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

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2015
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 1-5684

W.W. Grainger, Inc.

(Exact name of registrant as specified in its charter)

Illinois

(State or other jurisdiction of incorporation or
organization)

100 Grainger Parkway, Lake Forest, Illinois

(Address of principal executive offices)

36-1150280

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

60045-5201

(Zip Code)

(847) 535-1000

(Registrant's telephone number including area code)

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

Title of each class

Common Stock \$0.50 par value

Name of each exchange on which registered

New York Stock Exchange

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

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

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

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

The aggregate market value of the voting common equity held by nonaffiliates of the registrant was \$14,934,345,621 as of the close of trading as reported on the New York Stock Exchange on June 30, 2015. The Company does not have nonvoting common equity.

The registrant had 61,728,599 shares of the Company's Common Stock outstanding as of January 31, 2016.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement relating to the annual meeting of shareholders of the registrant to be held on April 27, 2016, are incorporated by reference into Part III hereof.

TABLE OF CONTENTS

Page(s)

PART I

Item 1:	BUSINESS	4
Item 1A:	RISK FACTORS	8
Item 1B:	UNRESOLVED STAFF COMMENTS	10
Item 2:	PROPERTIES	11
Item 3:	LEGAL PROCEEDINGS	11
Item 4:	MINE SAFETY DISCLOSURES	11

PART II

Item 5:	MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES	12
Item 6:	SELECTED FINANCIAL DATA	14
Item 7:	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	15
Item 7A:	QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	32
Item 8:	FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA	33
Item 9:	CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE	33
Item 9A:	CONTROLS AND PROCEDURES	33
Item 9B:	OTHER INFORMATION	33

PART III

Item 10:	DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE	34
Item 11:	EXECUTIVE COMPENSATION	35
Item 12:	SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS	35
Item 13:	CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE	35
Item 14:	PRINCIPAL ACCOUNTING FEES AND SERVICES	35

PART IV

Item 15:	EXHIBITS AND FINANCIAL STATEMENT SCHEDULES	35
Signatures		79

PART I

Item 1: Business

The Company

W.W. Grainger, Inc., incorporated in the State of Illinois in 1928, is a broad line distributor of maintenance, repair and operating (MRO) supplies and other related products and services used by businesses and institutions primarily in the United States and Canada, with presence also in Europe, Asia and Latin America. In this report, the words “Grainger” or “Company” mean W.W. Grainger, Inc. and its subsidiaries.

During 2015, Grainger acquired Cromwell Group (Holdings) Limited (Cromwell), a broad line distributor of MRO supplies in the United Kingdom. See the Other Businesses discussion below for a description of the business.

Grainger uses a combination of multichannel and single channel online business models to provide customers with a range of options for finding and purchasing products, utilizing sales representatives, contact centers, direct marketing materials, catalogs and eCommerce. Grainger serves approximately 3 million customers worldwide through a network of highly integrated distribution centers, websites and branches.

Products are regularly added to and deleted from Grainger's product lines on the basis of customer demand, market research, recommendations of suppliers, sales volumes and other factors.

Grainger's centralized business support functions provide coordination and guidance in the areas of accounting and finance, business development, communications and investor relations, compensation and benefits, information systems, health and safety, global supply chain functions, human resources, risk management, internal audit, legal, real estate, security, tax and treasury. These services are provided in varying degrees to all business units.

Grainger's two reportable segments are the United States and Canada, and they are described further below. Other businesses include Zoro Tools, Inc. (Zoro), the single channel online business in the United States, and operations in Europe, Asia and Latin America. These businesses generate revenue through the distribution of maintenance, repair and operating supplies and products and provide related services. For segment and geographical information and consolidated net sales and operating earnings, see “Item 7: Management's Discussion and Analysis of Financial Condition and Results of Operations” and Note 17 to the Consolidated Financial Statements.

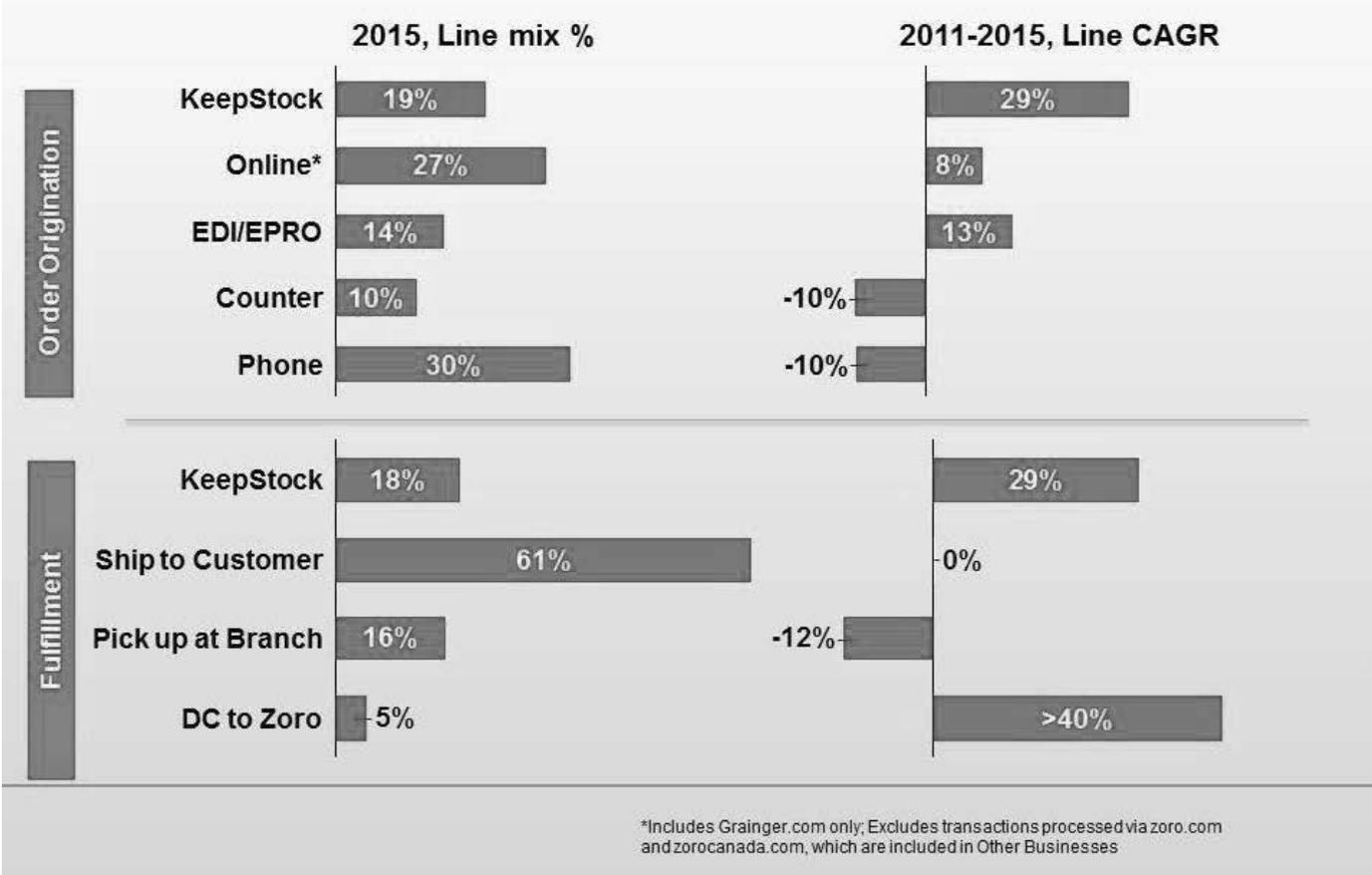
United States

The United States business offers a broad selection of maintenance, repair and operating supplies and other related products and services through sales representatives, catalogs, eCommerce and local branches. A combination of product breadth, local availability, speed of delivery, detailed product information and competitively priced products and services is provided by this business. Products offered include material handling equipment, safety and security supplies, lighting and electrical products, power and hand tools, pumps and plumbing supplies, cleaning and maintenance supplies, building and home inspection supplies, vehicle and fleet components and many other items primarily focused on the facilities maintenance market. Services offered primarily relate to inventory management solutions. In 2015, service fee revenue represented less than 1% of sales.

The majority of the products sold by the United States business are well-recognized nationally branded products. In addition, 22% of 2015 sales were private label items bearing Grainger's registered trademarks, such as DAYTON® motors, power transmission, HVAC and material handling equipment, SPEEDAIRE® air compressors, AIR HANDLER® air filtration equipment, TOUGH GUY® cleaning products, WESTWARD® tools, CONDOR® safety products and LUMAPRO® lighting products. Grainger has taken steps to protect these trademarks against infringement and believes that they will remain available for future use in its business. The United States business purchases products for sale from more than 2,500 key suppliers, most of which are manufacturers. Through a global sourcing operation, the business procures competitively priced, high-quality products produced outside the United States from approximately 400 suppliers. Grainger sells these items primarily under the private label brands listed above. No single supplier comprised more than 5% of total purchases and no significant difficulty has been encountered with respect to sources of supply.

The United States business operates in all 50 states through a network of distribution centers (DCs), branches and contact centers. Customers range from small and medium-sized businesses to large corporations, government entities and other institutions. They are primarily represented by purchasing managers or workers in facilities maintenance departments and service shops across a wide range of industries such as manufacturing, hospitality, transportation, government, retail, healthcare and education. Sales in 2015 were made to approximately 1.2 million customers averaging 105,000 daily transactions. Approximately 78% of sales are concentrated with large customers and no single customer accounted for more than 3% of total sales.

Macro trends around the world are changing the way Grainger's customers behave. The world is more networked both geographically and technologically. Customers want highly tailored solutions with real-time access to information and just-in-time delivery of products and services. Demands for transparency are also increasing as access to information expands. These changes in behaviors are reflected in how customers do business with Grainger as demonstrated in the following chart.



Customers continue to migrate to online and electronic purchasing platforms such as EDI and eProcurement. Through Grainger.com® and other branded websites, customers have access to approximately 1.4 million products and serve as prominent channels for the United States business. Grainger.com provides real-time price and product availability and detailed product information and offers advanced features such as product search and compare capabilities. For customers with sophisticated electronic purchasing platforms, Grainger utilizes technology that allows these systems to communicate directly with Grainger.com. eCommerce revenues were \$3.3 billion in 2015, an increase of 16% versus 2014 and represented 41% of total revenues.

Another area in which the United States business helps customers be more productive is through inventory management services. KeepStock® inventory solutions is a comprehensive program that includes vendor-managed inventory, customer-managed inventory and on-site vending machines. Grainger's KeepStock program currently provides services to more than 21,000 customers and completed over 10,000 installations in 2015. As of December 31, 2015, there were approximately 54,000 total installations.

Due to the migration to online and electronic purchasing, Grainger initiated a restructuring that resulted in the closing of 49 branches in 2015. In addition, in January 2016, the intention to close an additional 55 branches in 2016 was announced. As of December 31, 2015, the United States had 330 branches, 19 DCs, 2 national contact centers and 41 regional contact centers, which are co-located within branches.

DCs range in size from 45,000 square feet to 1.3 million square feet, the largest of which can stock up to 500,000 products. Automated equipment and processes allow larger DCs to handle the majority of the customer shipping for next-day product availability and replenish the branches that provide same-day availability. The DC network increasingly fulfills a larger portion of customer orders, especially as customers migrate to online and electronic purchasing. In 2015, Grainger began the replacement of its existing DC in New Jersey with the construction of a new 1.3 million square-foot DC, scheduled to open in 2016. The new DC will begin inbound operations in early 2016 and outbound operations in mid-2016.

Branches serve the immediate needs of customers in their local markets by allowing them to pick up items directly. In addition, branches support local KeepStock operations. The branch network has approximately 2,300 employees who primarily fulfill counter and will-call product purchases and provide customer service. Grainger's contact center network consists of approximately 1,900 employees who handle about 30,000 orders per day from customer orders via phone, e-mail and fax, a reduction of almost 17% since 2014, as more orders have transitioned to eCommerce and KeepStock.

