$81,797

Americas

Americas net sales were relatively flat increased during the second third quarter of 2024 compared to the second third quarter of 2023 with lower net sales of iPhone and iPad offset by due primarily to higher net sales of Services, Services and iPad. Year-over-year Americas net sales were relatively flat increased during the first six nine months of 2024 with due primarily to higher net sales of Services, partially offset by lower net sales of iPhone and iPad, Wearables, Home and Accessories. The strength in foreign currencies relative to the U.S. dollar had a net favorable year-over-year impact on Americas net sales during the second quarter and first six nine months of 2024.

Europe

Europe net sales were relatively flat increased during the second third quarter of 2024 compared to the second third quarter of 2023 with due primarily to higher net sales of Services offset by lower net sales of iPhone, and iPad. The weakness in foreign currencies relative to the U.S. dollar had a net unfavorable year-over-year impact on Europe net sales during the second third quarter of 2024. Year-over-year Europe net sales increased during the first six nine months of 2024 due primarily to higher net sales of iPhone Services and Services, iPhone, partially offset by lower net sales of iPad, Wearables, Home and Accessories.

Greater China

Greater China net sales decreased during the second third quarter and first six months of 2024 compared to the same periods in third quarter of 2023 due primarily to lower net sales of iPhone. Year-over-year Greater China net sales decreased during the first nine months of 2024 due primarily to lower net sales of iPhone and iPad. The weakness in the renminbi relative to the U.S. dollar had an unfavorable year-over-year impact on Greater China net sales during the second third quarter and first six nine months of 2024.

Japan

Japan net sales decreased increased during the second third quarter of 2024 compared to the second third quarter of 2023 due primarily to higher net sales of iPhone and iPad. Year-over-year Japan net sales increased during the first nine months of 2024 due primarily to higher net sales of iPhone, partially offset by lower net sales of iPhone. Year-over-year Japan net sales during the first six months of 2024 were relatively flat, Wearables, Home and Accessories. The weakness in the yen relative to the U.S. dollar had an unfavorable year-over-year impact on Japan net sales during the second third quarter and first six nine months of 2024.

Rest of Asia Pacific

Rest of Asia Pacific net sales decreased increased during the second third quarter of 2024 compared to the second third quarter of 2023 due primarily to lower higher net sales of iPhone, Services, iPhone and iPad. Year-over-year Rest of Asia Pacific net sales decreased were relatively flat during the first six nine months of 2024 due primarily 2024. The weakness in foreign currencies relative to lower the U.S. dollar had a net unfavorable year-over-year impact on Rest of Asia Pacific net sales during the third quarter and first nine months of Wearables, Home and Accessories and iPad. 2024.

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Products and Services Performance

The following table shows net sales by category for the three- and six-month nine-month periods ended March 30, 2024 June 29, 2024 and April 1, 2023 July 1, 2023 (dollars in millions):

Three Months Ended			Three Months Ended			Six Months Ended			Three M		
March	April	March	April 1,	2023	Change	2024	2023	Change	2024	2023	Change
30, 2024	1, 2023		30, 2024								
June 29, 2024	July 1, 2023		June 29, 2024								

Net sales by category:

iPhone	\$45,963	\$	\$51,334	(10)	(10)	%	\$115,665	\$	\$117,109	(1)	(1)	\$	\$39,296	\$	\$39,669
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Mac	Mac	7,451	7,168	7,168	4	4 %	15,231	14,903	14,903	2	2 %	Mac	7,009	6,840
iPad	iPad	5,559	6,670	6,670	(17)	(17) %	12,582	16,066	16,066	(22)	(22)	iPad	7,162	5,791
Wearables, Home and Accessories	Wearables, Home and Accessories	7,913	8,757	8,757	(10)	(10) %	19,866	22,239	22,239	(11)	(11) %	Wearables, Home and Accessories	8,097	8,284
Services	Services	23,867	20,907	20,907	14	14 %	46,984	41,673	41,673	13	13 %	Services	24,213	21,213
Total net sales	Total net sales	\$90,753	\$94,836	\$94,836	(4)	(4) %	\$210,328	\$211,990	\$211,990	(1)	(1) %	Total net sales	\$85,777	\$85,777

iPhone

iPhone net sales decreased during the second quarter of 2024 compared to the second quarter of 2023 due to lower net sales of Pro models. Year-over-year iPhone net sales were relatively flat during the third quarter and first six nine months of 2024 compared to the same periods in 2023.

