

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

FORM 10-Q

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

For the Quarterly Period Ended June 30, 2016

Commission file number 1-12383

Rockwell Automation, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

25-1797617

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

**1201 South Second Street,
Milwaukee, Wisconsin**

(Address of principal executive offices)

53204

(Zip Code)

+1 (414) 382-2000

Registrant's telephone number, including area code

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

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

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

Large Accelerated Filer

Accelerated Filer

Non-accelerated Filer

Smaller Reporting Company

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

129,400,073 shares of registrant's Common Stock, \$1.00 par value, were outstanding on June 30, 2016 .

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PART I. FINANCIAL INFORMATION
Item 1. Condensed Consolidated Financial Statements

ROCKWELL AUTOMATION, INC.
CONDENSED CONSOLIDATED BALANCE SHEET
(Unaudited)
(in millions, except per share amounts)

	June 30, 2016	September 30, 2015
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,509.3	\$ 1,427.3
Short-term investments	923.4	721.9
Receivables	1,022.5	1,041.0
Inventories	556.3	535.6
Other current assets	142.4	171.0
Total current assets	4,153.9	3,896.8
Property, net of accumulated depreciation of \$1,385.8 and \$1,299.1, respectively	567.0	605.6
Goodwill	1,016.1	1,028.8
Other intangible assets, net	213.4	229.5
Deferred income taxes	512.7	494.8
Other assets	392.6	149.2
Total	\$ 6,855.7	\$ 6,404.7
LIABILITIES AND SHAREOWNERS' EQUITY		
Current liabilities:		
Short-term debt	\$ 354.0	\$ —
Accounts payable	532.6	521.7
Compensation and benefits	143.8	225.0
Advance payments from customers and deferred revenue	214.7	200.8
Customer returns, rebates and incentives	160.3	172.2
Other current liabilities	293.9	208.0
Total current liabilities	1,699.3	1,327.7
Long-term debt	1,521.8	1,500.9
Retirement benefits	1,104.4	1,116.6
Other liabilities	408.9	202.7
Commitments and contingent liabilities (Note 10)		
Shareowners' equity:		
Common stock (\$1.00 par value, shares issued: 181.4)	181.4	181.4
Additional paid-in capital	1,576.9	1,552.1
Retained earnings	5,482.8	5,316.9
Accumulated other comprehensive loss	(1,328.3)	(1,334.6)
Common stock in treasury, at cost (shares held: June 30, 2016, 52.0; September 30, 2015, 49.0)	(3,791.5)	(3,459.0)
Total shareowners' equity	2,121.3	2,256.8
Total	\$ 6,855.7	\$ 6,404.7

See Notes to Condensed Consolidated Financial Statements.

ROCKWELL AUTOMATION, INC.

CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(Unaudited)
(in millions, except per share amounts)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
Sales				
Products and solutions	\$ 1,316.3	\$ 1,410.5	\$ 3,870.6	\$ 4,214.8
Services	157.7	164.7	470.3	485.6
	<u>1,474.0</u>	<u>1,575.2</u>	<u>4,340.9</u>	<u>4,700.4</u>
Cost of sales				
Products and solutions	(748.9)	(782.2)	(2,195.8)	(2,327.6)
Services	(108.3)	(114.8)	(321.5)	(333.9)
	<u>(857.2)</u>	<u>(897.0)</u>	<u>(2,517.3)</u>	<u>(2,661.5)</u>
Gross profit	616.8	678.2	1,823.6	2,038.9
Selling, general and administrative expenses	(346.7)	(376.4)	(1,065.3)	(1,145.7)
Other income (expense)	0.3	(0.8)	1.0	2.4
Interest expense	(18.1)	(16.4)	(53.1)	(47.0)
Income before income taxes	252.3	284.6	706.2	848.6
Income tax provision	(61.3)	(78.5)	(161.7)	(222.3)
Net income	<u>\$ 191.0</u>	<u>\$ 206.1</u>	<u>\$ 544.5</u>	<u>\$ 626.3</u>
Earnings per share:				
Basic	<u>\$ 1.47</u>	<u>\$ 1.53</u>	<u>\$ 4.16</u>	<u>\$ 4.64</u>
Diluted	<u>\$ 1.46</u>	<u>\$ 1.52</u>	<u>\$ 4.13</u>	<u>\$ 4.60</u>
Cash dividends per share	<u>\$ 1.45</u>	<u>\$ 1.30</u>	<u>\$ 2.90</u>	<u>\$ 2.60</u>
Weighted average outstanding shares:				
Basic	<u>129.8</u>	<u>134.3</u>	<u>130.7</u>	<u>134.9</u>
Diluted	<u>130.8</u>	<u>135.5</u>	<u>131.6</u>	<u>136.1</u>

See Notes to Condensed Consolidated Financial Statements.

ROCKWELL AUTOMATION, INC.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(Unaudited)
(in millions)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
Net income	\$ 191.0	\$ 206.1	\$ 544.5	\$ 626.3
Other comprehensive income (loss), net of tax:				
Pension and other postretirement benefit plan adjustments (net of tax expense of \$9.8, \$9.0, \$29.4 and \$27.4)	18.5	17.4	55.3	52.2
Currency translation adjustments	(18.3)	27.4	(35.3)	(133.2)
Net change in unrealized gains and losses on cash flow hedges (net of tax (benefit) expense of (\$1.3), (\$2.6), (\$5.4) and \$5.0)	(2.8)	(19.5)	(13.7)	13.6
Other comprehensive income (loss)	(2.6)	25.3	6.3	(67.4)
Comprehensive income	\$ 188.4	\$ 231.4	\$ 550.8	\$ 558.9

See Notes to Condensed Consolidated Financial Statements.

ROCKWELL AUTOMATION, INC.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)
(in millions)

	Nine Months Ended June 30,	
	2016	2015
Operating activities:		
Net income	\$ 544.5	\$ 626.3
Adjustments to arrive at cash provided by operating activities:		
Depreciation	107.2	99.6
Amortization of intangible assets	22.0	21.3
Share-based compensation expense	30.4	31.4
Retirement benefit expense	117.5	106.4
Pension contributions	(31.8)	(30.9)
Net loss (gain) on disposition of property	0.8	(1.0)
Excess income tax benefit from share-based compensation	(2.4)	(12.2)
Changes in assets and liabilities, excluding effects of acquisitions and foreign currency adjustments:		
Receivables	17.0	60.7
Inventories	(23.8)	(45.0)
Accounts payable	28.9	53.4
Advance payments from customers and deferred revenue	13.8	26.2
Compensation and benefits	(81.1)	(58.1)
Income taxes	(54.8)	(12.7)
Other assets and liabilities	(12.9)	(25.7)
Cash provided by operating activities	675.3	839.7
Investing activities:		
Capital expenditures	(79.4)	(83.2)
Acquisition of businesses, net of cash acquired	(21.2)	(21.2)
Purchases of short-term investments	(801.5)	(470.8)
Proceeds from maturities of short-term investments	596.2	501.8
Proceeds from sale of property	0.4	2.0
Cash used for investing activities	(305.5)	(71.4)
Financing activities:		
Net issuance (repayment) of short-term debt	354.0	(325.0)
Issuance of long-term debt, net of discount and issuance costs	—	594.3
Cash dividends	(284.7)	(263.3)
Purchases of treasury stock	(374.1)	(404.8)
Proceeds from the exercise of stock options	28.0	55.5
Excess income tax benefit from share-based compensation	2.4	12.2
Other financing activities	—	(1.6)
Cash used for financing activities	(274.4)	(332.7)
Effect of exchange rate changes on cash	(13.4)	(59.7)
Increase in cash and cash equivalents	82.0	375.9
Cash and cash equivalents at beginning of period	1,427.3	1,191.3
Cash and cash equivalents at end of period	\$ 1,509.3	\$ 1,567.2

See Notes to Condensed Consolidated Financial Statements.

ROCKWELL AUTOMATION, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)**1 . Basis of Presentation and Accounting Policies**

In the opinion of management of Rockwell Automation, Inc. ("Rockwell Automation" or "the Company"), the unaudited Condensed Consolidated Financial Statements contain all adjustments necessary to present fairly the financial position, results of operations and cash flows for the periods presented and, except as otherwise indicated, such adjustments consist only of those of a normal, recurring nature. These statements should be read in conjunction with our Annual Report on Form 10-K for the fiscal year ended September 30, 2015 . The results of operations for the three and nine -month periods ended June 30, 2016 are not necessarily indicative of the results for the full year. All date references to years and quarters herein refer to our fiscal year and fiscal quarter unless otherwise stated.

Receivables

Receivables are stated net of an allowance for doubtful accounts of \$23.3 million at June 30, 2016 and \$22.0 million at September 30, 2015 . In addition, receivables are stated net of an allowance for certain customer returns, rebates and incentives of \$8.9 million at June 30, 2016 and \$9.2 million at September 30, 2015 .