The business has a sales force of approximately 3,600 professionals who help businesses and institutions select the right products to find immediate solutions to maintenance problems and reduce operating expenses by utilizing Grainger as a consistent source of supply across multiple locations. In 2015, Grainger continued to expand its sales force to facilitate growth with large customers who typically have more complex purchasing requirements than small and medium-sized customers.

The Grainger catalog, most recently issued in February 2016, offers approximately 452,000 facilities maintenance and other products and is used by customers to assist in product selection. The 2016 catalog includes over 86,000 new items and approximately 1.2 million copies of the catalog were produced.

Grainger estimates the United States 2015 market for facilities maintenance and related products to be approximately \$127 billion, of which Grainger's share is approximately 6%.

Canada

Acklands – Grainger Inc. (Acklands – Grainger) is Canada's leading broad line distributor of industrial and safety supplies. This business provides a combination of product breadth, local availability, speed of delivery, detailed product information and competitively priced products and services.

Acklands – Grainger distributes tools, fasteners, safety supplies, welding and shop equipment and many other items. The Canadian business serves customers through branches, sales and service representatives and DCs across Canada. In response to the decline in oil prices and the resultant weak economy and MRO market growth, the business initiated a restructuring that resulted in the closure of 16 branches in 2015. As of December 31, 2015, Acklands – Grainger had 165 branches and 5 DCs. Approximately 14,100 sales transactions were completed daily. Customers have access to more than 176,000 stocked products and through a comprehensive catalog, printed in both English and French. There are no plans to produce a new catalog in 2016 due to the transition to Grainger's North America ERP platform in February 2016. In addition, customers can purchase products through Acklandsgrainger.com, a fully bilingual website. In early 2015, the Canadian business opened a 535,000 square-foot DC in the Toronto area. Grainger estimates the 2015 Canadian market for facilities maintenance and related products to be approximately \$11 billion, of which Acklands – Grainger's share is approximately 8%.

Other Businesses

Included in other businesses is Zoro and operations in Europe, Asia and Latin America. The more significant businesses in this group, those with revenues of more than \$100 million in 2015, are described below.

Cromwell

Cromwell is a broad line industrial distributor of MRO products in Europe serving approximately 35,000 industrial and manufacturing customers. Headquartered in Leicester, England, Cromwell has 54 United Kingdom branches and 12 international branches. Customers have access to more than 80,000 industrial products through a catalog and through cromwell.co.uk. Grainger estimates the U.K. market for facilities maintenance and related products to be approximately \$18 billion, of which Cromwell's share is approximately 1%.

Fabory

The Fabory Group (Fabory) is a European distributor of fasteners, tools and industrial supplies. Fabory is headquartered in Tilburg, the Netherlands. During 2015, Fabory restructured its business and as a result closed 16 locations. As of December 31, 2015, Fabory has 73 branches in 13 countries. Customers have access to more than 100,000 products through a catalog and through Fabory.com. Grainger estimates the 2015 European market (in which Fabory has its primary operations) for facilities maintenance and related products, including fasteners, to be approximately \$34 billion, of which Fabory's share is approximately 1%.

MonotaRO

Grainger operates in Japan and South Korea through its 51% interest in MonotaRO Co. MonotaRO provides small and mid-sized Japanese businesses with products that help them operate and maintain their facilities. MonotaRO is a catalog and web-based direct marketer with approximately 88% of orders being conducted through Monotaro.com, through which customers have access to more than 8 million products. MonotaRO has no branches or sales force and fulfills all orders from three DCs, the largest of which is a 425,000 square-foot DC in the Osaka area. Grainger estimates the 2015 Japanese market for facilities maintenance and related products to be approximately \$37 billion, of which MonotaRO's share is approximately 1%.

Grainger Mexico

Grainger's operations in Mexico provide local businesses with MRO supplies and other related products primarily from Mexico and the United States. The business in Mexico distributes products through a network of branches and two DCs where customers have access to approximately 284,000 products through a Spanish-language catalog and through Grainger.com.mx. Grainger estimates the 2015 Mexican market for facilities maintenance and related products to be approximately \$10 billion, of which Grainger Mexico's share is approximately 1%.

Zoro

Zoro is an online distributor of MRO products serving U.S. businesses and consumers through its website, Zoro.com. Zoro serves Canadian customers through ZoroCanada.com via export from the United States. Zoro offers a broad selection of more than one million items at single, competitive prices. Zoro has no branches or sales force, and customer orders are fulfilled through the Grainger U.S. supply chain.

Seasonality

Grainger's business in general is not seasonal, however, there are some products that typically sell more often during the winter or summer season. In any given month, unusual weather patterns, i.e., unusually hot or cold weather, could impact the sales volumes of these products, either positively or negatively.

Competition

Grainger faces competition in all the markets it serves, from manufacturers (including some of its own suppliers) that sell directly to certain segments of the market, wholesale distributors, catalog houses, retail enterprises and Internet-based businesses. Grainger provides local product availability, a broad product line, sales representatives, competitive pricing, catalogs (which include product descriptions and, in certain cases, extensive technical and application data) and electronic and Internet commerce technology. Other services, such as inventory management, are also offered. Grainger believes that it can effectively compete with manufacturers on small orders, but manufacturers may have an advantage in filling large orders. There are several large competitors, although the majority of the market is served by small local and regional competitors.

Employees

As of December 31, 2015, Grainger had approximately 25,800 employees, of whom approximately 24,400 were full-time and 1,400 were part-time or temporary. Grainger has never had a major work stoppage and considers employee relations to be good.

Website Access to Company Reports

Grainger makes available, through its website, free of charge, its Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements and amendments to those reports, as soon as reasonably practicable after this material is electronically filed with or furnished to the Securities and Exchange Commission. This material may be accessed by visiting www.grainger.com/investor.

Item 1A: Risk Factors

The following is a discussion of significant risk factors relevant to Grainger's business that could adversely affect its financial position or results of operations.

Weakness in the economy could negatively impact Grainger's sales growth. Economic and industry trends affect Grainger's business environments. Economic downturns can cause customers, both domestic and international, to idle or close facilities, delay purchases and otherwise reduce their purchases of Grainger's products and services as well as their ability to make full and timely payments. Thus, a significant or prolonged slowdown in economic activity in the United States, Canada or any other major world economy could negatively impact Grainger's sales growth and results of operations.

The facilities maintenance industry is highly fragmented, and changes in competition could result in decreased demand for Grainger's products and services. There are several large competitors in the industry, although most of the market is served by small local and regional competitors. Grainger faces competition in all markets it serves, from manufacturers (including some of its own suppliers) that sell directly to certain segments of the market, wholesale distributors, catalog houses, retail enterprises and Internet-based businesses that compete with price transparency. The industry is also consolidating as customers are increasingly aware of the total costs of fulfillment and of the need to have consistent sources of supply at multiple locations. This consolidation could cause the industry to become more competitive as greater economies of scale are achieved by competitors, or as competitors with new lower cost business models are able to operate with lower prices and gross profit on products. These competitive pressures could adversely affect Grainger's sales and profitability.

Changes in inflation may adversely affect gross margins. Inflation impacts the costs at which Grainger can procure product and the ability to increase prices to customers over time. Prolonged periods of low inflation could adversely affect the degree to which Grainger is able to increase sales through price increases.

Volatility in commodity prices may adversely affect gross margins. Some of Grainger's products contain significant amounts of commodity-priced materials, such as steel, copper, petroleum derivatives or rare earth minerals, and are subject to price changes based upon fluctuations in the commodities market. Fluctuations in the price of fuel could affect transportation costs. Grainger's ability to pass on such increases in costs in a timely manner depends on market conditions. The inability to pass along cost increases could result in lower gross margins. In addition, higher prices could impact demand for these products, resulting in lower sales volumes.

Unexpected product shortages could negatively impact customer relationships, resulting in an adverse impact on results of operations. Grainger's competitive strengths include product selection and availability. Products are purchased from more than 4,800 key suppliers located in various countries around the world, no one of which accounted for more than 5% of total purchases. Historically, no significant difficulty has been encountered with respect to sources of supply; however, disruptions could occur due to factors beyond Grainger's control, such as economic downturns, political unrest, port slowdowns, trade issues, etc., any of which could adversely affect a supplier's ability to manufacture or deliver products. As Grainger continues to source lower cost products from Asia and other areas of the world, the risk for disruptions has increased due to the additional lead time required and distances involved. If Grainger was to experience difficulty in obtaining products, there could be a short-term adverse effect on results of operations and a longer-term adverse effect on customer relationships and Grainger's reputation. In addition, Grainger has strategic relationships with key vendors. In the event Grainger was unable to maintain those relations, there might be a loss of competitive pricing advantages which could, in turn, adversely affect results of operations.

Changes in customer or product mix could cause the gross margin percentage to decline. From time to time, Grainger experiences changes in customer and product mix that affect gross margin. Changes in customer and product mix result primarily from business acquisitions, changes in customer demand, customer acquisitions, selling and marketing activities and competition. If rapid growth with large customers continues, Grainger will face pressure to maintain current gross margins, as this customer segment receives discounted pricing due to their higher sales volume. There can be no assurance that Grainger will be able to maintain historical gross margins in the future.

Disruptions in Grainger's supply chain could result in an adverse impact on results of operations. A disruption within Grainger's logistics or supply chain network, including damage, destruction, extreme weather and other events, which could cause one or more of the distribution centers to become non-operational, could adversely affect Grainger's ability to obtain or deliver inventory in a timely manner, impair Grainger's ability to meet customer demand for products and result in lost sales or damage to Grainger's reputation. Grainger's ability to provide same-day shipping and next-day delivery is an integral component of the business strategy and any such disruption could adversely impact the results of operations.

Interruptions in the proper functioning of information systems could disrupt operations and cause unanticipated increases in costs and/or decreases in revenues. The proper functioning of Grainger's information systems is critical to the successful operation of its business. Grainger continues to invest in software, hardware and network infrastructures in order to effectively manage its information systems. Although Grainger's information systems are protected with robust backup and security systems, including physical and software safeguards and remote processing capabilities, information systems are still vulnerable to natural disasters, power losses, computer viruses, telecommunication failures and other problems. If critical information systems fail or otherwise become unavailable, among other things, Grainger's ability to process orders, maintain proper levels of inventories, collect accounts receivable and disburse funds could be adversely affected. Any such interruption of Grainger's information systems could also subject Grainger to additional costs.

Breaches of information systems security could damage Grainger's reputation, disrupt operations, increase costs and/or decrease revenues. Through Grainger's sales and eCommerce channels, Grainger collects and stores confidential information from customers so that they may, among other things, purchase products or services, enroll in promotional programs, register on Grainger's websites or otherwise communicate or interact with the Company. Grainger also acquires and retains information about suppliers, employees and others in the normal course of business. Despite instituted safeguards for the protection of such information, during the normal course of business, Grainger has experienced and expects to continue to experience attempts to breach the Company's information systems, and Grainger may be unable to protect sensitive data and/or the integrity of the Company's information systems. Moreover, from time to time Grainger may share information with vendors and other third parties that assist with certain aspects of the business. While Grainger requires assurances that these vendors and other parties will protect confidential information, there is a risk that the confidentiality of data held or accessed by them may be compromised. If successful, those attempting to penetrate Grainger's or its vendors' information systems may misappropriate confidential customer, supplier, employee or other business information. In addition, a Grainger employee, contractor or other third party with whom Grainger does business may attempt to circumvent security measures in order to obtain such information or inadvertently cause a breach involving such information. Loss of customer, supplier, employee or other business information could disrupt operations, damage Grainger's reputation and expose Grainger to claims from customers, suppliers, financial institutions, regulators, payment card associations, employees and others, any of which could have a material adverse effect on Grainger, its financial condition and results of operations. In addition, compliance with evolving privacy and information security laws and standards may result in significant additional expense due to increased investment in technology and the development of new operational processes. Grainger could be subject to liability for failure to comply with these laws and standards, failure to protect information, failure to respond appropriately to an incident or misuse of information, including use of information for unauthorized marketing purposes.