Mac

Mac net sales increased during the second third quarter and first six nine months of 2024 compared to the same periods in 2023 due to higher net sales of laptops.

iPad

iPad net sales increased during the third quarter of 2024 compared to the third quarter of 2023 due primarily to higher net sales of iPad Pro and iPad Air. Year-over-year iPad net sales decreased during the second quarter and first six nine months of 2024 compared to the same periods in 2023 due primarily to lower net sales of iPad Pro 9th generation and iPad 9th Pro, partially offset by higher net sales of iPad 10th generation.

Wearables, Home and Accessories

Wearables, Home and Accessories net sales decreased during the second third quarter and first six months of 2024 compared to the same periods in third quarter of 2023 due primarily to lower net sales of Wearables. Year-over-year Wearables, Home and Accessories net sales decreased during the first nine months of 2024 due primarily to lower net sales of Wearables and Accessories.

Services

Services net sales increased during the second third quarter and first six nine months of 2024 compared to the same periods in 2023 due primarily to higher net sales from advertising, the App Store® and cloud services.

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Gross Margin

Products and Services gross margin and gross margin percentage for the three- and six-month nine-month periods ended March 30, 2024 June 29, 2024 and April 1, 2023 July 1, 2023 were as follows (dollars in millions):

	Three Months Ended		Three Months Ended		Six Months Ended		Three Months Ended		Nine Months Ended	
	March 30, 2024		April 1, 2023		March 30, 2024		April 1, 2023			
	June 29, 2024		July 1, 2023		June 29, 2024		July 1, 2023			

Gross margin:

Products	
Products	
Products	
Services	

Total gross margin

Gross margin percentage:

Products										
Products										
Products			36.6 %	36.7 %	38.3 %	36.8 %			35.3 %	35.4 %
Services		Services	74.6 %	71.0 %	73.7 %	70.9 %	Services		74.0 %	70.5 %
Total gross margin percentage		Total gross margin percentage	46.6 %	44.3 %	46.2 %	43.5 %	Total gross margin percentage		46.3 %	44.5 %

Products Gross Margin

Products gross margin **decreased** was relatively flat during the **second** **third** quarter and first nine months of 2024 compared to the **second** quarter of 2023 due primarily to lower Products volume and the **weakness** same periods in foreign currencies relative to the U.S. dollar. Year-over-year Products gross margin was relatively flat during the first six months of 2024, 2023.

Products gross margin percentage was relatively flat during the **second** **third** quarter of 2024 compared to the **second** **third** quarter of 2023. Year-over-year Products gross margin percentage increased during the first **six** **nine** months of 2024 due primarily to cost savings, partially offset by a **different** Products mix and the **weakness** in foreign currencies relative to the U.S. dollar.

Services Gross Margin

Services gross margin **increased** during the **third** quarter and first nine months of 2024 compared to the same periods in 2023 due primarily to higher Services net sales.

Services gross margin percentage increased during the **second** **third** quarter and first **six** **nine** months of 2024 compared to the same periods in 2023 due primarily to a different Services mix.

The Company's future gross margins can be impacted by a variety of factors, as discussed in Part I, Item 1A of the 2023 Form 10-K and Part II, Item 1A of this Form 10-Q, in each case under the heading "Risk Factors." As a result, the Company believes, in general, gross margins will be subject to volatility and downward pressure.

Operating Expenses

Operating expenses for the three- and **six**-**month** **nine**-**month** periods ended **March 30, 2024** **June 29, 2024** and **April 1, 2023** **July 1, 2023** were as follows (dollars in millions):

	Three Months Ended	Three Months Ended				Six Months Ended				Three Months Ended	Nine Months Ended		
		March		March		March		April 1, 2023					
		30, 2024	April 1, 2023	30, 2024	April 1, 2023	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023				
Research and development	Percentage of total net sales	9 %	8 %	7 %	7 %	7 %	7 %	9 %	9 %	8 %	8 %		
Selling, general and administrative	Percentage of total net sales	7 %	7 %	6 %	6 %	7 %	7 %	7 %	7 %	7 %	6 %		
Total operating expenses	Percentage of total net sales	16 %	14 %	14 %	13 %	17 %	17 %	16 %	15 %	14 %	14 %		

Research and Development

The growth in research and development ("R&D") expense during the **second** **third** quarter and first **six** **nine** months of 2024 compared to the same periods in 2023 was driven primarily by increases in headcount-related expenses.