Earnings Per Share

The following table reconciles basic and diluted earnings per share (EPS) amounts (in millions, except per share amounts):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
Net income	\$ 191.0	\$ 206.1	\$ 544.5	\$ 626.3
Less: Allocation to participating securities	(0.2)	(0.3)	(0.6)	(0.5)
Net income available to common shareowners	\$ 190.8	\$ 205.8	\$ 543.9	\$ 625.8
Basic weighted average outstanding shares	129.8	134.3	130.7	134.9
Effect of dilutive securities				
Stock options	0.9	1.1	0.9	1.1
Performance shares	0.1	0.1	—	0.1
Diluted weighted average outstanding shares	130.8	135.5	131.6	136.1
Earnings per share:				
Basic	\$ 1.47	\$ 1.53	\$ 4.16	\$ 4.64
Diluted	\$ 1.46	\$ 1.52	\$ 4.13	\$ 4.60

For the three and nine months ended June 30, 2016 , share-based compensation awards for 1.8 million and 2.6 million shares, respectively, were excluded from the diluted EPS calculation because they were antidilutive. For the three and nine months ended June 30, 2015 , share-based compensation awards for 1.2 million shares and 1.5 million shares, respectively, were excluded from the diluted EPS calculation because they were antidilutive.

Non-Cash Investing and Financing Activities

Capital expenditures of \$19.3 million and \$10.2 million were accrued within accounts payable and other current liabilities at June 30, 2016 and 2015 , respectively. At June 30, 2016 and 2015 , there were \$8.4 million and \$9.7 million , respectively, of outstanding common stock share repurchases recorded in accounts payable that did not settle until the next fiscal quarter. These non-cash investing and financing activities have been excluded from cash used for capital expenditures and treasury stock purchases in the Condensed Consolidated Statement of Cash Flows.

ROCKWELL AUTOMATION, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Unaudited)**1. Basis of Presentation and Accounting Policies (continued)***Recent Accounting Pronouncements*

In March 2016, the Financial Accounting Standards Board (FASB) issued a new standard on share-based compensation. Among other changes to the existing guidance, this standard requires entities to record the excess income tax benefit or deficiency from share-based compensation within the income tax provision rather than within additional paid-in capital. This guidance is effective for us for reporting periods beginning no later than October 1, 2017. We are currently evaluating the impact the adoption of this guidance will have on our consolidated financial statements and related disclosures.

In February 2016, the FASB issued a new standard on accounting for leases which requires lessees to recognize right-of-use assets and lease liabilities for most leases, among other changes to existing lease accounting guidance. The new standard also requires additional qualitative and quantitative disclosures about leasing activities. This guidance is effective for us for reporting periods beginning October 1, 2019. We are currently evaluating the impact the adoption of this guidance will have on our consolidated financial statements and related disclosures.

In November 2015, the FASB issued new guidance that requires all deferred income taxes to be classified on the balance sheet as noncurrent assets or liabilities rather than separating current and noncurrent deferred income taxes based on the classification of the related assets and liabilities. This requirement is effective for us no later than October 1, 2017; however, we elected to adopt earlier as of December 31, 2015. Upon adoption of this guidance we retrospectively reclassified \$151.2 million of deferred income taxes from current assets to noncurrent assets at September 30, 2015.

In May 2014, the FASB issued a new standard on revenue recognition related to contracts with customers. This standard supersedes nearly all existing revenue recognition guidance and involves a five-step approach to recognizing revenue based on individual performance obligations in a contract. The new standard will also require additional qualitative and quantitative disclosures about contracts with customers, significant judgments made in applying the revenue guidance, and assets recognized from the costs to obtain or fulfill a contract. This guidance is effective for us for reporting periods beginning October 1, 2018. We are currently evaluating the impact the adoption of this guidance will have on our consolidated financial statements and related disclosures.

2. Share-Based Compensation

We recognized \$9.8 million and \$30.4 million of pre-tax share-based compensation expense during the three and nine months ended June 30, 2016, respectively. We recognized \$10.2 million and \$31.4 million of pre-tax share-based compensation expense during the three and nine months ended June 30, 2015, respectively. Our annual grant of share-based compensation takes place during the first quarter of each fiscal year. The number of shares granted to employees and non-employee directors and the weighted average fair value per share during the periods presented were (in thousands, except per share amounts):

	Nine Months Ended June 30,			
	2016		2015	
	Grants	Wtd. Avg. Share Fair Value	Grants	Wtd. Avg. Share Fair Value
Stock options	1,140	\$ 21.20	1,038	\$ 26.70
Performance shares	96	87.64	87	103.70
Restricted stock and restricted stock units	64	105.19	51	115.10
Unrestricted stock	10	98.79	7	111.43

ROCKWELL AUTOMATION, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Unaudited)**3 . Inventories**

Inventories consist of (in millions):

	June 30, 2016	September 30, 2015
Finished goods	\$ 227.5	\$ 225.7
Work in process	177.3	157.5
Raw materials	151.5	152.4
Inventories	<u>\$ 556.3</u>	<u>\$ 535.6</u>

4 . Goodwill and Other Intangible Assets

Changes in the carrying amount of goodwill for the nine months ended June 30, 2016 are (in millions):

	Architecture & Software	Control Products & Solutions	Total
Balance as of September 30, 2015	\$ 388.0	\$ 640.8	\$ 1,028.8
Acquisition of business	8.1	—	8.1
Translation	(6.1)	(14.7)	(20.8)
Balance as of June 30, 2016	<u>\$ 390.0</u>	<u>\$ 626.1</u>	<u>\$ 1,016.1</u>

On March 18, 2016, we acquired MagneMotion, Inc., a leading manufacturer of intelligent conveying systems. As a result, we recognized goodwill of \$8.1 million and intangible assets of \$8.3 million. We assigned the full amount of goodwill related to MagneMotion, Inc. to our Architecture & Software segment.

Other intangible assets consist of (in millions):

	June 30, 2016		
	Carrying Amount	Accumulated Amortization	Net
Amortized intangible assets:			
Computer software products	\$ 182.4	\$ 100.8	\$ 81.6
Customer relationships	85.5	51.6	33.9
Technology	86.0	47.5	38.5
Trademarks	30.5	17.0	13.5
Other	11.0	8.8	2.2
Total amortized intangible assets	<u>395.4</u>	<u>225.7</u>	<u>169.7</u>
Allen-Bradley [®] trademark not subject to amortization	43.7	—	43.7
Total	<u>\$ 439.1</u>	<u>\$ 225.7</u>	<u>\$ 213.4</u>

ROCKWELL AUTOMATION, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Unaudited)

	September 30, 2015		
	Carrying Amount	Accumulated Amortization	Net
Amortized intangible assets:			
Computer software products	\$ 182.4	\$ 91.9	\$ 90.5
Customer relationships	87.2	50.1	37.1
Technology	83.4	44.1	39.3
Trademarks	32.3	16.3	16.0
Other	11.5	8.6	2.9
Total amortized intangible assets	396.8	211.0	185.8
Allen-Bradley® trademark not subject to amortization	43.7	—	43.7
Total	\$ 440.5	\$ 211.0	\$ 229.5

Estimated amortization expense is \$28.8 million in 2016, \$26.1 million in 2017, \$20.4 million in 2018, \$17.7 million in 2019 and \$15.1 million in 2020.

We performed the annual evaluation of our goodwill and indefinite life intangible assets for impairment as required by accounting principles generally accepted in the United States (U.S. GAAP) during the second quarter of 2016 and concluded that these assets are not impaired.

5. Short-term Debt

Our short-term debt obligations primarily consist of commercial paper borrowings. Commercial paper borrowings outstanding were \$354.0 million at June 30, 2016. The weighted average interest rate of the commercial paper outstanding was 0.49 percent at June 30, 2016. There were no commercial paper borrowings outstanding at September 30, 2015.

6. Other Current Liabilities

Other current liabilities consist of (in millions):

	June 30, 2016	September 30, 2015
Unrealized losses on foreign exchange contracts	\$ 19.3	\$ 16.4
Product warranty obligations	27.0	27.9
Taxes other than income taxes	41.6	34.9
Accrued interest	16.2	16.9
Dividends payable	93.8	—
Income taxes payable	38.7	50.9
Other	57.3	61.0
Other current liabilities	\$ 293.9	\$ 208.0

ROCKWELL AUTOMATION, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Unaudited)**7. Product Warranty Obligations**

We record a liability for product warranty obligations at the time of sale to a customer based upon historical warranty experience. Most of our products are covered under a warranty period that runs for twelve months from either the date of sale or installation. We also record a liability for specific warranty matters when they become probable and reasonably estimable.