Fluctuations in foreign currency have an effect on reported results of operations. Grainger's exposure to fluctuations in foreign currency rates results primarily from the translation exposure associated with the preparation of the Consolidated Financial Statements, as well as from transaction exposure associated with transactions in currencies other than an entity's functional currency. While the Consolidated Financial Statements are reported in U.S. dollars, the financial statements of Grainger's subsidiaries outside the United States are prepared using the local currency as the functional currency and translated into U.S. dollars. As a result, fluctuations in the exchange rate of the U.S. dollar relative to the local currencies of Grainger's international subsidiaries, primarily the yen, renminbi, euro, pound sterling and Canadian dollar, could cause fluctuations in reported results. Grainger also has foreign currency exposure to the extent receipts and expenditures are not denominated in the subsidiary's functional currency and that could have an impact on sales, costs and cash flows.

Acquisitions involve a number of inherent risks, any of which could result in the benefits anticipated not being realized and could have an adverse effect on results of operations. Acquisitions, both foreign and domestic, involve various inherent risks, such as uncertainties in assessing the value, strengths, weaknesses, liabilities and potential profitability of acquired companies. There is a risk of potential loss of key employees of an acquired business and of an inability to achieve identified operating and financial synergies anticipated to result from an acquisition. Additionally, problems could arise from the integration of the acquired business, including unanticipated changes in the business or industry or general economic conditions that affect the assumptions underlying the acquisition. Any one or more of these factors could cause Grainger to not realize the benefits anticipated to result from the acquisitions or have a negative impact on the fair value of the reporting units. Accordingly, goodwill and intangible assets recorded as a result of acquisitions could become impaired.

In order to compete, Grainger must attract, retain and motivate key employees, and the failure to do so could have an adverse effect on results of operations. In order to compete and have continued growth, Grainger must attract, retain and motivate executives and other key employees, including those in managerial, technical, sales, marketing and support positions. Grainger competes to hire employees and then must train them and develop their skills and competencies. Grainger's operating results could be adversely affected by increased costs due to increased competition for employees, higher employee turnover or increased employee benefit costs.

Grainger's continued success is substantially dependent on positive perceptions of Grainger's reputation. One of the reasons why customers choose to do business with Grainger and why employees choose Grainger as a place of employment is the reputation that Grainger has built over many years. To be successful in the future, Grainger must continue to preserve, grow and leverage the value of Grainger's brand. Reputational value is based in large part on perceptions of subjective qualities. Even an isolated incident, or the aggregate effect of individually insignificant incidents, can erode trust and confidence, particularly if they result in adverse publicity, governmental investigations or litigation, and as a result, could tarnish Grainger's brand and lead to adverse effects on Grainger's business.

Grainger's business is subject to various government regulations. Grainger's business is subject to a wide array of laws and regulations in every jurisdiction where it operates, and compliance with these laws and regulations increases the cost of doing business. Grainger is subject to a variety of laws and regulations, including without limitation import and export requirements, anti-bribery and corruption laws, tax laws (including U.S. taxes on foreign subsidiaries), product compliance laws, environmental laws, foreign exchange controls and cash repatriation restrictions, advertising regulations, data privacy and cybersecurity requirements, regulations and potential expansion of regulations on suppliers regarding the sources of supplies or products, labor laws and anti-competition regulations, and is also subject to audits and inquiries in the normal course of business. As a government contractor selling to federal, state and local government entities, Grainger is also subject to a wide variety of additional laws and regulations. Changes to the legal and regulatory environments could increase the cost of doing business, and such costs may increase in the future as a result of changes in these laws and regulations or in their interpretation. Furthermore, Grainger has implemented policies and procedures designed to facilitate compliance with these laws and regulations, but there can be no assurance that employees, contractors or agents will not violate such laws and regulations or Grainger's policies. Any such violations could individually or in the aggregate materially adversely affect Grainger's financial condition or operating results.

Item 1B: Unresolved Staff Comments

None.

Item 2: Properties

As of December 31, 2015, Grainger's owned and leased facilities totaled approximately 29 million square feet. The United States business and Acklands – Grainger accounted for the majority of the total square footage. Grainger believes that its properties are generally in excellent condition, well maintained and suitable for the conduct of business.

A brief description of significant facilities follows:

Location	Facility and Use (6)	Size in Square Feet (in 000's)
United States (1)	330 United States branch locations	7,404
United States (2)	19 Distribution Centers	7,020
United States (3)	Other facilities	4,829
Canada (4)	179 Acklands – Grainger facilities	3,549
Other Businesses (5)	Other facilities	4,572
Chicago Area (2)	Headquarters and General Offices	1,646
	Total Square Feet	29,020

- (1) United States branches consist of 247 owned and 83 leased properties located throughout the U.S. Branches range in size from approximately 1,000 to 109,000 square feet. Most leases expire between 2016 and 2020.
- (2) These facilities are primarily owned. Distribution Centers range in size from approximately 45,000 square feet to 1.3 million square feet.
- (3) These facilities include both owned and leased locations, consisting of storage facilities, office space and idle properties.
- (4) Acklands – Grainger facilities consist of general offices, distribution centers and branches located throughout Canada, of which 70 are owned and 109 leased.
- (5) These facilities include owned and leased locations in Europe, Asia, Latin America and other U.S. operations.
- (6) Owned facilities are not subject to any mortgages.

Grainger continues to evaluate its physical footprint and announced in January 2016 the intention to close 55 branches and three co-located regional contact centers in the United States.

Item 3: Legal Proceedings

Information on specific and significant legal proceedings is set forth in Note 19 to the Consolidated Financial Statements included under Item 8.

Item 4: Mine Safety Disclosures

Not applicable.

PART II

Item 5: Market for Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities

Market Information and Dividends

Grainger's common stock is listed on the New York Stock Exchange, with the ticker symbol GWW. Effective January 1, 2015, Grainger voluntarily delisted its common stock from the Chicago Stock Exchange to eliminate duplicative administrative requirements. The high and low sales prices for the common stock and the dividends declared and paid for each calendar quarter during 2015 and 2014 are shown below.

	Quarters	Prices		Dividends
		High	Low	
2015	First	\$ 256.97	\$ 228.15	\$ 1.08
	Second	252.87	228.05	1.17
	Third	240.00	194.42	1.17
	Fourth	233.00	189.60	1.17
	Year	\$ 256.97	\$ 189.60	\$ 4.59
2014	First	\$ 267.49	\$ 228.19	\$ 0.93
	Second	269.69	245.23	1.08
	Third	256.42	231.21	1.08
	Fourth	261.57	223.92	1.08
	Year	\$ 269.69	\$ 223.92	\$ 4.17

Grainger expects that its practice of paying quarterly dividends on its common stock will continue, although the payment of future dividends is at the discretion of Grainger's Board of Directors and will depend upon Grainger's earnings, capital requirements, financial condition and other factors.

Holders

The approximate number of shareholders of record of Grainger's common stock as of January 31, 2016, was 730 with approximately 189,600 additional shareholders holding stock through nominees.

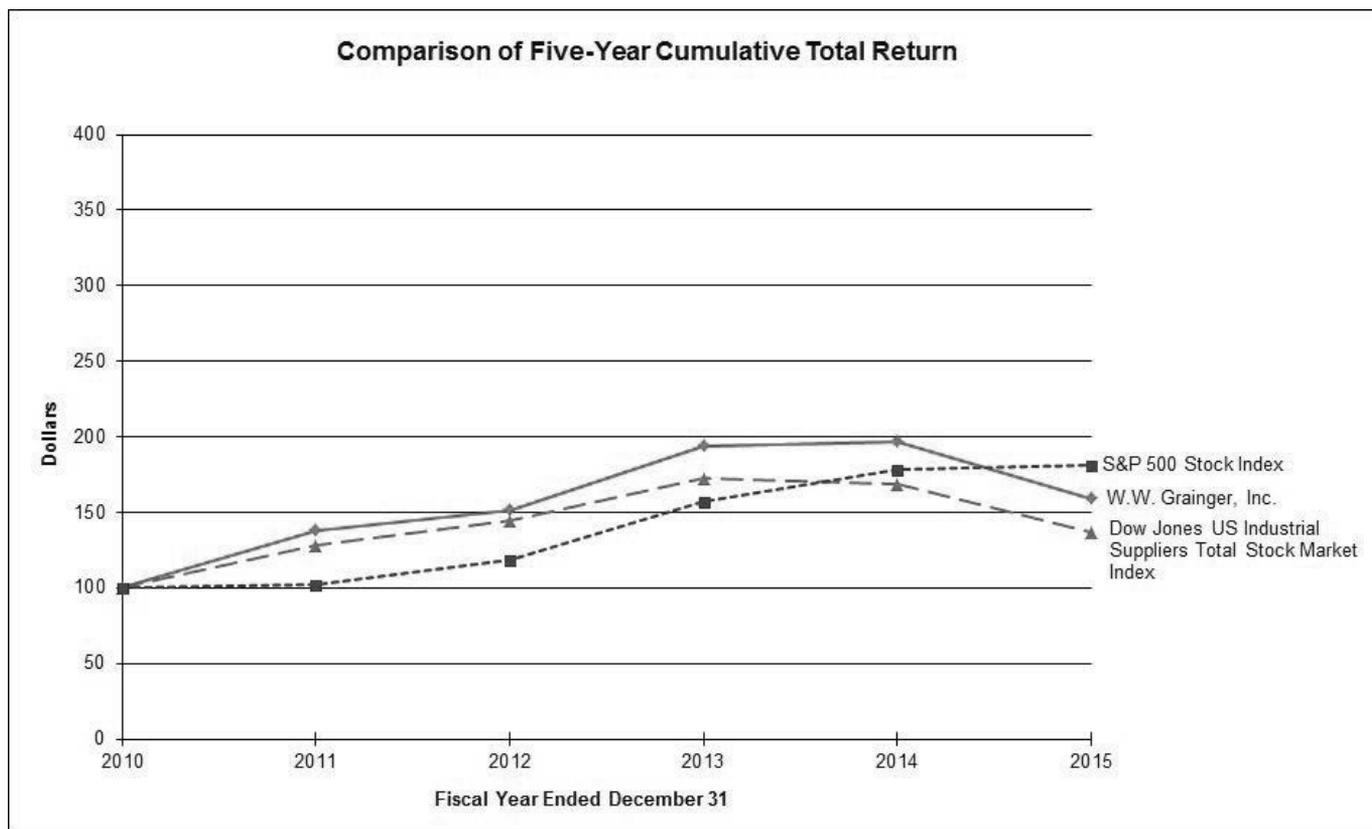
Issuer Purchases of Equity Securities - Fourth Quarter

Period	Total Number of Shares Purchased (A)	Average Price Paid Per Share (B)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (C)	Maximum Number of Shares That May Yet be Purchased Under the Plans or Programs
Oct. 1 – Oct. 31	840,681	\$218.93	840,681	9,488,388 shares
Nov. 1 – Nov. 30	—	—	—	9,488,388 shares
Dec. 1 – Dec. 31	—	—	—	9,488,388 shares
Total	840,681	\$218.93	840,681	

- (A) There were no shares withheld to satisfy tax withholding obligations.
- (B) Average price paid per share includes any commissions paid and includes only those amounts related to purchases as part of publicly announced plans or programs.
- (C) Purchases were made pursuant to a share repurchase program approved by Grainger's Board of Directors on April 6, 2015. The program has no specified expiration date. Activity is reported on a trade date basis.