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Selling, General and Administrative

The growth in **Selling, General and Administrative** expense increased \$347 million during the **second** **third** quarter of 2024 and \$793 million during the first **six** **nine** months of 2024 compared to the same periods in 2023 was driven in part by higher infrastructure-related costs, 2023.

Provision for Income Taxes

Provision for income taxes, effective tax rate and statutory federal income tax rate for the three- and **six**-**month** **nine**-**month** periods ended **March 30, 2024** **June 29, 2024** and **April 1, 2023** **July 1, 2023** were as follows (dollars in millions):

	Three Months Ended	Three Months Ended				Six Months Ended				Three Months Ended	Nine Months Ended		
		March		March		March		April 1, 2023					
		30, 2024	April 1, 2023	30, 2024	April 1, 2023	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023				
Provision for income taxes													

Effective tax rate	Effective tax rate	15.8 %	14.9 %	15.8 %	15.4 %	Effective tax rate	15.9 %	12.5 %	15.8 %	14.6 %
Statutory federal income tax rate	Statutory federal income tax rate	21 %	21 %	21 %	21 %	Statutory federal income tax rate	21 %	21 %	21 %	21 %

The Company's effective tax rate for the **second** **third** quarter and first **six** **nine** months of 2024 was lower than the statutory federal income tax rate due primarily to a lower effective tax rate on foreign earnings, the impact of the U.S. federal R&D credit, and tax benefits from share-based compensation, partially offset by state income taxes.

The Company's effective tax rate for the **second** **third** quarter and first **six** **nine** months of 2024 was higher compared to the same periods in 2023 due primarily to a higher effective tax rate on foreign earnings and a lower tax benefit from the U.S. federal R&D credit, share-based compensation, partially offset by lower state income taxes.

Liquidity and Capital Resources

The Company believes its balances of cash, cash equivalents and unrestricted marketable securities, along with cash generated by ongoing operations and continued access to debt markets, will be sufficient to satisfy its cash requirements and capital return program over the next 12 months and beyond.

The Company's contractual cash requirements have not changed materially since the 2023 Form 10-K, except for manufacturing purchase obligations.

Manufacturing Purchase Obligations

The Company utilizes several outsourcing partners to manufacture subassemblies for the Company's products and to perform final assembly and testing of finished products. The Company also obtains individual components for its products from a wide variety of individual suppliers. As of **March 30, 2024** **June 29, 2024**, the Company had manufacturing purchase obligations of **\$34.2 billion** **\$38.4 billion**, with **\$34.1 billion** **\$38.3 billion** payable within 12 months.

Capital Return Program

In addition to its contractual cash requirements, the Company has an authorized share repurchase program, under which the remaining availability was \$30.1 billion as of March 30, 2024. On May 2, 2024, the Company announced the Board of Directors had authorized an additional program to repurchase up to \$110 billion of the Company's common stock. The programs do not obligate the Company to acquire a minimum amount of shares.

On May 2, 2024, the Company also announced the Board As of Directors raised June 29, 2024, the Company's quarterly cash dividend from \$0.24 to was \$0.25 per share, beginning with the dividend to be paid during the third quarter of 2024. The Company intends to increase its dividend on an annual basis, subject to declaration by the Board of Directors.

During the **second** **third** quarter of 2024, the Company repurchased **\$23.5 billion** **\$26.0 billion** of its common stock and paid dividends and dividend equivalents of **\$3.7 billion** **\$3.9 billion**.

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Recent Accounting Pronouncements

Income Taxes

In December 2023, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") No. 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures* ("ASU 2023-09"), which will require the Company to disclose specified additional information in its income tax rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. ASU 2023-09 will also require the Company to disaggregate its income taxes paid disclosure by federal, state and foreign taxes, with further disaggregation required for significant individual jurisdictions. The Company will adopt ASU 2023-09 in its fourth quarter of 2026. ASU 2023-09 allows for adoption 2026 using either a prospective or retrospective transition method.

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Segment Reporting

In November 2023, the FASB issued ASU No. 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures* ("ASU 2023-07"), which will require the Company to disclose segment expenses that are significant and regularly provided to the Company's chief operating decision maker ("CODM"). In addition, ASU 2023-07 will require the Company to disclose the title and position of its CODM and how the CODM uses segment profit or loss information in assessing segment performance and deciding how to allocate resources. The Company will adopt ASU 2023-07 in its fourth quarter of 2025 using a retrospective transition method.