Changes in product warranty obligations for the nine months ended June 30, 2016 and 2015 are (in millions):

	Nine Months Ended June 30,	
	2016	2015
Balance at beginning of period	\$ 27.9	\$ 34.1
Accruals for warranties issued during the current period	18.7	20.0
Adjustments to pre-existing warranties	(0.2)	(2.7)
Settlements of warranty claims	(19.4)	(20.9)
Balance at end of period	<u>\$ 27.0</u>	<u>\$ 30.5</u>

ROCKWELL AUTOMATION, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Unaudited)**8 . Retirement Benefits**

The components of net periodic benefit cost (income) are (in millions):

	Pension Benefits			
	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
Service cost	\$ 22.1	\$ 21.3	\$ 66.0	\$ 64.5
Interest cost	42.5	41.7	127.2	125.6
Expected return on plan assets	(54.8)	(55.7)	(163.9)	(167.6)
Amortization:				
Prior service credit	(0.7)	(0.7)	(2.1)	(2.0)
Net actuarial loss	31.2	29.6	93.4	89.2
Net periodic benefit cost	<u>\$ 40.3</u>	<u>\$ 36.2</u>	<u>\$ 120.6</u>	<u>\$ 109.7</u>

	Other Postretirement Benefits			
	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
Service cost	\$ 0.4	\$ 0.4	\$ 1.0	\$ 1.2
Interest cost	0.8	1.0	2.5	3.1
Amortization:				
Prior service credit	(2.8)	(3.7)	(8.5)	(11.1)
Net actuarial loss	0.6	1.2	1.9	3.5
Net periodic benefit income	<u>\$ (1.0)</u>	<u>\$ (1.1)</u>	<u>\$ (3.1)</u>	<u>\$ (3.3)</u>

ROCKWELL AUTOMATION, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Unaudited)
9 . Accumulated Other Comprehensive Loss

Changes in accumulated other comprehensive loss by component were (in millions):

Three Months Ended June 30, 2016

	Pension and other postretirement benefit plan adjustments, net of tax	Accumulated currency translation adjustments, net of tax	Net unrealized gains (losses) on cash flow hedges, net of tax	Total accumulated other comprehensive loss, net of tax
Balance as of March 31, 2016	\$ (1,060.3)	\$ (269.4)	\$ 4.0	\$ (1,325.7)
Other comprehensive loss before reclassifications	—	(18.3)	(1.7)	(20.0)
Amounts reclassified from accumulated other comprehensive loss	18.5	—	(1.1)	17.4
Other comprehensive income (loss)	18.5	(18.3)	(2.8)	(2.6)
Balance as of June 30, 2016	\$ (1,041.8)	\$ (287.7)	\$ 1.2	\$ (1,328.3)

Nine Months Ended June 30, 2016

	Pension and other postretirement benefit plan adjustments, net of tax	Accumulated currency translation adjustments, net of tax	Net unrealized gains (losses) on cash flow hedges, net of tax	Total accumulated other comprehensive loss, net of tax
Balance as of September 30, 2015	\$ (1,097.1)	\$ (252.4)	\$ 14.9	\$ (1,334.6)
Other comprehensive loss before reclassifications	—	(35.3)	(1.0)	(36.3)
Amounts reclassified from accumulated other comprehensive loss	55.3	—	(12.7)	42.6
Other comprehensive income (loss)	55.3	(35.3)	(13.7)	6.3
Balance as of June 30, 2016	\$ (1,041.8)	\$ (287.7)	\$ 1.2	\$ (1,328.3)

Three Months Ended June 30, 2015

	Pension and other postretirement benefit plan adjustments, net of tax	Accumulated currency translation adjustments, net of tax	Net unrealized gains (losses) on cash flow hedges, net of tax	Total accumulated other comprehensive loss, net of tax
Balance as of March 31, 2015	\$ (874.6)	\$ (213.1)	\$ 47.0	\$ (1,040.7)
Other comprehensive income (loss) before reclassifications	—	27.4	(6.1)	21.3
Amounts reclassified from accumulated other comprehensive loss	17.4	—	(13.4)	4.0
Other comprehensive income (loss)	17.4	27.4	(19.5)	25.3
Balance as of June 30, 2015	\$ (857.2)	\$ (185.7)	\$ 27.5	\$ (1,015.4)

Nine Months Ended June 30, 2015

	Pension and other postretirement benefit plan adjustments, net of tax	Accumulated currency translation adjustments, net of tax	Net unrealized gains (losses) on cash flow hedges, net of tax	Total accumulated other comprehensive loss, net of tax
Balance as of September 30, 2014	\$ (909.4)	\$ (52.5)	\$ 13.9	\$ (948.0)
Other comprehensive (loss) income before reclassifications	—	(133.2)	37.5	(95.7)
Amounts reclassified from accumulated other comprehensive loss	52.2	—	(23.9)	28.3
Other comprehensive income (loss)	52.2	(133.2)	13.6	(67.4)
Balance as of June 30, 2015	\$ (857.2)	\$ (185.7)	\$ 27.5	\$ (1,015.4)

ROCKWELL AUTOMATION, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Unaudited)
9 . Accumulated Other Comprehensive Loss (continued)

The reclassifications out of accumulated other comprehensive loss to the Condensed Consolidated Statement of Operations were (in millions):

	Three Months Ended June 30,		Nine Months Ended June 30,		Affected Line in the Condensed Consolidated Statement of Operations
	2016	2015	2016	2015	
Pension and other postretirement benefit plan adjustments:					
Amortization of prior service credit	\$ (3.5)	\$ (4.4)	\$ (10.6)	\$ (13.1)	(a)
Amortization of net actuarial loss	31.8	30.8	95.3	92.7	(a)
	28.3	26.4	84.7	79.6	Income before income taxes
	(9.8)	(9.0)	(29.4)	(27.4)	Income tax provision
	\$ 18.5	\$ 17.4	\$ 55.3	\$ 52.2	Net income
Net unrealized losses (gains) on cash flow hedges:					
Forward exchange contracts	\$ 1.0	\$ 2.0	\$ 5.1	\$ 5.6	Sales
Forward exchange contracts	(2.0)	(16.1)	(21.0)	(29.7)	Cost of sales
	(1.0)	(14.1)	(15.9)	(24.1)	Income before income taxes
	(0.1)	0.7	3.2	0.2	Income tax provision
	\$ (1.1)	\$ (13.4)	\$ (12.7)	\$ (23.9)	Net income
Total reclassifications	\$ 17.4	\$ 4.0	\$ 42.6	\$ 28.3	Net income

(a) Reclassified from accumulated other comprehensive loss into cost of sales and selling, general and administrative expenses. These components are included in the computation of net periodic benefit cost (income). See Note 8 for further information.

ROCKWELL AUTOMATION, INC.

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Unaudited)**

10. Commitments and Contingent Liabilities

Various lawsuits, claims and proceedings have been or may be instituted or asserted against us relating to the conduct of our business, including those pertaining to product liability, environmental, safety and health, intellectual property, employment and contract matters. Although the outcome of litigation cannot be predicted with certainty and some lawsuits, claims or proceedings may be disposed of unfavorably to us, we believe the disposition of matters that are pending or have been asserted will not have a material effect on our business, financial condition or results of operations.

We (including our subsidiaries) have been named as a defendant in lawsuits alleging personal injury as a result of exposure to asbestos that was used in certain components of our products many years ago. Currently there are a few thousand claimants in lawsuits that name us as defendants, together with hundreds of other companies. In some cases, the claims involve products from divested businesses, and we are indemnified for most of the costs. However, we have agreed to defend and indemnify asbestos claims associated with products manufactured or sold by our former Dodge mechanical and Reliance Electric motors and motor repair services businesses prior to their divestiture by us, which occurred on January 31, 2007. We are also responsible for half of the costs and liabilities associated with asbestos cases against the former Rockwell International Corporation's divested measurement and flow control business. But in all cases, for those claimants who do show that they worked with our products or products of divested businesses for which we are responsible, we nevertheless believe we have meritorious defenses, in substantial part due to the integrity of the products, the encapsulated nature of any asbestos-containing components, and the lack of any impairing medical condition on the part of many claimants. We defend those cases vigorously. Historically, we have been dismissed from the vast majority of these claims with no payment to claimants.

We have maintained insurance coverage that we believe covers indemnity and defense costs, over and above self-insured retentions, for claims arising from our former Allen-Bradley subsidiary. Our insurance carrier entered into a cost share agreement with us to pay the substantial majority of future defense and indemnity costs for Allen-Bradley asbestos claims. We believe that this arrangement will continue to provide coverage for Allen-Bradley asbestos claims throughout the remaining life of the asbestos liability.

The uncertainties of asbestos claim litigation make it difficult to predict accurately the ultimate outcome of asbestos claims. That uncertainty is increased by the possibility of adverse rulings or new legislation affecting asbestos claim litigation or the settlement process. Subject to these uncertainties and based on our experience defending asbestos claims, we do not believe these lawsuits will have a material effect on our financial condition or results of operations.