Company Performance

The following stock price performance graph compares the cumulative total return on an investment in Grainger common stock with the cumulative total return of an investment in each of the Dow Jones US Industrial Suppliers Total Stock Market Index and the S&P 500 Stock Index. It covers the period commencing December 31, 2010, and ending December 31, 2015. The graph assumes that the value for the investment in Grainger common stock and in each index was \$100 on December 31, 2010, and that all dividends were reinvested.



	December 31,					
	2010	2011	2012	2013	2014	2015
W.W. Grainger, Inc.	\$ 100	\$ 138	\$ 151	\$ 194	\$ 197	\$ 159
Dow Jones US Industrial Suppliers Total Stock Market Index	100	128	144	172	168	137
S&P 500 Stock Index	100	102	118	157	178	181

Item 6: Selected Financial Data

	2015	2014	2013	2012	2011
	(In thousands of dollars, except for per share amounts)				
Net sales	\$9,973,384	\$9,964,953	\$9,437,758	\$8,950,045	\$8,078,185
Net earnings attributable to W.W. Grainger, Inc.	768,996	801,729	797,036	689,881	658,423
Net earnings per basic share	11.69	11.59	11.31	9.71	9.26
Net earnings per diluted share	11.58	11.45	11.13	9.52	9.07
Total assets	5,857,755	5,283,049	5,266,328	5,014,598	4,716,062
Long-term debt (less current maturities) and other long-term liabilities	1,716,507	737,232	743,702	817,229	603,858
Cash dividends paid per share	\$ 4.59	\$ 4.17	\$ 3.59	\$ 3.06	\$ 2.52

Net earnings for 2015 included a \$0.33 per share expense related to reorganizing the business in the United States and at the corporate office, a \$0.05 per share expense related to reorganizing the business in Canada and a \$0.07 per share expense for restructuring in Europe and Latin America. Results also included a \$0.09 per share benefit primarily related to revaluation of deferred tax liabilities resulting from tax law changes in the United Kingdom. When combined, these items had a net expense effect of \$0.36 per share.

Net earnings for 2014 included a \$0.40 per share expense related to closing the business in Brazil, a \$0.15 per share non-cash charge due to the retirement plan transition in Europe and a \$0.15 per share expense related to restructuring the business in Europe. Results also included a \$0.11 per share expense related to a non-cash goodwill impairment charge. When combined, these items had a net expense effect of \$0.81 per share.

Net earnings for 2013 included a \$0.29 per share expense related to non-cash impairment charges, primarily for goodwill. Results also included a \$0.10 per share expense related to restructuring the businesses in Europe and China. When combined, these items had a net expense effect of \$0.39 per share.

Net earnings for 2012 included a \$0.66 per share expense related to the settlement of disputes involving the General Services Administration (GSA) and United States Postal Service (USPS) contracts. Results also included a \$0.18 per share expense related to restructuring the businesses in Europe, India and China, a \$0.04 per share expense due to an impairment charge and a \$0.03 per share expense related to U.S. branch closures. When combined, these items had a net expense effect of \$0.91 per share.

Net earnings for 2011 included a \$0.16 per share expense for U.S. branch closures, a \$0.12 per share benefit related to the settlement of prior year tax reviews and a \$0.07 per share benefit from a gain on the sale of the MRO Korea Co., Ltd. joint venture, which when combined, resulted in a net benefit of \$0.03 per share.

Grainger completed several acquisitions for the years presented above, all of which were immaterial individually and in the aggregate. Operating results have included the results of each business acquired since the respective acquisition dates.

For further information see "Item 7: Management's Discussion and Analysis of Financial Condition and Results of Operations."

Item 7: Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

General. Grainger is a broad line distributor of maintenance, repair and operating supplies and other related products and services used by businesses and institutions. Grainger's operations are primarily in the United States and Canada, with a presence also in Europe, Asia and Latin America. Grainger uses a combination of multichannel and single channel online business models to provide customers with a range of options for finding and purchasing products, utilizing sales representatives, catalogs, direct marketing materials and eCommerce. Grainger serves approximately 3 million customers worldwide through a network of highly integrated branches, distribution centers and websites.

Grainger's two reportable segments are the United States and Canada. The United States segment reflects the results of Grainger's U.S. operating segment. The Canada segment reflects the results for Acklands – Grainger, Grainger's Canadian operating segment. Other businesses, which include Zoro and operations in Europe, Asia and Latin America, are not material individually.

Business Environment. Given Grainger's large number of customers and the diverse industries it serves, several economic factors and industry trends tend to shape Grainger's business environment. The overall economy and leading economic indicators provide general insight into projecting Grainger's growth. Grainger's sales in the United States and Canada tend to positively correlate with Business Investment, Exports, Industrial Production and Gross Domestic Product (GDP). In the United States, sales also tend to positively correlate with Business Inventory. In Canada, sales also tend to positively correlate with oil prices. The table below provides these estimated indicators for 2015 and 2016:

	United States		Canada	
	Estimated 2015	Forecasted 2016	Estimated 2015	Forecasted 2016
Business Investment	3.1%	4.4 %	(2.8)%	(1.9)%
Business Inventory	4.4%	1.5 %	—	—
Exports	1.1%	1.9 %	2.9 %	1.7 %
Industrial Production	1.3%	(0.4)%	(2.1)%	(1.4)%
GDP	2.4%	2.4 %	1.2 %	1.3 %
Oil Prices	\$49/barrel	\$39/barrel	\$49/barrel	\$39/barrel

Source: Global Insight (February 2016)

In the United States, business investment and exports are two major indicators of MRO spend. Equipment spending slowed in 2015. While many companies invested steadily, firms directly and indirectly exposed to the oil and gas sector significantly reduced capital spending. The nearly 10% appreciation of the U.S. dollar during 2015, as measured by the Federal Reserve on a trade weighted basis, contributed to U.S. exports of industrial supplies and materials in November reaching their lowest levels in 5 years. In the forecast, equipment spending growth accelerates from 3.1% in 2015 to approximately 4.4% in 2016, as the drag from the stronger U.S. dollar and low energy prices dissipates and companies invest at rates consistent with an economy growing at a 2.5–3.0% rate. Global Insight expects the U.S. dollar to continue to strengthen during 2016 but at a decelerating pace over the first half of the year, mainly due to tightening monetary policy and accelerating U.S. economic growth. Exports and imports are forecast to continue to be impacted by the stronger dollar in 2016, preventing overall growth from accelerating in 2016.

The light and heavy manufacturing customer sectors, which comprised approximately 30% of Grainger's total 2015 sales, have historically correlated with manufacturing employment levels and manufacturing production. The U.S. Department of Labor reported manufacturing employment levels were flat from December 2014 to December 2015. According to the Federal Reserve, manufacturing output increased by only 0.8% from December 2014 to December 2015. These statistics were reflected in Grainger's sales performance in these sectors as total manufacturing sales were down in the low single digits, primarily driven by the heavy manufacturing end market.

The Canadian economy in 2015 suffered its worst economic performance since the global recession of 2009. The main reason for this weakness was the significant decline in oil prices that led to severely depressed investment in the energy sector. The low oil prices also caused the value of the Canadian dollar to fall relative to the U.S. dollar, leading to an increase in price inflation. Unfortunately the reduced energy prices and low Canadian dollar were not enough to support the Canadian manufacturing industry and export sectors, which combined with the weakness in the energy sector led to a small recession in the first half of the year. Economic activity contracted by 0.7% in the first quarter and 0.25% in the second quarter. Economic growth in the second half of the year rebounded modestly, and the Canadian economy is now projected to have grown approximately 1.0% for 2015 in total. IHS Global Insight no longer anticipates a quick recovery in oil prices though, as the market adjusts supply and demand imbalances. As a

result, an oil-price recovery will be delayed. Instead, a more gradual climb in oil prices will keep real GDP growth at 2.0% or less through 2017.

The start of 2016 shows more evidence of weakness in the Canadian economy. The further drop in energy prices is taking a toll on Canada with manufacturing output declining in the latest GDP report. As such, real GDP growth prospects have been lowered for 2016 to only 1.3%. The low Canadian dollar continues to put upward pressure on inflation, and with a few exceptions the domestic economy faces many challenges. The rapid deterioration of oil prices to levels not seen in over a decade continue to impact the performance of the Canadian business, which is heavily dependent on the natural resources sector. Most analysts are forecasting little to no improvement in oil prices through at least the first half of 2016.

Outlook. Grainger plans to continue to execute changes in the U.S. and Canada in 2016 while continuing to make investments in its supply chain, eCommerce capabilities, information systems, sales force productivity tools and inventory management services. These investments will support the Company's revenue growth objectives of (i) continuing to grow its share of business with large, complex customers; (ii) creating a unique value proposition to further penetrate the medium customer segment and (iii) further leveraging its eCommerce capabilities to serve smaller customers. Through the execution of the restructuring initiatives in both the U.S. and Canada, the Company will reduce its cost base, while ensuring that it continues to deliver an effortless customer experience.

On January 26, 2016, Grainger reiterated its 2016 earnings per share guidance of \$10.80 to \$13.00 and its 2016 sales guidance of -1 to 7 percent.

Matters Affecting Comparability. Grainger completed several acquisitions throughout 2015, 2014 and 2013, all of which were immaterial individually and in the aggregate. Grainger's operating results have included the results of each business acquired since the respective acquisition dates.

Results of Operations

The following table is included as an aid to understanding changes in Grainger's Consolidated Statements of Earnings:

	For the Years Ended December 31,				
	As a Percent of Net Sales			Percent Increase/ (Decrease) from Prior Year	
	2015	2014	2013	2015	2014
Net sales	100.0%	100.0%	100.0%	0.1 %	5.6%
Cost of merchandise sold	57.6	56.7	56.2	1.6	6.6
Gross profit	42.4	43.3	43.8	(1.9)	4.3
Operating expenses	29.4	29.8	30.1	(1.2)	4.5
Operating earnings	13.0	13.5	13.7	(3.5)	3.9
Other income (expense)	(0.5)	(0.1)	(0.1)	289.7	37.6
Income taxes	4.7	5.2	5.1	(10.8)	8.8
Noncontrolling interest	0.1	0.1	0.1	53.1	(1.4)
Net earnings attributable to W.W. Grainger, Inc.	7.7%	8.1%	8.4%	(4.1)%	0.6%

2015 Compared to 2014

Grainger's net sales of \$9,973 million for 2015 were flat when compared with net sales of \$9,965 million for 2014. Contributors to the sales performance for 2015 were as follows:

	Percent Increase/ (Decrease)
Volume	2
Business acquisition	2
Price	(1)
Foreign exchange	(3)
Total	—%

Sales growth to light manufacturing and government customers were offset by a decline in sales to natural resource customers, contractors, resellers and heavy manufacturing customers. In 2015, eCommerce sales for Grainger were \$4,133 million, an increase of 16% over the prior year and represented 41% of total sales. The increase was primarily driven by an increase in sales via EDI and electronic purchasing platforms in the United States. Refer to the *Segment Analysis* below for further details.

Gross profit of \$4,231 million for 2015 decreased 2%. The gross profit margin for 2015 was 42.4%, down 0.9 percentage point versus 2014, primarily driven by higher sales to lower margin customers and price deflation exceeding cost deflation.

Operating expenses of \$2,931 million for 2015 decreased 1% from \$2,967 million for 2014. The decrease was primarily driven by lower employee benefits, partially offset by higher severance and contract services costs. Operating expenses included an incremental \$132 million in growth-related spending on eCommerce, new sales representatives, supply chain and inventory management solutions, as well as \$42 million of charges primarily related to reorganizing the businesses in the United States and Canada. In 2014, operating expenses included \$51 million related to the closing of the business in Brazil, restructuring costs and the transition of the retirement plan in Europe and an impairment charge for the business in Colombia. Excluding the reorganization and restructuring costs from both years, operating expenses were down 1%.

Operating earnings of \$1,300 million for 2015 decreased 3% from \$1,347 million for 2014. Operating earnings declined due to a lower gross profit margins, partially offset by operating expense leverage. Operating earnings included the charges noted above. Excluding these charges from both years, operating earnings decreased 5%.