Critical Accounting Estimates

The preparation of financial statements and related disclosures in conformity with GAAP and the Company's discussion and analysis of its financial condition and operating results require the Company's management to make judgments, assumptions and estimates that affect the amounts reported. Note 1, "Summary of Significant Accounting Policies" of the Notes to Condensed Consolidated Financial Statements in Part I, Item 1 of this Form 10-Q and in the Notes to Consolidated Financial Statements in Part II, Item 8 of the 2023 Form 10-K describe the significant accounting policies and methods used in the preparation of the Company's condensed consolidated financial statements. There have been no material changes to the Company's critical accounting estimates since the 2023 Form 10-K.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes to the Company's market risk during the first **six** **nine** months of 2024. For a discussion of the Company's exposure to market risk, refer to the Company's market risk disclosures set forth in Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk" of the 2023 Form 10-K.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Based on an evaluation under the supervision and with the participation of the Company's management, the Company's principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act were effective as of **March 30, 2024** **June 29, 2024** to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms and (ii) accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the **second** **third** quarter of 2024, which were identified in connection with management's evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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PART II — OTHER INFORMATION

Item 1. Legal Proceedings

Digital Markets Act Investigations

On March 25, 2024, the **European Commission** (the "Commission") announced that it had opened two formal noncompliance investigations against the Company under the European Union ("EU") Digital Markets Act (the "DMA"). The Commission's investigations concern (1) Article 5(4) of the DMA, which relates to how developers may communicate and promote offers to end users for apps distributed through the App Store as well as how developers may conclude contracts with those end users; and (2) Article 6(3) of the DMA, which relates to default settings, uninstallation of apps, and a web browser choice screen on iOS. On June 24, 2024, the Commission announced its preliminary findings in the Article 5(4) investigation alleging that the Company's App Store rules are in breach of the DMA and announced that it had opened a third formal investigation against the Company regarding whether the Company's new contractual requirements for third-party app developers and app marketplaces may violate the DMA. If the Commission **concludes** makes a final determination that there has been a violation, it can issue a cease and desist order and may impose fines up to 10% of the Company's annual worldwide net sales. Although any decision by the Commission can be appealed to the General Court of the EU, the effectiveness of the Commission's order would apply immediately while the appeal is pending, unless a stay of the order is granted. The Company believes that it complies with the DMA and **will continue** has continued to **make changes to its compliance plan in response to feedback and engagement with the Commission as it conducts its investigations.** Commission.

Department of Justice Lawsuit

On March 21, 2024, the U.S. Department of Justice (the "DOJ") and **16** **a number of** state and district attorneys general filed a civil antitrust lawsuit in the U.S. District Court for the District of New Jersey against the Company alleging monopolization or attempted monopolization in the markets for "performance smartphones" and "smartphones" in violation of U.S. antitrust laws. The DOJ is seeking equitable relief to redress the alleged anticompetitive behavior. In addition, various civil litigation matters have been filed in state and federal courts in the U.S. alleging similar violations of U.S. antitrust laws and seeking monetary damages and other nonmonetary relief. The Company believes it has substantial defenses and intends to vigorously defend itself.

Epic Games

Epic Games, Inc. ("Epic") filed a lawsuit in the U.S. District Court for the Northern District of California (the "California District Court") against the Company alleging violations of federal and state antitrust laws and California's unfair competition law based upon the Company's operation of its App Store. The California District Court found that certain provisions of the Company's App Store Review Guidelines violate California's unfair competition law and issued an injunction enjoining the Company from prohibiting developers from including in their apps external links that direct customers to purchasing mechanisms other than Apple in-app purchasing. The injunction applies to apps on the U.S. storefront of the iOS and iPadOS App Store. On January 16, 2024, the Company implemented a plan to comply with the injunction and filed a statement of compliance with the California District Court. **On March 13, 2024, A motion by Epic filed a motion with the California District Court** disputing the Company's compliance plan and seeking to enforce the injunction. **The injunction, which the Company has filed an opposition to Epic's motion.** **opposed, is pending before the California District Court.** The Company believes it has substantial defenses and intends to vigorously defend itself.