We have, from time to time, divested certain of our businesses. In connection with these divestitures, certain lawsuits, claims and proceedings may be instituted or asserted against us related to the period that we owned the businesses, either because we agreed to retain certain liabilities related to these periods or because such liabilities fall upon us by operation of law. In some instances, the divested business has assumed the liabilities; however, it is possible that we might be responsible to satisfy those liabilities if the divested business is unable to do so.

In connection with the spin-offs of our former automotive business, semiconductor systems business and avionics and communications business, the spun-off companies have agreed to indemnify us for substantially all contingent liabilities related to the respective businesses, including environmental and intellectual property matters.

In conjunction with the sale of our Dodge mechanical and Reliance Electric motors and motor repair services businesses, we agreed to indemnify Baldor Electric Company for costs and damages related to certain legal, legacy environmental and asbestos matters of these businesses arising before January 31, 2007, for which the maximum exposure would be capped at the amount received for the sale.

In many countries we provide a limited intellectual property indemnity as part of our terms and conditions of sale. We also at times provide limited intellectual property indemnities in other contracts with third parties, such as contracts concerning the development and manufacture of our products. As of June 30, 2016, we were not aware of any material indemnification claims where an unfavorable outcome was probable or reasonably possible. Historically, claims that have been made under the indemnification agreements have not had a material impact on our operating results, financial position or cash flows; however, to the extent that valid indemnification claims arise in the future, future payments by us could be significant and could have a material adverse effect on our results of operations or cash flows in a particular period.

ROCKWELL AUTOMATION, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Unaudited)

11 . Income Taxes

At the end of each interim period, we estimate a base effective tax rate that we expect for the full fiscal year based on our most recent forecast of pre-tax income, permanent book and tax differences and global tax planning strategies. We use this base rate to provide for income taxes on a year-to-date basis, excluding the effect of significant unusual items and items that are reported net of their related tax effects. We record the tax effect of significant unusual items and items that are reported net of their tax effects in the period in which they occur.

The effective tax rate was 24.3 percent and 22.9 percent in the three and nine months ended June 30, 2016 , respectively, compared to 27.6 percent and 26.2 percent in the three and nine months ended June 30, 2015 , respectively. The effective tax rate was lower than the U.S. statutory rate of 35 percent in each period primarily because we benefited from lower non-U.S. tax rates. In the three months ended June 30, 2016 we also realized a benefit from a discrete tax item. In the nine months ended June 30, 2016 our effective tax rate was favorably impacted by the retroactive and permanent extension of the U.S. federal research and development tax credit during the first quarter of 2016 and discrete tax items.

The amount of gross unrecognized tax benefits was \$27.3 million and \$43.9 million at June 30, 2016 and September 30, 2015 , respectively, of which the entire amount would reduce our effective tax rate if recognized. The amount of unrecognized tax benefits decreased in the nine months ended June 30, 2016 primarily due to the resolution of prior period tax matters.

Accrued interest and penalties related to unrecognized tax benefits were \$4.5 million and \$5.1 million at June 30, 2016 and September 30, 2015 , respectively. We recognize interest and penalties related to unrecognized tax benefits in the income tax provision.

We believe it is reasonably possible that the amount of gross unrecognized tax benefits could be reduced by up to \$1.5 million in the next 12 months as a result of the resolution of tax matters in various global jurisdictions and the lapses of statutes of limitations.

We conduct business globally and are routinely audited by the various tax jurisdictions in which we operate. We are no longer subject to U.S. federal income tax examinations for years before 2014 and are no longer subject to state, local and foreign income tax examinations for years before 2003 .

ROCKWELL AUTOMATION, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)
(Unaudited)**12 . Business Segment Information**

The following tables reflect the sales and operating results of our reportable segments (in millions):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
Sales				
Architecture & Software	\$ 666.4	\$ 683.5	\$ 1,938.8	\$ 2,065.6
Control Products & Solutions	807.6	891.7	2,402.1	2,634.8
Total	\$ 1,474.0	\$ 1,575.2	\$ 4,340.9	\$ 4,700.4
Segment operating earnings				
Architecture & Software	\$ 184.2	\$ 199.9	\$ 515.0	\$ 622.1
Control Products & Solutions	126.8	143.8	369.4	402.6
Total	311.0	343.7	884.4	1,024.7
Purchase accounting depreciation and amortization	(4.7)	(5.2)	(13.9)	(15.8)
General corporate – net	(17.0)	(21.9)	(54.5)	(66.1)
Non-operating pension costs	(18.9)	(15.6)	(56.7)	(47.2)
Interest expense	(18.1)	(16.4)	(53.1)	(47.0)
Income before income taxes	\$ 252.3	\$ 284.6	\$ 706.2	\$ 848.6

Among other considerations, we evaluate performance and allocate resources based upon segment operating earnings before income taxes, interest expense, costs related to corporate offices, non-operating pension costs, certain nonrecurring corporate initiatives, gains and losses from the disposition of businesses and purchase accounting depreciation and amortization. Depending on the product, intersegment sales within a single legal entity are either at cost or cost plus a mark-up, which does not necessarily represent a market price. Sales between legal entities are at an appropriate transfer price. We allocate costs related to shared segment operating activities to the segments using a methodology consistent with the expected benefit.

13 . Rocky Flats Settlement

From 1975 to 1989, Rockwell International Corporation (RIC) operated the Rocky Flats facility in Colorado for the U.S. Department of Energy (DoE). In 1990, a class of landowners near Rocky Flats sued RIC and Dow Chemical, another former operator of the facility. In May 2016, the parties agreed to settle this case and the DoE authorized the settlement. Under the settlement agreement, which is subject to court approval, we and Dow Chemical will pay \$375.0 million in the aggregate to resolve the claims. Under RIC's contract with the DoE and federal law, RIC is entitled to indemnification by the DoE for the settlement amount. When RIC was acquired by Boeing in 1996, we agreed to indemnify Boeing for RIC's liabilities related to Rocky Flats and received the benefits of RIC's corresponding indemnity rights against the DoE. We expect to be fully reimbursed by the DoE for our obligation of \$243.75 million under the settlement, either before or after we pay the amounts due. We expect to pay up to \$7.75 million within the next 12 months, with the remaining balance due in July 2017. We will promptly pursue reimbursement from the DoE; however, it is uncertain whether the government indemnification and reimbursement process will be completed by the time payment is due. At June 30, 2016, the current and noncurrent portions of the liability are included within other current liabilities and other liabilities, respectively, in the Condensed Consolidated Balance Sheet. An indemnification receivable of \$243.75 million at June 30, 2016 is also included within other assets in the Condensed Consolidated Balance Sheet.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareowners of
Rockwell Automation, Inc.
Milwaukee, Wisconsin

We have reviewed the accompanying condensed consolidated balance sheet of Rockwell Automation, Inc. and subsidiaries (the “Company”) as of June 30, 2016 , and the related condensed consolidated statements of operations and comprehensive income for the three-month and nine -month periods ended June 30, 2016 and 2015 , and of cash flows for the nine -month periods ended June 30, 2016 and 2015 . These condensed consolidated interim financial statements are the responsibility of the Company’s management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to such condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Rockwell Automation, Inc. and subsidiaries as of September 30, 2015 , and the related consolidated statements of operations, comprehensive income, cash flows, and shareowners’ equity for the year then ended (not presented herein); and in our report dated November 17, 2015, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of September 30, 2015 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ DELOITTE & TOUCHE LLP

Milwaukee, Wisconsin
August 3, 2016

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**Results of Operations****Forward-Looking Statements**

This Quarterly Report contains statements (including certain projections and business trends) that are “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. Words such as “believe”, “estimate”, “project”, “plan”, “expect”, “anticipate”, “will”, “intend” and other similar expressions may identify forward-looking statements. Actual results may differ materially from those projected as a result of certain risks and uncertainties, many of which are beyond our control, including but not limited to:

- macroeconomic factors, including global and regional business conditions, the availability and cost of capital, commodity prices, the cyclical nature of our customers' capital spending, sovereign debt concerns and currency exchange rates;
- laws, regulations and governmental policies affecting our activities in the countries where we do business;
- the successful development of advanced technologies and demand for and market acceptance of new and existing products;
- the availability, effectiveness and security of our information technology systems;
- competitive products, solutions and services and pricing pressures, and our ability to provide high quality products, solutions and services;
- a disruption of our business due to natural disasters, pandemics, acts of war, strikes, terrorism, social unrest or other causes;
- our ability to manage and mitigate the risk related to security vulnerabilities and breaches of our products, solutions and services;
- intellectual property infringement claims by others and the ability to protect our intellectual property;
- the uncertainty of claims by taxing authorities in the various jurisdictions where we do business;
- our ability to attract and retain qualified personnel;
- our ability to manage costs related to employee retirement and health care benefits;
- the uncertainties of litigation, including liabilities related to the safety and security of the products, solutions and services we sell;
- our ability to manage and mitigate the risks associated with our solutions and services businesses;
- a disruption of our distribution channels;
- the availability and price of components and materials;
- the successful integration and management of acquired businesses;
- the successful execution of our cost productivity and globalization initiatives; and
- other risks and uncertainties, including but not limited to those detailed from time to time in our Securities and Exchange Commission (SEC) filings.