Net earnings attributable to Grainger for 2015 decreased by 4% to \$769 million from \$802 million in 2014. The decrease in net earnings primarily resulted from lower operating earnings, partially offset by lower income taxes. Diluted earnings per share of \$11.58 in 2015 were 1% higher than \$11.45 for 2014, due to lower average shares outstanding.

The table below reconciles reported diluted earnings per share determined in accordance with generally accepted accounting principles (GAAP) in the United States to adjusted diluted earnings per share, a non-GAAP measure. Management believes adjusted diluted earnings per share is an important indicator of operations because it excludes items that may not be indicative of core operating results. Because non-GAAP financial measures are not standardized, it may not be possible to compare this financial measure with other companies' non-GAAP financial measures having the same or similar names.

	Twelve Months Ended December 31,		
	2015	2014	%
Diluted earnings per share reported	\$11.58	\$11.45	1 %
Restructuring (United States)	0.33		
Restructuring (Canada)	0.05		
Restructuring (Other Businesses)	0.07		
Discrete tax items	(0.09)		
Brazil business shutdown	—	0.40	
Pension change (Fabory)	—	0.15	
Restructuring (Fabory)	—	0.15	
Goodwill impairment (Colombia)	—	0.11	
Subtotal	<u>0.36</u>	<u>0.81</u>	
Diluted earnings per share adjusted	<u>\$11.94</u>	<u>\$12.26</u>	(3)%

Segment Analysis

The following comments at the reportable segment and other business unit level include external and intersegment net sales and operating earnings. See Note 17 to the Consolidated Financial Statements.

United States

Net sales were \$7,963 million for 2015, an increase of \$37 million, or flat when compared with net sales of \$7,926 million for 2014. Contributors to the sales performance for 2015 were as follows:

	<u>Percent Increase</u>
Volume	0
Intercompany sales to Zoro	1
Price	(1)
Total	<u><u>—%</u></u>

Mid-single-digit sales growth to light manufacturing and government customers and low single-digit growth to commercial services were offset a mid-teen decline in sales to natural resource customers and low-single-digit declines to heavy manufacturing customers and contractors. In 2015, eCommerce sales for the United States business were \$3,275 million, an increase of 16% over the prior year and represented 41% of total sales. The increase was primarily driven by an increase in sales via EDI and electronic purchasing platforms.

The segment gross profit margin decreased 1.0 percentage point in 2015 compared to 2014, primarily driven by price decreases exceeding product cost decreases and higher sales to lower margin customers.

Operating expenses were up 1% for 2015 versus 2014. Operating expenses included an incremental \$96 million in growth-related spending on eCommerce, new sales representatives, supply chain and inventory management solutions, as well as \$32 million of charges related to reorganizing the business, including branch closures. Excluding the reorganization costs, operating expenses decreased 1% primarily due to lower employee benefit costs.

For the segment, operating earnings of \$1,372 million for 2015 decreased 5% versus \$1,444 million in 2014. Excluding the reorganization expenses mentioned above, operating earnings were down 3%. The decline in operating earnings for 2015 was due to a lower gross profit margin, partially offset by positive operating expense leverage.

Canada

Net sales were \$891 million for 2015, a decrease of \$185 million, or 17%, when compared with \$1,076 million for 2014. In local currency, sales decreased 5% for 2015. The 17% decrease for the year consisted of the following contributors:

	<u>Percent Increase/ (Decrease)</u>
Volume	(14)
Foreign exchange	(12)
Acquisition	5
Price	4
Total	<u><u>(17)%</u></u>

Sales performance in Canada was driven by mid-teen declines in the oil and gas, contractor, commercial services, heavy manufacturing, resellers and retail markets. Net sales in the agriculture and mining and utilities end markets were up in the mid-single digits. In 2015, eCommerce sales for Canada were \$107 million, a decrease of 13% versus the prior year and represented 12% of total sales.

The segment gross profit margin decreased 0.4 percentage points in 2015 versus 2014, primarily driven by product cost inflation exceeding price inflation driven by unfavorable foreign exchange, partially offset by higher supplier rebates.

Operating expenses decreased 4% in 2015. In local currency, operating expenses increased 11%, primarily due to higher severance costs related to reorganizing the business, higher depreciation driven primarily by the new DC and incremental costs from the WFS Enterprises Inc. (WFS) acquisition as 2014 included a partial year. Excluding the reorganization costs, operating expenses increased 9%.

Operating earnings of \$27 million for 2015 decreased \$61 million, or 69%, versus 2014. In local currency, operating earnings decreased 64%. The decrease in earnings was due to lower sales, lower gross profit margins and negative operating expense leverage.

Other Businesses

Net sales for other businesses, which include Zoro in the U.S. and operations in Europe, Asia, Latin America, and the newly acquired Cromwell, were \$1,406 million for 2015, an increase of \$224 million, or 19%, when compared with \$1,182 million for 2014. The net sales increase was primarily due to incremental sales from Cromwell, Zoro and MonotaRO. The 19% increase for the year consisted of the following contributors:

	Percent Increase/ (Decrease)
Volume/Price	21
Acquisition	12
Foreign exchange	(14)
Total	<u>19%</u>

Operating earnings for other businesses were \$48 million for 2015 compared to a loss of \$38 million for 2014. The year 2015 included \$6 million of charges for the continuing restructuring of the business in Europe and additional costs to shut down the business in Brazil. The year 2014 included a \$29 million charge related to closing the business in Brazil, a \$14 million charge related to the transition of the employee retirement plan in Europe, a \$12 million impairment charge for the business in Colombia and \$10 million in restructuring costs for the business in Europe. Excluding these charges in both years, operating earnings increased \$27 million, primarily driven by improved operating performance by MonotaRO and Zoro, partially offset by incremental expenses associated with the single channel online business model in Europe.

Other Income and Expense

Other income and expense was \$50 million of expense in 2015 compared with \$13 million of expense in 2014. The following table summarizes the components of other income and expense (in thousands of dollars):

	For the Years Ended December 31,	
	2015	2014
Interest income (expense) - net	\$ (32,405)	\$ (8,025)
Loss from equity method investment	(11,740)	—
Other non-operating income	1,102	483
Other non-operating expense	(6,572)	(5,189)
Total	<u>\$ (49,615)</u>	<u>\$ (12,731)</u>

The increase in expense was driven by higher interest expense from the \$1 billion in long-term debt issued in June 2015, as well as operating losses from the investment in a limited liability company established to produce clean energy. As discussed below, the operating losses in this investment were more than offset by energy tax credits that lowered Grainger's tax rate, which provided Grainger with positive net earnings and cash flow. The clean energy investment generated \$0.09 per share of earnings for 2015.

Income Taxes

Income taxes of \$466 million in 2015 decreased 11% compared with \$522 million in 2014. Grainger's effective tax rates were 37.2% and 39.1% in 2015 and 2014, respectively. Excluding the effect of restructuring and non-operating items reported in both 2015 and 2014, Grainger's adjusted tax rate was 37.6% and 38.2% in 2015 and 2014, respectively. The decrease in the tax rate in 2015 was primarily due to the energy tax credits associated with the investment in the limited liability company established to produce clean energy, partially offset by a higher proportion of earnings in the United States versus geographies with lower tax rates.

2014 Compared to 2013

Grainger's net sales of \$9,965 million for 2014 increased 6% when compared with net sales of \$9,438 million for 2013. The 6% increase for the year consisted of the following contributors:

	Percent Increase/ (Decrease)
Volume	5
Business acquisition, net of divestitures	1
Price	1
Foreign exchange	(1)
Total	<u>6%</u>

Net sales to most customer end markets increased for 2014. The increase in net sales was led by growth in sales to heavy and light manufacturing customers, as well as diversified commercial services customers. Refer to the *Segment Analysis* below for further details. In 2014, eCommerce sales were \$3,575 million, an increase of 15% over the prior year and represented 36% of total sales.

Gross profit of \$4,314 million for 2014 increased 4%. The gross profit margin for 2014 was 43.3%, down 0.5 percentage point versus 2013, primarily driven by lower margins from the newly acquired businesses, faster growth with lower margin customers, charges related to closing the business in Brazil and restructuring the business in Europe, partially offset by price inflation exceeding cost inflation.

Operating expenses of \$2,967 million for 2014 increased 4% from \$2,840 million for 2013. The increase was primarily driven by an incremental \$78 million in growth-related spending on eCommerce, new sales representatives, supply chain and inventory management solutions, as well as charges related to closing the business in Brazil, restructuring costs and the transition of the retirement plan in Europe and an impairment charge for the business in Colombia.

Operating earnings of \$1,347 million for 2014 increased 4% from \$1,297 million for 2013. Operating earnings in 2014 included a \$29 million charge related to closing the business in Brazil, a \$14 million charge related to the transition of the employee retirement plan in Europe, a \$12 million impairment charge for the business in Colombia and \$10 million in restructuring costs for the business in Europe. Operating earnings in 2013 included a \$26 million expense related to impairment charges for the business in Brazil and Grainger Lighting Services, as well as \$10 million of restructuring costs for the businesses in Europe and China. Excluding these charges from both years, operating earnings increased 6%, primarily due to higher sales and operating expenses increasing at a slower rate than sales.

Net earnings attributable to Grainger for 2014 increased by 1% to \$802 million from \$797 million in 2013. The increase in net earnings primarily resulted from an increase in operating earnings. Diluted earnings per share of \$11.45 in 2014 were 3% higher than \$11.13 for 2013, due to increased net earnings and lower average shares outstanding.

The table below reconciles reported diluted earnings per share determined in accordance with generally accepted accounting principles (GAAP) in the United States to adjusted diluted earnings per share, a non-GAAP measure. Management believes adjusted diluted earnings per share is an important indicator of operations because it excludes items that may not be indicative of core operating results. Because non-GAAP financial measures are not standardized, it may not be possible to compare this financial measure with other companies' non-GAAP financial measures having the same or similar names.

	Twelve Months Ended December 31,		%
	2014	2013	
Diluted earnings per share reported	\$11.45	\$11.13	3%
Brazil business shutdown	0.40	—	
Pension change	0.15	—	
Restructuring	0.15	0.10	
Goodwill impairment	0.11	0.29	
Subtotal	<u>0.81</u>	<u>0.39</u>	
Diluted earnings per share adjusted	<u>\$12.26</u>	<u>\$11.52</u>	6%

Segment Analysis

The following comments at the reportable segment and other business unit level include external and intersegment net sales and operating earnings. See Note 17 to the Consolidated Financial Statements.

United States

Net sales were \$7,926 million for 2014, an increase of \$512 million, or 7%, when compared with net sales of \$7,414 million for 2013. The 7% increase for the year consisted of the following contributors:

	<u>Percent Increase</u>
Volume	<u>4</u>
Business acquisition, net of divestitures	2
Price	<u>1</u>
Total	<u><u>7%</u></u>

Net sales to most customer end markets increased for 2014. The increase was led by low double-digit growth to the natural resources end market, followed by high single-digit growth to heavy manufacturing customers and mid-single-digit growth to light manufacturing, commercial services, retail and government customers. Resellers were up in the low single digits and contractors were down in the low single digits. In 2014, eCommerce sales were \$2,831 million, an increase of 13% over the prior year and represented 36% of total sales.

The segment gross profit margin decreased 0.4 percentage point in 2014 compared to 2013, primarily driven by lower margins from the acquired businesses and faster growth with lower margin customers, partially offset by price increases exceeding product cost increases.

Operating expenses were up 3% for 2014 versus 2013. Operating expenses in 2013 included a \$13 million expense related to goodwill impairment charges for Grainger Lighting Services. Excluding this expense from the prior year, the growth in operating expenses was primarily driven by an incremental \$57 million in growth-related spending on new sales representatives, supply chain and inventory management solutions.