Other Legal Proceedings

The Company is subject to other legal proceedings and claims that have not been fully resolved and that have arisen in the ordinary course of business. The Company settled certain matters during the **second** **third** quarter of 2024 that did not individually or in the aggregate have a material impact on the Company's financial condition or operating results. The outcome of litigation is inherently uncertain. If one or more legal matters were resolved against the Company in a reporting period for amounts above management's expectations, the Company's financial condition and operating results for that reporting period could be materially adversely affected.

Item 1A. Risk Factors

The Company's business, reputation, results of operations, financial condition and stock price can be affected by a number of factors, whether currently known or unknown, including those described in Part I, Item 1A of the 2023 Form 10-K and Part II, Item 1A of the Form 10-Q for the quarter ended March 30, 2024 (the "second quarter 2024 Form 10-Q"), in each case under the heading "Risk Factors." When any one or more of these risks materialize from time to time, the Company's business, reputation, results of operations, financial condition and stock price can be materially and adversely affected. Except **as set forth below**, for the risk factor disclosed in Part II, Item 1A of the **second quarter 2024 Form 10-Q**, which is hereby incorporated by reference into this Part II, Item 1A of this Form 10-Q, there have been no material changes to the Company's risk factors since the 2023 Form 10-K.

The technology industry, including, in some instances, the Company, is subject to intense media, political and regulatory scrutiny, which exposes the Company to increasing regulation, government investigations, legal actions and penalties.

From time to time, the Company has made changes to its App Store, including actions taken in response to litigation, competition, market conditions and legal and regulatory requirements. The Company expects to make further business changes in the future. For example, in the U.S. the Company has implemented changes to how developers communicate with consumers within apps on the U.S. storefront of the iOS and iPadOS App Store regarding alternative purchasing mechanisms.

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In January 2024, the Company announced changes to iOS, the App Store and Safari® in the EU to comply with the DMA, including new business terms and alternative fee structures for iOS apps, alternative methods of distribution for iOS apps, alternative payment processing for apps across the Company's operating systems, and additional tools and application programming interfaces ("APIs") for developers. Although the Company's compliance plan is intended to address the DMA's obligations, it has been challenged by the Commission and may be challenged further by private litigants. In addition, other jurisdictions may seek to require the Company to make changes to its business. While the changes introduced by the Company in the EU are intended to reduce new privacy and security risks the DMA poses to EU users, many risks will remain.

The Company is also currently subject to antitrust investigations and litigation in various jurisdictions around the world, which can result in legal proceedings and claims against the Company that could, individually or in the aggregate, have a materially adverse impact on the Company's business, results of operations and financial condition. For example, the Company is subject to civil antitrust lawsuits in the U.S. alleging monopolization or attempted monopolization in the markets for "performance smartphones" and "smartphones" generally in violation of U.S. antitrust laws. In addition, the Company is the subject of investigations in Europe and other jurisdictions relating to App Store terms and conditions. If such investigations or litigation are resolved against the Company, the Company can be exposed to significant fines and may be required to make further changes to its business practices, all of which could materially adversely affect the Company's business, reputation, results of operations and financial condition.

Further, the Company has commercial relationships with other companies in the technology industry that are or may become subject to investigations and litigation that, if resolved against those other companies, could materially adversely affect the Company's commercial relationships with those business partners and materially adversely affect the Company's business, results of operations and financial condition. For example, the Company earns revenue from licensing arrangements with other companies to offer their search services on the Company's platforms and applications, and certain of these arrangements are currently subject to government investigations and legal proceedings.

There can be no assurance the Company's business will not be materially adversely affected, individually or in the aggregate, by the outcomes of such investigations, litigation or changes to laws and regulations in the future. Changes to the Company's business practices to comply with new laws and regulations or in connection with other legal proceedings can negatively impact the reputation of the Company's products for privacy and security and otherwise adversely affect the experience for users of the Company's products and services, and result in harm to the Company's reputation, loss of competitive advantage, poor market acceptance, reduced demand for products and services, and lost sales.