These forward-looking statements reflect our beliefs as of the date of filing this report. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. See Item 1A, **Risk Factors**, of our Annual Report on Form 10-K for the fiscal year ended September 30, 2015 for more information.

Non-GAAP Measures

The following discussion includes organic sales, total segment operating earnings and margin, Adjusted Income, Adjusted EPS, Adjusted Effective Tax Rate and free cash flow, which are non-GAAP measures. See **Supplemental Sales Information** for a reconciliation of reported sales to organic sales and a discussion of why we believe this non-GAAP measure is useful to investors. See **Results of Operations** for a reconciliation of income before income taxes to total segment operating earnings and margin and a discussion of why we believe these non-GAAP measures are useful to investors. See **Results of Operations** for a reconciliation of income from continuing operations, diluted EPS from continuing operations and effective tax rate to Adjusted Income, Adjusted EPS and Adjusted Effective Tax Rate and a discussion of why we believe these non-GAAP measures are useful to investors. See **Financial Condition** for a reconciliation of cash flows from operating activities to free cash flow and a discussion of why we believe this non-GAAP measure is useful to investors.

Overview

We are a leading global provider of industrial automation power, control and information solutions that help manufacturers achieve competitive advantages for their businesses. Overall demand for our products, services and solutions is driven by:

- investments in manufacturing, including upgrades, modifications and expansions of existing facilities or production lines and new facilities or production lines;
- investments in basic materials production capacity, which may be related to commodity pricing levels;
- our customers' needs for faster time to market, lower total cost of ownership, improved asset utilization and optimization, and enterprise risk management;
- industry factors that include our customers' new product introductions, demand for our customers' products or services, and the regulatory and competitive environments in which our customers operate;
- levels of global industrial production and capacity utilization;
- regional factors that include local political, social, regulatory and economic circumstances; and
- the spending patterns of our customers due to their annual budgeting processes and their working schedules.

Long-term Strategy

Our vision of being the most valued global provider of innovative industrial automation and information products, solutions and services is supported by our growth and performance strategy, which seeks to:

- achieve growth rates in excess of the automation market by expanding our served market and strengthening our competitive differentiation;
- diversify our sales streams by broadening our portfolio of products, solutions and services, expanding our global presence and serving a wider range of industries and applications;
- grow market share by gaining new customers and by capturing a larger share of existing customers' spending;
- enhance our market access by building our channel capability and partner network;
- acquire businesses that serve as catalysts to organic growth by adding complementary technology, expanding our served market, enhancing our domain expertise or continuing our geographic diversification;
- deploy human and financial resources to strengthen our technology leadership and our intellectual capital business model;
- continuously improve quality and customer experience; and
- drive annual cost productivity.

By implementing the above strategy, we seek to achieve our long-term financial goals, including above-market organic sales growth, EPS growth above sales growth, return on invested capital in excess of 20 percent and free cash flow equal to about 100 percent of Adjusted Income.

Acquisitions

Our acquisition strategy focuses on products, solutions and services that will be catalytic to the organic growth of our core offerings.

In March 2016, we acquired MagneMotion, Inc., a leading manufacturer of intelligent conveying systems. This acquisition continues our strategy to build a portfolio of smart manufacturing technologies by expanding our existing capabilities in independent cart technology.

In October 2014, we acquired the assets of ESC Services, Inc., a global provider of lockout-tagout services and solutions. This acquisition enables our customers to increase their asset utilization and strengthen their enterprise risk management.

We believe these acquisitions will help us expand our served market and deliver value to our customers.

ROCKWELL AUTOMATION, INC.**U. S. Industrial Economic Trends**

In the third quarter of 2016, sales in the U.S. accounted for 54 percent of our total sales. The various indicators we use to gauge the direction and momentum of our served U.S. markets include:

- The Industrial Production (IP) Index, published by the Federal Reserve, which measures the real output of manufacturing, mining and electric and gas utilities. The IP Index is expressed as a percentage of real output in a base year, currently 2012. Historically, there has been a meaningful correlation between the changes in the IP Index and the level of automation investment made by our U.S. customers in their manufacturing base.
- The Manufacturing Purchasing Managers' Index (PMI), published by the Institute for Supply Management (ISM), which indicates the current and near-term state of manufacturing activity in the U.S. According to the ISM, a PMI measure above 50 indicates that the U.S. manufacturing economy is generally expanding while a measure below 50 indicates that it is generally contracting.
- Industrial Equipment Spending, compiled by the Bureau of Economic Analysis, which provides insight into spending trends in the broad U.S. industrial economy. This measure over the longer term has proven to demonstrate a reasonable correlation with our domestic growth.
- Capacity Utilization (Total Industry), published by the Federal Reserve, which measures plant operating activity. Historically, there has been a meaningful correlation between Capacity Utilization and levels of U.S. IP.

The table below depicts trends in these indicators since the quarter ended September 2014. In the third quarter of fiscal 2016, changes in U.S. economic indicators compared to the prior quarter continue to be mixed, with IP and capacity utilization declining, but PMI and industrial equipment spending increasing. Recent third-party IP growth projections continue to be negative for fiscal 2016.

	IP Index	PMI	Industrial Equipment Spending (in billions)	Capacity Utilization (percent)
Fiscal 2016 quarter ended:				
June 2016	103.8	53.2	228.6	75.2
March 2016	104.1	51.8	222.2	75.4
December 2015	104.6	48.0	224.7	75.8
Fiscal 2015 quarter ended:				
September 2015	105.5	50.0	219.8	76.6
June 2015	105.1	53.1	222.7	76.6
March 2015	105.8	52.3	216.4	77.7
December 2014	106.3	55.1	216.5	78.6
Fiscal 2014 quarter ended:				
September 2014	105.3	56.1	222.9	78.4

Note: Economic indicators are subject to revisions by the issuing organizations.

Non-U.S. Economic Trends

In the third quarter of 2016, sales outside the U.S. accounted for 46 percent of our total sales. These customers include both indigenous companies and multinational companies with expanding global presence. In addition to the global factors previously mentioned in the "Overview" section, international demand, particularly in emerging markets, has historically been driven by the strength of the industrial economy in each region, investments in infrastructure and expanding consumer markets. We use changes in the respective countries' gross domestic product and IP as indicators of the growth opportunities in each region where we do business.

Third-party IP growth projections for EMEA for fiscal 2016 have been lowered following the United Kingdom's decision to exit the European Union, which is expected to impact consumer and business confidence and reduce investment in the region. In Asia Pacific, the growth outlooks for India and China are relatively unchanged from the prior quarter, but continue to be more positive in India. In Latin America, the outlook for Mexico has softened due to slowing U.S. economic growth and a decline in U.S. IP, while Brazil remains in a recession. Canada's economy continues to be impacted by low oil and commodity prices, with IP expected to decline further in fiscal 2016 than previously projected. Although weakness persists in many emerging countries, we still expect the automation market in these countries to grow at a higher rate compared to mature countries over the long term.

Summary of Results of Operations

Sales in the third quarter of 2016 decreased 6.4 percent compared to the third quarter of 2015 . Organic sales decreased 4.8 percent year over year, and currency translation reduced sales by 1.8 percentage points . Growth in consumer and automotive industries was more than offset by continued weakness in heavy industries, particularly oil and gas.

The following is a summary of our results related to key growth initiatives:

- Logix sales decreased 5 percent year over year in the third quarter of 2016 . Logix organic sales decreased 3 percent .
- Process initiative sales decreased 23 percent year over year in the third quarter of 2016 . Process initiative organic sales decreased 20 percent .
- Sales in emerging markets decreased 9.5 percent year over year in the third quarter of 2016 . Organic sales in emerging countries decreased 1.1 percent year over year. Currency translation reduced sales in emerging countries by 8.5 percentage points.

ROCKWELL AUTOMATION, INC.