For the segment, operating earnings of \$1,444 million for 2014 increased 11% over \$1,304 million in 2013. Excluding the expense mentioned above in the prior year, operating earnings were up 10%. The improvement in operating earnings for 2014 was due to an increase in net sales and operating expenses increasing at a slower rate than sales.

Canada

Net sales were \$1,076 million for 2014, a decrease of \$38 million, or 3%, when compared with \$1,114 million for 2013. In local currency, sales increased 4% for 2014. The 3% decrease for the year consisted of the following contributors:

	Percent Increase/ (Decrease)
Business acquisition	2
Volume	1
Price	1
Foreign exchange	(7)
Total	<u>(3)%</u>

Sales performance in Canada was driven by double-digit growth in the utilities market, followed by high single-digit growth in the forestry market and mid-single-digit growth to commercial services and heavy manufacturing customers. Net sales in the construction, agriculture and mining end markets were down in the high single digits. In 2014, eCommerce sales were \$123 million, an increase of 7% over the prior year and represented 11% of total sales.

The segment gross profit margin decreased 1.7 percentage points in 2014 versus 2013, primarily driven by product cost inflation exceeding price inflation driven by unfavorable foreign exchange, higher freight costs and lower supplier rebates as well as negative mix from the WFS acquisition.

Operating expenses increased 3% in 2014. In local currency, operating expenses increased 10%, primarily due to the WFS acquisition, higher payroll and information technology expenses, as well as costs associated with opening a new DC.

Operating earnings of \$88 million for 2014 decreased \$41 million, or 32%, versus 2013. In local currency, operating earnings decreased 27%. The decrease in earnings was due to operating expenses increasing at a faster rate than sales and lower gross profit margins.

Other Businesses

Net sales were \$1,182 million for 2014, an increase of \$142 million, or 14%, when compared with \$1,040 million for 2013. The net sales increase was primarily due to incremental sales from Zoro, MonotaRO and Grainger Mexico. The 14% increase for the year consisted of the following contributors:

	Percent Increase/ (Decrease)
Volume/Price	18
Foreign exchange	(4)
Total	<u>14%</u>

Operating earnings for other businesses were a loss of \$38 million for 2014 compared to earnings of \$8 million for 2013. The year 2014 included a \$29 million charge related to closing the business in Brazil, a \$14 million charge related to the transition of the employee retirement plan in Europe, a \$12 million impairment charge for the business in Colombia and \$10 million in restructuring costs for the business in Europe. The year 2013 included \$13 million of expense related to impairment charges for the business in Brazil and \$10 million of expense in structural changes to the businesses in Europe and China. Excluding these charges in both years, operating earnings decreased \$3 million, or 10%, primarily driven by incremental expenses associated with the start-up of the single channel online business model in Europe.

Other Income and Expense

Other income and expense was \$13 million of expense in 2014 compared with \$9 million of expense in 2013. The following table summarizes the components of other income and expense (in thousands of dollars):

	For the Years Ended December 31,	
	2014	2013
Interest income (expense) - net	\$ (8,025)	\$ (9,991)
Other non-operating income	483	2,732
Other non-operating expense	(5,189)	(1,996)
Total	<u>\$ (12,731)</u>	<u>\$ (9,255)</u>

Other non-operating expense increased in 2014 due to higher foreign exchange transaction losses.

Income Taxes

Income taxes of \$522 million in 2014 increased 9% compared with \$480 million in 2013. Grainger's effective tax rates were 39.1% and 37.3% in 2014 and 2013, respectively. Excluding the effect of the separately identified charges reported in both 2014 and 2013, Grainger's adjusted tax rate was 38.2% and 37.3% in 2014 and 2013, respectively. The increase in the tax rate in 2014 was primarily due to a higher proportion of earnings in the United States versus geographies with lower tax rates and losses with no tax benefit.

Financial Condition

Grainger expects its strong working capital position, cash flows from operations and borrowing capacity to continue, allowing it to fund its operations, including growth initiatives, capital expenditures, acquisitions and repurchase of shares, as well as to pay cash dividends.

Cash Flow

2015 Compared to 2014

Cash from operating activities continues to serve as Grainger's primary source of liquidity. Net cash flows from operations in 2015 were \$990 million versus \$960 million in 2014. Cash flows from operations were higher in 2015 primarily due to a positive cash flow from changes in operating assets and liabilities versus 2014. This positive cash flow was due to relatively flat receivable balances, partially offset by a decrease in employee benefit liabilities.

Net cash used in investing activities was \$843 million and \$384 million in 2015 and 2014, respectively. The higher use of cash was primarily driven by \$464 million of net cash paid for business acquisition in 2015 versus \$31 million in 2014.

Net cash used in financing activities of \$63 million in 2015 decreased \$695 million from \$758 million in 2014. The decrease was primarily due to proceeds from the issuance of \$1 billion in Senior Notes, a £160 million term loan and issuance of commercial paper to support the acquisition of Cromwell, as well as ¥6 billion term loans to support the construction of a new distribution center in Japan. These proceeds were partially offset by an increase in the purchase of treasury stock and dividends paid.

2014 Compared to 2013

Cash from operating activities served as Grainger's primary source of liquidity. Net cash flows from operations in 2014 were \$960 million versus \$986 million in 2013. Cash flows from operations were lower in 2014 primarily due to higher inventory purchases in 2014 compared to 2013. In 2013, the inventory position at the start of the year was higher due to lower sales in December 2012 as well as an inventory build to facilitate the move of Grainger's Chicago-area distribution center.

Net cash used in investing activities was \$384 million and \$399 million in 2014 and 2013, respectively. The lower use of cash was primarily driven by acquisition activity. Less cash was spent on acquisitions in 2014 versus 2013. The lower use of cash from acquisition activity in 2014 was partially offset by more cash expended in 2014 for additions to property, buildings and equipment, primarily related to supply chain investments.

Net cash used in financing activities of \$758 million in 2014 increased \$167 million from \$591 million in 2013. The increase was primarily due to a partial repayment of the term loan in the United States as well as an increase in the purchase of treasury stock and dividends paid. This was partially offset by proceeds from the new revolving credit facility in the Canadian business.

Working Capital

Internally generated funds are the primary source of working capital and funds used in business expansion, supplemented by debt. In addition, funds are expended to support growth initiatives, as well as for business and systems development and other infrastructure improvements.

Working capital consists of current assets (less non-operating cash) and current liabilities (less short-term debt and current maturities of long-term debt). Working capital was \$1,794 million at December 31, 2015, compared with \$1,697 million at December 31, 2014. At these dates, the ratio of current assets to current liabilities was 2.5 and 2.5, respectively. The increase in working capital was primarily related to higher receivable and inventory balances driven by the Cromwell acquisition, as well as lower liabilities for employees' profit sharing plans.

Capital Expenditures

In each of the past three years, a portion of operating cash has been used for additions to property, buildings, equipment and capitalized software as summarized in the following table (in thousands of dollars):

	For the Years Ended December 31,		
	2015	2014	2013
Land, buildings, structures and improvements	\$ 86,082	\$ 159,793	\$ 60,419
Furniture, fixtures, machinery and equipment	202,137	140,358	152,328
Subtotal	288,219	300,151	212,747
Capitalized software	85,649	87,239	59,398
Total	<u>\$ 373,868</u>	<u>\$ 387,390</u>	<u>\$ 272,145</u>

In 2015, Grainger continued investing in the North America distribution center network and the completion of the common ERP platform for North America and made investments in support of sales initiatives. Other significant investments in 2015 included the eCommerce platform, sustaining capital investments for Grainger's branches and distribution centers and other technology infrastructure.

In 2014, Grainger made significant capital investments to build new distribution centers in the United States and Canada. In the United States, Grainger began the replacement of its existing New Jersey distribution center with construction of a new 1.3 million square-foot distribution center. In Canada, Grainger continued construction of the new distribution center in the Toronto area. Grainger also invested in technology infrastructure, vending machines for the KeepStock program and normal recurring replacement of equipment.

In 2013, significant capital expenditures included investments in the distribution center network in the United States and Canada. In the United States, Grainger opened a new 1 million square-foot and highly automated Chicago-area distribution center. In Canada, Grainger began construction of the 535,000 square-foot distribution center in the Toronto area. Other significant investments in 2013 included investing in a new eCommerce platform, sustaining capital investments for Grainger's branches and distribution centers and other technology infrastructure.

In 2016, capital expenditures are expected to range from \$300 million to \$350 million. Projected spending includes continued investments in the supply chain, eCommerce, inventory management solutions, and in support of sales initiatives. Grainger expects to fund 2016 capital spending primarily from operating cash.

Debt

Grainger maintains a debt ratio and liquidity position that provides flexibility in funding working capital needs and long-term cash requirements. In addition to internally generated funds, Grainger has various sources of financing available, including bank borrowings under lines of credit. Total debt as a percent of total capitalization was 45.8% and 12.9% as of December 31, 2015 and 2014, respectively.

On April 16, 2015, Grainger announced plans to issue \$1.8 billion in long-term debt over the next three years, to partially fund the repurchase of \$3 billion in shares. The remaining amount is expected to be funded from internally generated cash. In June 2015, Grainger issued \$1 billion in long-term debt, which is the first of three expected debt issuances. The new debt is payable in 30 years and carries a 4.60% interest rate, payable semiannually. With the new long-term debt, Grainger expects to maintain a debt to EBITDA ratio in the 1.0–1.5x range. EBITDA, which is defined as Earnings before Interest, Taxes, Depreciation and Amortization, is a non-GAAP measure and may not be defined and calculated by other companies in the same manner. Refer to Note 7 and Note 8 to the Consolidated Financial Statements included in Item 8.

Commitments and Other Contractual Obligations

At December 31, 2015, Grainger's contractual obligations, including estimated payments due by period, are as follows (in thousands of dollars):

	Payments Due by Period				
	Total Amounts Committed	Less than 1 Year	1 - 3 Years	4 - 5 Years	More than 5 Years
Debt obligations	\$ 2,001,779	\$ 600,418	\$ 45,988	\$ 347,295	\$ 1,008,078
Interest on debt	1,395,479	50,710	97,860	105,596	1,141,313
Operating lease obligations	174,718	66,864	70,056	24,470	13,328
Purchase obligations:					
Uncompleted additions to property, buildings and equipment	50,850	50,850	—	—	—
Commitments to purchase inventory	453,559	453,559	—	—	—
Other purchase obligations	222,165	132,696	45,021	40,548	3,900
Other liabilities	250,509	132,897	24,780	27,229	65,603
Total	<u>\$ 4,549,059</u>	<u>\$ 1,487,994</u>	<u>\$ 283,705</u>	<u>\$ 545,138</u>	<u>\$ 2,232,222</u>

Purchase obligations for inventory are made in the normal course of business to meet operating needs. While purchase orders for both inventory purchases and non-inventory purchases are generally cancelable without penalty, certain vendor agreements provide for cancellation fees or penalties depending on the terms of the contract.

Other liabilities represent future payments for profit sharing and employee benefits plans as determined by actuarial projections and other employee benefit plans. Other employment-related benefits costs of \$59 million have not been included in this table as the timing of benefit payments is not predictable. See Note 10 to the Consolidated Financial Statements.

See also Note 8 and Note 11 to the Consolidated Financial Statements for further detail related to the interest on long-term debt and operating lease obligations, respectively.

Grainger has recorded a noncurrent liability of approximately \$66 million for tax uncertainties and interest at December 31, 2015. This amount is excluded from the table above, as Grainger cannot make reliable estimates of these cash flows by period. See Note 15 to the Consolidated Financial Statements.

Off-Balance Sheet Arrangements

Grainger does not have any material exposures to off-balance sheet arrangements. All significant contractual obligations are recorded on the Company's consolidated balance sheet or fully disclosed in the notes to Grainger's consolidated financial statements. Grainger has an investment in a variable interest entity (VIE) for which Grainger is not the primary beneficiary. The VIE is accounted for as an equity method investment. See Note 1 to the Consolidated Financial Statements.