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

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Share repurchase activity during the three months ended **March 30, 2024** **June 29, 2024** was as follows (in millions, except number of shares, which are reflected in thousands, and per-share amounts):

Periods	Periods	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (1)	Periods	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (1)
December 31, 2023 to February 3, 2024:										
March 31, 2024 to May 4, 2024:										
	Open market and privately negotiated purchases									
	Open market and privately negotiated purchases									
	Open market and privately negotiated purchases									
February 4, 2024 to March 2, 2024:										
May 5, 2024 to June 1, 2024:										
February 4, 2024 to March 2, 2024:										
May 5, 2024 to June 1, 2024:										
February 4, 2024 to March 2, 2024:										
May 5, 2024 to June 1, 2024:										
	Open market and privately negotiated purchases									
	Open market and privately negotiated purchases									

Open market and privately negotiated purchases

March 3, 2024 to March 30, 2024:

June 2, 2024 to June 29, 2024:

March 3, 2024 to March 30, 2024:

June 2, 2024 to June 29, 2024:

March 3, 2024 to March 30, 2024:

June 2, 2024 to June 29, 2024:

Open market and privately negotiated purchases

Open market and privately negotiated purchases

Open market and privately negotiated purchases

Total

Total

Total

(1) As of March 30, 2024 On May 4, 2023, the Company was authorized by the Board of Directors to authorized the purchase of up to \$90 billion of the Company's common stock under a share repurchase program. As of June 29, 2024, remaining availability under the May 2023 program announced on May 4, 2023, of which \$59.9 billion had been utilized, was \$4.1 billion. On May 2, 2024, the Company announced the Board of Directors had authorized an additional program to repurchase up to \$110 billion of the Company's common stock. The programs do not obligate the Company to acquire a minimum amount of shares. Under the programs, shares may be repurchased in privately negotiated or open market transactions, including under plans complying with Rule 10b5-1 under the Exchange Act.

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Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Insider Trading Arrangements

None. On May 24, 2024, Tim Cook, the Company's Chief Executive Officer, entered into a trading plan intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act. The plan provides for the sale, subject to certain price limits, of shares vesting during the duration of the plan pursuant to certain equity awards granted to Mr. Cook, excluding shares withheld by the Company to satisfy income tax withholding and remittance obligations. Mr. Cook's plan will expire on May 24, 2026, subject to early termination in accordance with the terms of the plan.

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Item 6. Exhibits

Incorporated by Reference			
Exhibit Number	Exhibit Description	Form	Filing Date/Period End Date
31.1*	Rule 13a-14(a) / 15d-14(a) Certification of Chief Executive Officer.		
31.2*	Rule 13a-14(a) / 15d-14(a) Certification of Chief Financial Officer.		
32.1**	Section 1350 Certifications of Chief Executive Officer and Chief Financial Officer.		
101*	Inline XBRL Document Set for the condensed consolidated financial statements and accompanying notes in Part I, Item 1, "Financial Statements" of this Quarterly Report on Form 10-Q.		
104*	Inline XBRL for the cover page of this Quarterly Report on Form 10-Q, included in the Exhibit 101 Inline XBRL Document Set.		

* Filed herewith.

** Furnished herewith.

SIGNATURE

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.

Date: **May 2, 2024** **August 1, 2024**

Apple Inc.

By: **/s/ Luca Maestri**

Luca Maestri

Senior Vice President,
Chief Financial Officer

Exhibit 31.1

CERTIFICATION

I, Timothy D. Cook, certify that:

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

Date: **May 2, 2024** **August 1, 2024**

By: /s/ Timothy D. Cook
Timothy D. Cook
Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Luca Maestri, certify that:

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

Date: **May 2, 2024** August 1, 2024

By: /s/ Luca Maestri
Luca Maestri
Senior Vice President,
Chief Financial Officer

Exhibit 32.1

**CERTIFICATIONS OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,**

**AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Timothy D. Cook, certify, as of the date hereof, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Apple Inc. on Form 10-Q for the period ended **March 30, 2024** **June 29, 2024** fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-Q fairly presents in all material respects the financial condition and results of operations of Apple Inc. at the dates and for the periods indicated.

Date: **May 2, 2024** August 1, 2024

By: /s/ Timothy D. Cook
Timothy D. Cook
Chief Executive Officer

I, Luca Maestri, certify, as of the date hereof, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Apple Inc. on Form 10-Q for the period ended **March 30, 2024** **June 29, 2024** fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-Q fairly presents in all material respects the financial condition and results of operations of Apple Inc. at the dates and for the periods indicated.

Date: **May 2, 2024** August 1, 2024

By: /s/ Luca Maestri
Luca Maestri
Senior Vice President,
Chief Financial Officer

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

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