The following table reflects our sales and operating results for the three and nine months ended June 30, 2016 and 2015 (in millions, except per share amounts and percentages):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
Sales				
Architecture & Software	\$ 666.4	\$ 683.5	\$ 1,938.8	\$ 2,065.6
Control Products & Solutions	807.6	891.7	2,402.1	2,634.8
Total sales (a)	\$ 1,474.0	\$ 1,575.2	\$ 4,340.9	\$ 4,700.4
Segment operating earnings ⁽¹⁾				
Architecture & Software	\$ 184.2	\$ 199.9	\$ 515.0	\$ 622.1
Control Products & Solutions	126.8	143.8	369.4	402.6
Total segment operating earnings ⁽²⁾ (b)	311.0	343.7	884.4	1,024.7
Purchase accounting depreciation and amortization	(4.7)	(5.2)	(13.9)	(15.8)
General corporate — net	(17.0)	(21.9)	(54.5)	(66.1)
Non-operating pension costs	(18.9)	(15.6)	(56.7)	(47.2)
Interest expense	(18.1)	(16.4)	(53.1)	(47.0)
Income before income taxes (c)	252.3	284.6	706.2	848.6
Income tax provision	(61.3)	(78.5)	(161.7)	(222.3)
Net income	\$ 191.0	\$ 206.1	\$ 544.5	\$ 626.3
Diluted EPS	\$ 1.46	\$ 1.52	\$ 4.13	\$ 4.60
Adjusted EPS ⁽³⁾	\$ 1.55	\$ 1.59	\$ 4.41	\$ 4.82
Diluted weighted average outstanding shares	130.8	135.5	131.6	136.1
Total segment operating margin ⁽²⁾ (b/a)	21.1%	21.8%	20.4%	21.8%
Pre-tax margin (c/a)	17.1%	18.1%	16.3%	18.1%

(1) See Note 12 in the Condensed Consolidated Financial Statements for the definition of segment operating earnings.

(2) Total segment operating earnings and total segment operating margin are non-GAAP financial measures. We exclude purchase accounting depreciation and amortization, general corporate – net, non-operating pension costs, interest expense and income tax provision because we do not consider these costs to be directly related to the operating performance of our segments. We believe that these measures are useful to investors as measures of operating performance. We use these measures to monitor and evaluate the profitability of our operating segments. Our measures of total segment operating earnings and total segment operating margin may be different from measures used by other companies.

(3) Adjusted EPS is a non-GAAP earnings measure that excludes the non-operating pension costs and their related income tax effects. See *Adjusted Income, Adjusted EPS and Adjusted Effective Tax Rate Reconciliation* for more information on this non-GAAP measure.

ROCKWELL AUTOMATION, INC.

Purchase accounting depreciation and amortization and non-operating pension costs are not allocated to our operating segments because these costs are excluded from our measurement of each segment's operating performance for internal purposes. If we were to allocate these costs, we would attribute them to each of our segments as follows (in millions):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
Purchase accounting depreciation and amortization				
Architecture & Software	\$ 1.0	\$ 1.1	\$ 2.8	\$ 3.2
Control Products & Solutions	3.4	3.8	10.3	11.8
Non-operating pension costs				
Architecture & Software	6.7	5.6	20.1	17.0
Control Products & Solutions	10.5	8.8	31.5	26.6

The increases in non-operating pension costs in both segments for the three and nine months ended June 30, 2016 compared to the same periods last year were primarily due to our adoption of the new mortality table (RP-2014) and mortality improvement scale (MP-2014) used to measure net periodic pension cost for our U.S. pension plans.

ROCKWELL AUTOMATION, INC.
Adjusted Income, Adjusted EPS and Adjusted Effective Tax Rate Reconciliation

Adjusted Income, Adjusted EPS and Adjusted Effective Tax Rate are non-GAAP earnings measures that exclude non-operating pension costs and their related income tax effects. Non-operating pension costs include defined benefit plan interest cost, expected return on plan assets, amortization of actuarial gains and losses and the impact of any plan curtailments or settlements. These components of net periodic pension cost primarily relate to changes in pension assets and liabilities that are a result of market performance; we consider these costs to be unrelated to the operating performance of our business. We believe that Adjusted Income, Adjusted EPS and Adjusted Effective Tax Rate provide useful information to our investors about our operating performance and allow management and investors to compare our operating performance period over period. Adjusted EPS is also used as a financial measure of performance for our annual incentive compensation. Our measures of Adjusted Income, Adjusted EPS and Adjusted Effective Tax Rate may be different from measures used by other companies. These non-GAAP measures should not be considered a substitute for income from continuing operations, diluted EPS and effective tax rate.

The following are the components of operating and non-operating pension costs for the three and nine months ended June 30, 2016 and 2015 (in millions):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
Service cost	\$ 22.1	\$ 21.3	\$ 66.0	\$ 64.5
Amortization of prior service credit	(0.7)	(0.7)	(2.1)	(2.0)
Operating pension costs	21.4	20.6	63.9	62.5
Interest cost	42.5	41.7	127.2	125.6
Expected return on plan assets	(54.8)	(55.7)	(163.9)	(167.6)
Amortization of net actuarial loss	31.2	29.6	93.4	89.2
Non-operating pension costs	18.9	15.6	56.7	47.2
Net periodic pension cost	\$ 40.3	\$ 36.2	\$ 120.6	\$ 109.7

The following are reconciliations of income from continuing operations, diluted EPS from continuing operations and effective tax rate to Adjusted Income, Adjusted EPS and Adjusted Effective Tax Rate, respectively, for the three and nine months ended June 30, 2016 and 2015 (in millions, except per share amounts and percentages):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2016	2015	2016	2015
Income from continuing operations	\$ 191.0	\$ 206.1	\$ 544.5	\$ 626.3
Non-operating pension costs	18.9	15.6	56.7	47.2
Tax effect of non-operating pension costs	(6.8)	(5.4)	(20.5)	(16.4)
Adjusted Income	\$ 203.1	\$ 216.3	\$ 580.7	\$ 657.1
Diluted EPS from continuing operations	\$ 1.46	\$ 1.52	\$ 4.13	\$ 4.60
Non-operating pension costs per diluted share	0.14	0.11	0.43	0.34
Tax effect of non-operating pension costs per diluted share	(0.05)	(0.04)	(0.15)	(0.12)
Adjusted EPS	\$ 1.55	\$ 1.59	\$ 4.41	\$ 4.82
Effective tax rate	24.3%	27.6%	22.9%	26.2%
Tax effect of non-operating pension costs	0.8%	0.3%	1.0%	0.4%
Adjusted Effective Tax Rate	25.1%	27.9%	23.9%	26.6%

ROCKWELL AUTOMATION, INC.
Three and Nine Months Ended June 30, 2016 Compared to Three and Nine Months Ended June 30, 2015

(in millions, except per share amounts)	Three Months Ended June 30,			Nine Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Sales	\$ 1,474.0	\$ 1,575.2	\$ (101.2)	\$ 4,340.9	\$ 4,700.4	\$ (359.5)
Income before income taxes	252.3	284.6	(32.3)	706.2	848.6	(142.4)
Diluted EPS	1.46	1.52	(0.06)	4.13	4.60	(0.47)
Adjusted EPS	1.55	1.59	(0.04)	4.41	4.82	(0.41)

Sales

Sales decreased 6.4 percent and 7.6 percent year over year in the three and nine months ended June 30, 2016, respectively. Organic sales decreased 4.8 percent and 3.9 percent year over year in the three and nine months ended June 30, 2016, respectively. Currency translation reduced sales by 1.8 percentage points and 3.8 percentage points in the three and nine months ended June 30, 2016, respectively.

Pricing contributed less than one percentage point to sales growth in the three and nine months ended June 30, 2016.

The table below presents our sales, attributed to the geographic regions based upon country of destination, for the three and nine months ended June 30, 2016 and the percentage change from the same periods a year ago (in millions, except percentages):

	Three Months Ended June 30, 2016	Change vs. Three Months Ended June 30, 2015	Change in Organic Sales ⁽¹⁾ vs. Three Months Ended June 30, 2015
United States	\$ 799.6	(8.3)%	(8.4)%
Canada	82.2	(11.7)%	(7.5)%
Europe, Middle East and Africa (EMEA)	303.7	6.4 %	5.6 %
Asia Pacific	188.3	(12.4)%	(9.1)%
Latin America	100.2	(8.3)%	8.1 %
Total Sales	\$ 1,474.0	(6.4)%	(4.8)%

	Nine Months Ended June 30, 2016	Change vs. Nine Months Ended June 30, 2015	Change in Organic Sales ⁽¹⁾ vs. Nine Months Ended June 30, 2015
United States	\$ 2,391.7	(7.0)%	(7.0)%
Canada	237.1	(15.0)%	(5.9)%
Europe, Middle East and Africa (EMEA)	852.5	(1.8)%	3.6 %
Asia Pacific	540.7	(13.0)%	(8.3)%
Latin America	318.9	(11.2)%	9.4 %
Total sales	\$ 4,340.9	(7.6)%	(3.9)%

⁽¹⁾ Organic sales are sales excluding the effect of changes in currency exchange rates and acquisitions. See **Supplemental Sales Information** for information on this non-GAAP measure.