Critical Accounting Estimates

The preparation of financial statements, in conformity with Generally Accepted Accounting Principles (GAAP) in the United States of America, requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses in the financial statements. Management bases its estimates on historical experience and other assumptions, which it believes are reasonable. If actual amounts are ultimately different from these estimates, the revisions are included in Grainger's results of operations for the period in which the actual amounts become known.

Accounting policies are considered critical when they require management to make assumptions about matters that are highly uncertain at the time the estimates are made and when there are different estimates that management reasonably could have made, which would have a material impact on the presentation of Grainger's financial condition, changes in financial condition or results of operations.

Note 1 to the Consolidated Financial Statements describes the significant accounting policies used in the preparation of the Consolidated Financial Statements. The most significant areas involving management judgments and estimates follow. Actual results in these areas could differ materially from management's estimates under different assumptions or conditions.

Allowance for Doubtful Accounts. Grainger considers several factors to estimate the allowance for uncollectible accounts receivable including the age of the receivables, the percent past due and the historical ratio of actual write-offs to the age of the receivables. The analyses performed also take into consideration economic conditions that may have an impact on a specific industry, group of customers or a specific customer. Based on analysis of actual historical write-offs of uncollectible accounts receivable, Grainger's estimates and assumptions have been materially accurate in regards to the valuation of its allowance for doubtful accounts. However, write-offs could be materially different than the reserves established if business or economic conditions change or actual results deviate from historical trends, and Grainger's estimates and assumptions may be revised as appropriate to reflect these changes. For fiscal years 2015, 2014 and 2013, actual results did not vary materially from estimated amounts.

Inventory Reserves. Grainger establishes inventory reserves for obsolete inventory. Grainger regularly reviews inventory to evaluate continued demand and identify any obsolete or excess quantities. Grainger records provisions for the difference between excess and obsolete inventory and its estimated realizable value. Estimated realizable value is based on anticipated future product demand, market conditions and liquidation values. As Grainger's inventory consists of approximately 1.4 million stocked products, it is not practical to quantify the actual disposition of excess and obsolete inventory against estimated amounts at a stock keeping unit (SKU) level and no individual SKU is material. There were no material differences noted between reserve levels compared to the level of write-offs historically. Grainger's methodology for estimating reserves is continually evaluated based on current experience and the methodology provides for a materially accurate level of reserves at any reporting date. Actual results could differ materially from projections and require changes to reserves that could have a material effect on Grainger's results of operations based on significant changes in product demand, market conditions or liquidation value. If business or economic conditions change, Grainger's estimates and assumptions may be revised as appropriate. For fiscal years 2015, 2014 and 2013, actual results did not vary materially from estimated amounts.

Goodwill and Indefinite Lived Intangible Assets. Business acquisitions result in the recording of goodwill and identified intangible assets that affect the amount of amortization expense and possible impairment write-downs that may occur in future periods. Grainger annually reviews goodwill and intangible assets with indefinite lives for impairment in the fourth quarter and when events or changes in circumstances indicate the carrying value of these assets might exceed their current fair values.

Grainger completed the annual impairment testing during the fourth quarter of 2015, including the quantitative test for Fabory, with \$106 million of goodwill. The fair value of the Fabory reporting unit's goodwill exceeded the carrying value by 15%, and the step two calculation was not required for this reporting unit. The risk of potential failure of step one of the impairment test for Fabory in future reporting periods is highly dependent upon key assumptions included in the determination of the reporting unit's fair value. The fair value of reporting units is calculated primarily using the discounted cash flow (DCF) method and incorporating value indicators from a market approach to evaluate the reasonableness of the resulting fair values. The DCF method incorporates various assumptions regarding the amount and timing of future expected cash flows, including revenues, gross margins, operating expenses, capital expenditures and working capital based on operational budgets, long-range strategic plans and other estimates. The terminal value growth rate is used to calculate the value of cash flows beyond the last projected period and reflects management's best estimates for perpetual growth for the reporting units. Estimates of market-participant risk-adjusted weighted average cost of

capital are used as a basis for determining the discount rates to apply to the reporting units' future expected cash flows and terminal value. Changes in assumptions regarding future performance and unfavorable economic environment in Europe may also have a significant impact on cash flows in the future. Grainger performed a sensitivity analysis to determine the reasonableness of the step one results and evaluated the impact of a 100 basis point increase in the discount rate or a 100 basis point decrease in the terminal growth rate. No indications of impairment resulted from this sensitivity analysis. Given the sensitivity of the calculated fair value to changes in these key assumptions, Grainger may be required to recognize an impairment for Fabry's goodwill in the future due to changes in market conditions or other factors related to these key assumptions.

Stock Incentive Plans. Grainger maintains stock incentive plans under which a variety of incentive grants may be awarded to employees and directors. Grainger uses a binomial lattice option pricing model to estimate the fair value of stock option grants. The model requires projections of the risk-free interest rate, expected life, volatility, dividend yield and forfeiture rate of the stock option grants. The fair value of options granted used the following assumptions:

	For the Years Ended December 31,		
	2015	2014	2013
Risk-free interest rate	1.5%	2.0%	0.9%
Expected life	6 years	6 years	6 years
Expected volatility	24.9%	25.0%	25.5%
Expected dividend yield	1.9%	1.7%	1.5%

The risk-free interest rate is selected based on yields from U.S. Treasury zero-coupon issues with a remaining term approximately equal to the expected term of the options being valued. The expected life selected for options granted during each year presented represents the period of time that the options are expected to be outstanding based on historical data of option holders' exercise and termination behavior. Expected volatility is based upon implied and historical volatility of the closing price of Grainger's stock over a period equal to the expected life of each option grant. Historical information is also the primary basis for selection of the expected dividend yield assumptions. Because stock option compensation expense is based on awards ultimately expected to vest, it has been reduced for estimated forfeitures, using historical forfeiture experience. The amount of stock option compensation expense is significantly affected by the valuation model and these assumptions. If different assumptions were used, the stock option compensation expense could be significantly different from what is recorded in the current period.

Compensation expense for other stock-based awards is based upon the closing market price on the last trading date preceding the date of the grant. Because the expense for other stock-based awards should reflect the awards ultimately expected to vest, it has been reduced for estimated forfeitures, using historical forfeiture experience.

For additional information concerning stock incentive plans, see Note 12 to the Consolidated Financial Statements.

Postretirement Healthcare Benefits. The postretirement healthcare obligation and net periodic cost are dependent on assumptions and estimates used in calculating such amounts. The assumptions used include, among others, discount rates, assumed rates of return on plan assets and healthcare cost trend rates, and certain employee-related factors, such as turnover, retirement age and mortality rates. Changes in these and other assumptions (caused by conditions in equity markets or plan experience, for example) could have a material effect on Grainger's postretirement benefit obligation and expense and could affect its results of operations and financial condition. These changes in assumptions may also affect voluntary decisions to make additional contributions to the trust established for funding the postretirement benefit obligation.

The discount rate assumptions used by management reflect the rates available on high-quality fixed income debt instruments as of December 31, the measurement date, of each year. A higher discount rate reduces the present value of benefit obligations and net periodic benefit costs. As of December 31, 2015, Grainger increased the discount rate used in the calculation of the postretirement plan obligation from 3.89% to 4.20% to reflect the increase in market interest rates. Grainger estimates that this increase could increase 2016 pretax earnings by approximately \$1.2 million. However, other changes in assumptions may increase, decrease or eliminate this effect.

A 1 percentage point change in assumed healthcare cost trend rates would have had the following effects on December 31, 2015 results (in thousands of dollars):

	1 Percentage Point	
	Increase	(Decrease)
Effect on total of service and interest cost	\$ 2,071	\$ (1,667)
Effect on postretirement benefit obligation	28,450	(23,280)

Grainger changed the mortality improvement table used to project mortality rates into the future from Mortality Table RP-2014 with Mortality Improvement Scale MP-2014 to Mortality Table RPH-2014 with Mortality Improvement Scale MP-2015 at December 31, 2015. Mortality Table RPH-2014 is a headcount-weighted table that is more appropriate for the measurement of other postretirement employee benefit plans. Scale MP-2015, published by the Society of Actuaries, reflects the most recent data for mortality improvement. Grainger estimates this change could increase 2016 pretax earnings by approximately \$1.3 million.

Grainger updated the 2015 census for involuntary terminations that occurred in 2015. Grainger estimates this change could increase 2016 pretax earnings by approximately \$1.1 million.

Grainger may terminate or modify the postretirement plan at any time, subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA) and the Internal Revenue Code, as amended. In the event the postretirement plan is terminated, all assets of the Group Benefit Trust inure to the benefit of the participants. The foregoing assumptions are based on the presumption that the postretirement plan will continue. Were the postretirement plan to terminate, different actuarial assumptions and other factors might be applicable.

Grainger has used its best judgment in making assumptions and estimates and believes such assumptions and estimates used are appropriate. Changes to the assumptions may be required in future years as a result of actual experience or new trends or plan changes and, therefore, may affect Grainger's retirement plan obligations and future expense. For additional information concerning postretirement healthcare benefits, see Note 10 to the Consolidated Financial Statements.

Insurance Reserves. Grainger retains a significant portion of the risk of certain losses related to workers' compensation, auto liability, general liability and property losses through the utilization of high deductibles and self-insured retentions. There are also certain other risk areas for which Grainger does not maintain insurance.

Grainger is responsible for establishing accounting policies on insurance reserves. Although it relies on outside parties to project future claims costs, it retains control over actuarial assumptions, including loss development factors and claim payment patterns. Grainger performs ongoing reviews of its insured and uninsured risks, which it uses to establish the appropriate reserve levels. In calculating the liability, historical trends, claims experience and loss development patterns are analyzed and appropriate loss development factors are applied to the incurred costs associated with the claims made.

The use of assumptions in the analysis leads to fluctuations in required reserves over time. Any change in the required reserve balance is reflected in the current period's results of operations. Grainger believes its estimates are reasonable based on the information currently available and the methodology used to estimate these reserves has been consistently applied. There were no material adjustments based on Grainger's historical experience in 2015, 2014 and 2013. If actual trends, including the nature, severity or frequency of claims differ from Grainger's estimates, or if business or economic conditions change, Grainger's estimates and assumptions may be revised as appropriate and the results of operations could be materially impacted.

Income Taxes. The tax balances and income tax expense recognized by Grainger are based on management's interpretations of the tax laws of multiple jurisdictions. Income tax expense reflects Grainger's best estimates and assumptions regarding, among other items, the level of future taxable income, interpretation of tax laws and tax planning opportunities, plans for reinvestment of cash overseas and uncertain tax positions. Future rulings by tax authorities and future changes in tax laws and their interpretation, changes in projected levels of taxable income, changes in planned need for cash overseas and future tax planning strategies could impact the actual effective tax rate and tax balances recorded by Grainger.

Contingent Liabilities. At any time, Grainger may be subject to investigations, legal proceedings, or claims related to the ongoing operation of its business, including claims both by and against Grainger. Such proceedings typically involve claims related to product liability, general negligence, contract disputes, environmental issues, wage and hour laws, intellectual property, employment practices, regulatory compliance or other matters and actions brought by employees, consumers, competitors, suppliers or governmental entities. Grainger routinely assesses the likelihood of any adverse outcomes related to these matters on a case by case basis, as well as the potential ranges of losses and fees. Grainger establishes accruals for its potential exposure, as appropriate, for claims against Grainger when losses become probable and the financial impact of an adverse outcome is reasonably estimable. Legal fees are recognized as incurred and are not included in accruals for contingencies. Where Grainger is able to reasonably estimate a range of potential losses, Grainger records the amount within that range that constitutes Grainger's best estimate. Grainger also discloses the nature of and range of loss for claims against Grainger when losses are reasonably possible and the exposure is considered material to Grainger's consolidated financial statements. These accruals and disclosures are determined based on the facts and circumstances related to the individual cases and require estimates and judgments regarding the interpretation of facts and laws, as well as the effectiveness of strategies or other factors beyond Grainger's control. If the assessment of any of these factors changes, the estimates may change. Predicting the outcome of claims and litigation, and estimating related costs and exposure, involves substantial uncertainties that could cause actual costs to vary materially from estimates and accruals.

Other. Other significant accounting policies, not involving the same level of measurement uncertainties as those discussed above, are nevertheless important to an understanding of the financial statements. Policies such as revenue recognition, depreciation, intangibles, long-lived assets, fair value measurements and valuations and warranties require judgments on complex matters that are often subject to multiple external sources of authoritative guidance such as the Financial Accounting Standards Board and the Securities and Exchange Commission. Possible changes in estimates or assumptions associated with these policies are not expected to have a material effect on the financial condition or results of operations of Grainger. More information on these additional accounting policies can be found in Note 1 to the Consolidated Financial Statements.

Effects of Inflation and Changing Prices

Grainger is affected by inflation through increased product and operating costs, and the ability to pass on cost increases to customers over time is dependent upon market conditions. The ability to achieve sales growth through increased prices is also subject to inflation and normal competitive conditions. The predominant use of the last-in, first-out (LIFO) method of accounting for inventories and accelerated depreciation methods for financial reporting and income tax purposes result in a substantial recognition of the effects of inflation in the financial statements.

Some of Grainger's products contain significant amounts of commodity-priced materials, such as steel, copper, petroleum derivatives or rare earth minerals, and are subject to price changes based upon fluctuations in the commodities market.

Grainger believes the most positive means to combat inflation and advance the interests of investors lie in the continued application of basic business principles, which include improving productivity, maintaining working capital turnover and offering products and services that can command appropriate prices in the marketplace.

Forward-Looking Statements

From time to time, in this Annual Report on Form 10-K, as well as in other written reports and verbal statements, Grainger makes forward-looking statements that are not historical in nature but concern forecasts of future results, business plans, analyses, prospects, strategies, objectives and other matters that may be deemed to be "forward-looking statements" under the federal securities laws. Such forward-looking statements are identified by words such as "anticipate," "estimate," "believe," "expect," "could," "forecast," "may," "intend," "plan," "predict," "project" and similar terms and expressions.

Grainger cannot guarantee that any forward-looking statement will be realized, although Grainger does believe that its assumptions underlying its forward-looking statements are reasonable. Achievement of future results is subject to risks and uncertainties, many of which are beyond the Company's control, which could cause Grainger's results to differ materially from those which are presented.

Important factors that could cause actual results to differ materially from those presented or implied in a forward-looking statement include, without limitation: higher product costs or other expenses; a major loss of customers; loss or disruption of source of supply; increased competitive pricing pressures; failure to develop or implement new technologies or business strategies; the outcome of pending and future litigation or governmental or regulatory proceedings; including with respect to wage and hour, anti-bribery and corruption, environmental, advertising privacy and cybersecurity matters; investigations, inquiries, audits and changes in laws and regulations; disruption of information technology or data security systems; general industry or market conditions; general global economic conditions; currency exchange rate fluctuations; market volatility; commodity price volatility; labor shortages; facilities disruptions or shutdowns; higher fuel costs or disruptions in transportation services; natural and other catastrophes; unanticipated weather conditions; loss of key members of management; the Company's ability to operate, integrate and leverage acquired businesses and the factors identified under Item 1A: Risk Factors and elsewhere in the Form 10-K.

Caution should be taken not to place undue reliance on Grainger's forward-looking statements and Grainger undertakes no obligation to publicly update the forward-looking statements, whether as a result of new information, future events or otherwise.

Item 7A: Quantitative and Qualitative Disclosures About Market Risk

Grainger may use financial instruments to reduce its exposure to adverse fluctuations in foreign currency exchange rates and interest rates as part of its overall risk management strategy. The derivative positions reduce risk by hedging certain underlying economic exposures. Because of the high correlation between the hedging instrument and the underlying exposure, fluctuations in the value of the instruments are generally offset by reciprocal changes in the value of the underlying exposure. Grainger does not enter into derivative financial instruments for trading or speculative purposes. See Note 9 and Note 14 to the Consolidated Financial Statements for additional information on Grainger's derivative activities.

Foreign Currency Exchange Rates

Grainger's financial results, including the value of assets and liabilities, are exposed to foreign currency exchange rate risk when the financial statements of the international subsidiaries, as stated in their local currencies, are translated into U.S. dollars. While it is difficult to quantify any particular impact of changes in exchange rates, a uniform 10% strengthening in the U.S. dollar (whereby all other variables are held constant and unusual expense items described in "Item 7: Management's Discussion and Analysis of Financial Condition and Results of Operations" are excluded) would have resulted in a decrease in net earnings of \$1 million and \$4 million for the years ended December 31, 2015 and 2014, respectively. Comparatively, a 10% weakening of the U.S. dollar would have resulted in an increase in net earnings of \$1 million and \$5 million for the years ended December 31, 2015 and 2014, respectively. This sensitivity analysis of the effects of changes in foreign currency exchange rates does not factor in future potential changes in sales levels or local currency prices or costs.

Interest Rates

Grainger is subject to interest rate risk related to its variable rate debt portfolio. Grainger may enter into interest rate swap agreements to manage those risks. Based on Grainger's variable rate debt and derivative instruments outstanding, a 1 percentage point increase in interest rates paid by Grainger would have resulted in a decrease to net earnings of approximately \$3 million for 2015 and \$2 million for 2014. A 1 percentage point decrease in interest rates would have resulted in an increase to net earnings of approximately \$3 million for 2015 and \$2 million for 2014. This sensitivity analysis of the effects of changes in interest rates on long-term debt does not factor in future potential changes in long-term debt levels.

Commodity Price Risk

Grainger has limited primary exposure to commodity price risk on certain products for resale, but does not purchase commodities directly.

Item 8: Financial Statements and Supplementary Data

The financial statements and supplementary data are included on pages 37 to 78. See the Index to Financial Statements and Supplementary Data on page 36.

Item 9: Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A: Controls and Procedures

Disclosure Controls and Procedures

Grainger carried out an evaluation, under the supervision and with the participation of its management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of Grainger's disclosure controls and procedures pursuant to Exchange Act Rule 13a-15. Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that Grainger's disclosure controls and procedures were effective as of the end of the period covered by this report.

Internal Control Over Financial Reporting

(A) Management's Annual Report on Internal Control Over Financial Reporting

Management's report on Grainger's internal control over financial reporting is included on page 37 of this Report under the heading Management's Annual Report on Internal Control Over Financial Reporting.

(B) Attestation Report of the Registered Public Accounting Firm

The report from Ernst & Young LLP on its audit of the effectiveness of Grainger's internal control over financial reporting as of December 31, 2015, is included on page 38 of this Report under the heading Report of Independent Registered Public Accounting Firm.

(C) Changes in Internal Control Over Financial Reporting

There have been no changes in Grainger's internal control over financial reporting during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, Grainger's internal control over financial reporting.

Item 9B: Other Information

None.

PART III

Item 10: Directors, Executive Officers and Corporate Governance

The information required by this item is incorporated by reference to Grainger's proxy statement relating to the annual meeting of shareholders to be held April 27, 2016, under the captions "Directors," "Board of Directors and Board Committees" and "Section 16(a) Beneficial Ownership Reporting Compliance." Information required by this item regarding executive officers of Grainger is set forth below under the caption "Executive Officers."

Grainger has adopted a code of ethics that applies to the principal executive officer, principal financial officer and principal accounting officer. This code of ethics is incorporated into Grainger's business conduct guidelines for directors, officers and employees. Grainger intends to satisfy the disclosure requirement under Item 5.05 of Form 8-K relating to its code of ethics by posting such information on its website at www.grainger.com/investor. A copy of the code of ethics incorporated into Grainger's business conduct guidelines is also available in print without charge to any person upon request to Grainger's Corporate Secretary. Grainger has also adopted Operating Principles for the Board of Directors, which are available on its website and are available in print to any person who requests them.

Executive Officers

Following is information about the Executive Officers of Grainger including age as of March 1, 2016. Executive Officers of Grainger generally serve until the next annual election of officers, or until earlier resignation or removal.

Name and Age	Positions and Offices Held and Principal Occupation and Employment During the Past Five Years
Michael S. Ali (54)	Senior Vice President and Chief Information Officer, a position assumed in July 2013. Prior to joining Grainger, Dr. Ali was Senior Vice-President, Application Services and PMO at U.S. Foods, a position assumed in 2012 after serving as CIO at Harman, a position assumed in 2010. Prior to this position, Dr. Ali held several management roles in Ford Motor Company from 2000 to 2010.
Laura D. Brown (52)	Senior Vice President, Communications and Investor Relations, a position assumed in 2010 after serving as Vice President, Global Business Communications, a position assumed in 2009 and Vice President, Investor Relations, a position assumed in 2008.
Joseph C. High (61)	Senior Vice President and Chief People Officer, a position assumed in June 2011. Prior to joining Grainger, Mr. High was the Senior Vice President of Human Resources at Owens Corning in Toledo, Ohio, a position assumed in 2004.
John L. Howard (58)	Senior Vice President and General Counsel, a position assumed in 2000.
Ronald L. Jadin (55)	Senior Vice President and Chief Financial Officer, a position assumed in 2008. Previously, Mr. Jadin served as Vice President and Controller, a position assumed in 2006 after serving as Vice President, Finance.
William Lomax (52)	Vice President and Controller, a position assumed in 2014. Previously, Mr. Lomax served as Vice President, Global Supply Chain and International, a position assumed in 2013; Vice President, Grainger International and Chief Risk Officer, positions assumed in 2010 and 2013, respectively; and Vice President, Finance and Chief Financial Officer of Acklands – Grainger Inc., a position assumed in 2008.
Donald G. Macpherson (48)	Chief Operating Officer, a position assumed in 2015. Previously, Mr. Macpherson served as Senior Vice President and Group President, Global Supply Chain and International, a position assumed in 2013; Senior Vice President and President, Global Supply Chain and Corporate Strategy, a position assumed in 2012, and Senior Vice President, Global Supply Chain, a position assumed in 2008.
James T. Ryan (57)	Chairman of the Board, President and Chief Executive Officer of Grainger, positions assumed in 2009, 2006 and 2008, respectively.

Item 11: Executive Compensation

The information required by this item is incorporated by reference to Grainger's proxy statement relating to the annual meeting of shareholders to be held April 27, 2016, under the captions "Board of Directors and Board Committees," "Director Compensation," "Report of the Compensation Committee of the Board" and "Compensation Discussion and Analysis."

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

The information required by this item is incorporated by reference to Grainger's proxy statement relating to the annual meeting of shareholders to be held April 27, 2016, under the captions "Ownership of Grainger Stock" and "Equity Compensation Plans."

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

The information required by this item is incorporated by reference to Grainger's proxy statement relating to the annual meeting of shareholders to be held April 27, 2016, under the captions "Election of Directors" and "Transactions with Related Persons."

Item 14: Principal Accounting Fees and Services

The information required by this item is incorporated by reference to Grainger's proxy statement relating to the annual meeting of shareholders to be held April 27, 2016, under the caption "Audit Fees and Audit Committee Pre-Approval Policies and Procedures."

PART IV**Item 15: Exhibits, Financial Statements Schedules**

- (a) Documents files as part of the Form 10-K
- (1) Financial Statements: see Item 8, "Financial Statements and Supplementary Data," on page 36 hereof, for a list of financial statements. Management's Annual Report on Internal Control Over Financial Reporting.
 - (2) Financial Statement Schedules: the schedules listed in Rule 5-04 of Regulation S-X have been omitted because they are either not applicable or the required information is shown in the consolidated financial statements or notes thereto.
 - (3) Exhibits Required by Item 601 of Regulation S-K: the information required by this Item 15(a)(3) of Form 10-K is set forth on the Exhibit Index that follows the Signatures page of the Form 10-K.