ROCKWELL AUTOMATION, INC.

Three and Nine Months Ended June 30, 2016 Compared to Three and Nine Months Ended June 30, 2015

- Sales in the United States declined in the three and nine months ended June 30, 2016 , mainly due to weak heavy industries, particularly oil and gas.
- Canada sales decreased in the three and nine months ended June 30, 2016 due to the unfavorable impact of currency translation as well as declines in heavy industries, particularly oil and gas.
- EMEA sales increased slightly in the quarter, but decreased year to date due to the unfavorable impact of currency translation. Organic sales growth in both periods was driven by strength in consumer industries.
- Asia Pacific sales decreased in the three and nine months ended June 30, 2016 , largely driven by declines in China and the unfavorable impact of currency translation.
- Latin America sales were down in the three and nine months ended June 30, 2016 due to the unfavorable impact of currency translation, with organic sales growth led by Mexico in both periods.

General Corporate - Net

General corporate - net expenses were \$17.0 million and \$54.5 million in the three and nine months ended June 30, 2016 , respectively, compared to \$21.9 million and \$66.1 million in the three and nine months ended June 30, 2015 .

Income before Income Taxes

Income before income taxes decreased 11 percent and 17 percent year over year in the three and nine months ended June 30, 2016 , respectively, primarily due to a decrease in segment operating earnings. Total segment operating earnings decreased 10 percent and 14 percent year over year in the three and nine months ended June 30, 2016 , respectively, primarily due to lower sales.

Income Taxes

The effective tax rate for the three months ended June 30, 2016 was 24.3 percent compared to 27.6 percent for the three months ended June 30, 2015 . Our Adjusted Effective Tax Rate for the three months ended June 30, 2016 was 25.1 percent compared to 27.9 percent in the three months ended June 30, 2015 . The decreases in the effective tax rate and the Adjusted Effective Tax Rate were primarily due to a favorable discrete tax item and an incremental benefit from the permanent extension of the U.S. federal research and development tax credit during the first quarter of 2016 .

The effective tax rate for the nine months ended June 30, 2016 was 22.9 percent compared to 26.2 percent for the nine months ended June 30, 2015 . Our Adjusted Effective Tax Rate for the nine months ended June 30, 2016 was 23.9 percent compared to 26.6 percent in the nine months ended June 30, 2015 . The decreases in the effective tax rate and the Adjusted Effective Tax Rate were primarily due to favorable discrete tax items and an incremental benefit from the retroactive and permanent extension of the U.S. federal research and development tax credit during the first quarter of 2016 .

ROCKWELL AUTOMATION, INC.

*Three and Nine Months Ended June 30, 2016 Compared to Three and Nine Months Ended June 30, 2015**Architecture & Software*

(in millions, except percentages)	Three Months Ended June 30,			Nine Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Sales	\$ 666.4	\$ 683.5	\$ (17.1)	\$ 1,938.8	\$ 2,065.6	\$ (126.8)
Segment operating earnings	184.2	199.9	(15.7)	515.0	622.1	(107.1)
Segment operating margin	27.6%	29.2%	(1.6) pts	26.6%	30.1%	(3.5) pts

Sales

Architecture & Software sales decreased 2.5 percent and 6.1 percent year over year in the three and nine months ended June 30, 2016 , respectively. Architecture & Software organic sales decreased 1.3 percent and 2.4 percent year over year in the three and nine months ended June 30, 2016 , respectively. Currency translation reduced sales by 1.6 percentage points and 3.8 percentage points in the three and nine months ended June 30, 2016 , respectively.

All regions except EMEA experienced declines in reported sales in the three and nine months ended June 30, 2016 , with a significant unfavorable impact from currency translation in all non-U.S. regions. Excluding the impact of currency translation, EMEA and Latin America were the strongest performing regions in both periods.

Logix sales decreased 5 percent and 9 percent year over year in the three and nine months ended June 30, 2016 , respectively. Logix organic sales decreased 3 percent and 5 percent year over year in the three and nine months ended June 30, 2016 , respectively, while currency translation reduced Logix sales by 2 percentage points and 4 percentage points, respectively.

Operating Margin

Architecture & Software segment operating earnings decreased 8 percent and 17 percent year over year in the three and nine months ended June 30, 2016 , respectively. Segment operating margin decreased to 27.6 percent and 26.6 percent in the three and nine months ended June 30, 2016 , respectively, from 29.2 percent and 30.1 percent a year ago, primarily due to lower sales and unfavorable mix and currency effects, partially offset by lower incentive compensation cost.

ROCKWELL AUTOMATION, INC.

*Three and Nine Months Ended June 30, 2016 Compared to Three and Nine Months Ended June 30, 2015**Control Products & Solutions*

(in millions, except percentages)	Three Months Ended June 30,			Nine Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Sales	\$ 807.6	\$ 891.7	\$ (84.1)	\$ 2,402.1	\$ 2,634.8	\$ (232.7)
Segment operating earnings	126.8	143.8	(17.0)	369.4	402.6	(33.2)
Segment operating margin	15.7%	16.1%	(0.4) pts	15.4%	15.3%	0.1 pts

Sales

Control Products & Solutions sales decreased 9.4 percent and 8.8 percent year over year in the three and nine months ended June 30, 2016 , respectively. Organic sales decreased 7.5 percent and 5.1 percent year over year in the three and nine months ended June 30, 2016 , respectively. Currency translation reduced sales by 1.9 percentage points and 3.7 percentage points in the three and nine months ended June 30, 2016 , respectively.

EMEA sales increased slightly in the quarter, but decreased year to date due to the unfavorable impact of currency translation. All other regions experienced declines in reported sales in the three and nine months ended June 30, 2016 , with a significant unfavorable impact from currency translation in all non-U.S. regions. Excluding the impact of currency translation, Latin America and EMEA were the strongest performing regions in both periods.

Sales in our solutions and services businesses decreased 12 percent and 10 percent year over year in the three and nine months ended June 30, 2016 , respectively. Organic sales in our solutions and services businesses decreased 10 percent and 6 percent year over year in the three and nine months ended June 30, 2016 , respectively. Currency translation reduced sales by 2 percentage points and 4 percentage points in the three and nine months ended June 30, 2016 , respectively.

Product sales decreased 6 percent and 7 percent year over year in the three and nine months ended June 30, 2016 , respectively. Product organic sales decreased 4 percent and 3 percent year over year in the three and nine months ended June 30, 2016 , respectively. Currency translation reduced sales by 2 percentage points and 4 percentage points in the three and nine months ended June 30, 2016 , respectively.

Operating Margin

Control Products & Solutions segment operating earnings decreased 12 percent and 8 percent year over year in the three and nine months ended June 30, 2016 , respectively. Segment operating margin decreased to 15.7 percent in the three months ended June 30, 2016 compared to 16.1 percent a year ago, primarily due to lower sales, partially offset by lower incentive compensation cost and productivity. Segment operating margin was 15.4 percent in the nine months ended June 30, 2016 compared to 15.3 percent a year ago.

ROCKWELL AUTOMATION, INC.

Financial Condition

The following is a summary of our cash flows from operating, investing and financing activities, as reflected in the Condensed Consolidated Statement of Cash Flows (in millions):

	Nine Months Ended June 30,	
	2016	2015
Cash provided by (used for):		
Operating activities	\$ 675.3	\$ 839.7
Investing activities	(305.5)	(71.4)
Financing activities	(274.4)	(332.7)
Effect of exchange rate changes on cash	(13.4)	(59.7)
Cash provided by continuing operations	\$ 82.0	\$ 375.9

The following table summarizes free cash flow (in millions), which is a non-GAAP financial measure:

	Nine Months Ended June 30,	
	2016	2015
Cash provided by continuing operating activities	\$ 675.3	\$ 839.7
Capital expenditures	(79.4)	(83.2)
Excess income tax benefit from share-based compensation	2.4	12.2
Free cash flow	\$ 598.3	\$ 768.7

Our definition of free cash flow takes into consideration capital investments required to maintain our businesses' operations and execute our strategy. Cash provided by continuing operating activities adds back non-cash depreciation expense to earnings but does not reflect a charge for necessary capital expenditures. Our definition of free cash flow excludes the operating cash flows and capital expenditures related to our discontinued operations. Operating, investing and financing cash flows of our discontinued operations are presented separately in our statement of cash flows. U.S. GAAP requires the excess income tax benefit from share-based compensation to be reported as a financing cash flow rather than as an operating cash flow. We have added this benefit back to our calculation of free cash flow in order to generally classify cash flows arising from income taxes as operating cash flows. In our opinion, free cash flow provides useful information to investors regarding our ability to generate cash from business operations that is available for acquisitions and other investments, service of debt principal, dividends and share repurchases. We use free cash flow, as defined, as one measure to monitor and evaluate our performance, including as a financial measure for our annual incentive compensation. Our definition of free cash flow may differ from definitions used by other companies.

Cash provided by operating activities was \$675.3 million for the nine months ended June 30, 2016 compared to \$839.7 million for the nine months ended June 30, 2015. Free cash flow was \$598.3 million for the nine months ended June 30, 2016 compared to \$768.7 million for the nine months ended June 30, 2015. The year-over-year decrease in cash flow provided by operating activities and free cash flow was primarily due to lower net income and less favorable working capital performance in the first nine months of 2016 compared to the first nine months of 2015.

We repurchased approximately 3.5 million shares of our common stock under our share repurchase program in the first nine months of 2016. The total cost of these shares was \$370.0 million, of which \$8.4 million was recorded in accounts payable at June 30, 2016 related to 75,000 shares that did not settle until July 2016. We also paid \$12.5 million in the first quarter of 2016 for unsettled share repurchases outstanding at September 30, 2015. We repurchased approximately 3.65 million shares of our common stock in the first nine months of 2015. The total cost of these shares was \$409.7 million, of which \$9.7 million was recorded in accounts payable at June 30, 2015 related to 78,000 shares that did not settle until July 2015. Our decision to repurchase additional shares in the remainder of 2016 will depend on business conditions, free cash flow generation, other cash requirements and stock price. On April 6, 2016, the Board of Directors authorized us to expend an additional \$1.0 billion to repurchase shares of our common stock. At June 30, 2016, we had approximately \$1,075.2 million remaining for share repurchases under our existing board authorizations. See Part II, Item 2, *Unregistered Sales of Equity Securities and Use of Proceeds*, for additional information regarding share repurchases.

Financial Condition (continued)

Given our extensive international operations, significant amounts of our cash, cash equivalents and short-term investments (funds) are held by non-U.S. subsidiaries where our undistributed earnings are permanently reinvested. Generally, these funds would be subject to U.S. tax if repatriated. As of June 30, 2016, approximately 90 percent of our funds were held in these non-U.S. subsidiaries. The percentage of these funds held in non-U.S. subsidiaries can vary from quarter to quarter with an average of approximately 90 percent over the past eight quarters. We have not encountered and do not expect to encounter any difficulty meeting the liquidity requirements of our domestic and international operations.

In addition to cash generated by operating activities, we have access to existing financing sources, including the public debt markets and unsecured credit facilities with various banks. Our short-term debt obligations are primarily comprised of commercial paper borrowings. Commercial paper borrowings outstanding were \$354.0 million at June 30, 2016, with a weighted average interest rate of 0.49 percent and weighted average maturity period of 11 days. There were no commercial paper borrowings outstanding at September 30, 2015. Our debt-to-total-capital ratio was 46.9 percent at June 30, 2016 and 39.9 percent at September 30, 2015.

At June 30, 2016 and September 30, 2015, our total current borrowing capacity under our unsecured revolving credit facility expiring in March 2020 was \$1.0 billion. We can increase the aggregate amount of this credit facility by up to \$350.0 million, subject to the consent of the banks in the credit facility. We have not borrowed against this credit facility during the nine months ended June 30, 2016. Borrowings under this credit facility bear interest based on short-term money market rates in effect during the period the borrowings are outstanding. The terms of this credit facility contain covenants under which we would be in default if our debt-to-total-capital ratio was to exceed 60 percent. Separate short-term unsecured credit facilities of approximately \$120.8 million at June 30, 2016 were available to non-U.S. subsidiaries. Borrowings under our non-U.S. credit facilities at June 30, 2016 and 2015 were not significant. We were in compliance with all covenants under our credit facilities at June 30, 2016 and 2015. There are no significant commitment fees or compensating balance requirements under our credit facilities.

Among other uses, we can draw on our credit facility as a standby liquidity facility to repay our outstanding commercial paper as it matures. This access to funds to repay maturing commercial paper is an important factor in maintaining the short-term credit ratings set forth in the table below. Under our current policy with respect to these ratings, we expect to limit our other borrowings under our credit facility, if any, to amounts that would leave enough credit available under the facility so that we could borrow, if needed, to repay all of our then outstanding commercial paper as it matures.

The following is a summary of our credit ratings as of June 30, 2016:

Credit Rating Agency	Short-Term Rating	Long-Term Rating	Outlook
Standard & Poor's	A-1	A	Stable
Moody's	P-2	A3	Stable
Fitch Ratings	F1	A	Stable

Our ability to access the commercial paper market, and the related costs of these borrowings, is affected by the strength of our credit ratings and market conditions. We have not experienced any difficulty in accessing the commercial paper market to date. If our access to the commercial paper market is adversely affected due to a change in market conditions or otherwise, we would expect to rely on a combination of available cash and our unsecured committed credit facility to provide short-term funding. In such event, the cost of borrowings under our unsecured committed credit facility could be higher than the cost of commercial paper borrowings.

We regularly monitor the third-party depository institutions that hold our cash and cash equivalents and short-term investments. We diversify our cash and cash equivalents among counterparties to minimize exposure to any one of these entities. Our emphasis is primarily on safety and liquidity of principal and secondarily on maximizing yield on those funds.

Financial Condition (continued)

We use foreign currency forward exchange contracts to manage certain foreign currency risks. We enter into these contracts to hedge our exposure to foreign currency exchange rate variability in the expected future cash flows associated with certain third-party and intercompany transactions denominated in foreign currencies forecasted to occur within the next two years. We also use these contracts to hedge portions of our net investments in certain non-U.S. subsidiaries against the effect of exchange rate fluctuations on the translation of foreign currency balances to the U.S. dollar. In addition, we use foreign currency forward exchange contracts that are not designated as hedges to offset transaction gains or losses associated with some of our assets and liabilities resulting from intercompany loans or other transactions with third parties that are denominated in currencies other than our entities' functional currencies. Our foreign currency forward exchange contracts are usually denominated in currencies of major industrial countries. We diversify our foreign currency forward exchange contracts among counterparties to minimize exposure to any one of these entities.

Net gains and losses related to derivative forward exchange contracts designated as cash flow hedges offset the related gains and losses on the hedged items during the periods in which the hedged items are recognized in earnings. During the three and nine months ended June 30, 2016, we reclassified \$1.0 million and \$15.9 million, respectively, in pre-tax net gains related to cash flow hedges from accumulated other comprehensive loss into the Condensed Consolidated Statement of Operations. During the three and nine months ended June 30, 2015, we reclassified \$14.1 million and \$24.1 million, respectively, in pre-tax net gains related to cash flow hedges from accumulated other comprehensive loss into the Condensed Consolidated Statement of Operations. We expect that approximately \$1.3 million of pre-tax net unrealized gains on cash flow hedges as of June 30, 2016 will be reclassified into earnings during the next 12 months.

Information with respect to our contractual cash obligations is contained in Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, of our Annual Report on Form 10-K for the fiscal year ended September 30, 2015. We believe that at June 30, 2016, there has been no material change to this information, except as discussed below.

From 1975 to 1989, Rockwell International Corporation (RIC) operated the Rocky Flats facility in Colorado for the U.S. Department of Energy (DoE). In 1990, a class of landowners near Rocky Flats sued RIC and Dow Chemical, another former operator of the facility. In May 2016, the parties agreed to settle this case and the DoE authorized the settlement. Under the settlement agreement, which is subject to court approval, we and Dow Chemical will pay \$375.0 million in the aggregate to resolve the claims. We expect to be fully reimbursed by the DoE for our obligation of \$243.75 million under the settlement, either before or after we pay the amounts due. We expect to pay up to \$7.75 million within the next 12 months, with the remaining balance due in July 2017. We will promptly pursue reimbursement from the DoE; however, it is uncertain whether the government indemnification and reimbursement process will be completed by the time payment is due. Given our cash and credit resources, we do not believe that the matter will have a material adverse effect on our financial condition. Refer to Note 13 in the Condensed Consolidated Financial Statements for further discussion of the Rocky Flats settlement.

ROCKWELL AUTOMATION, INC.

Supplemental Sales Information

We translate sales of subsidiaries operating outside of the United States using exchange rates effective during the respective period. Therefore, changes in currency exchange rates affect our reported sales. Sales by acquired businesses also affect our reported sales. We believe that organic sales, defined as sales excluding the effects of changes in currency exchange rates and acquisitions, which is a non-GAAP financial measure, provides useful information to investors because it reflects regional and operating segment performance from the activities of our businesses without the effect of changes in currency exchange rates and acquisitions. We use organic sales as one measure to monitor and evaluate our regional and operating segment performance. We determine the effect of changes in currency exchange rates by translating the respective period's sales using the same currency exchange rates that were in effect during the prior year. When we acquire businesses, we exclude sales in the current period for which there are no comparable sales in the prior period. Organic sales growth is calculated by comparing organic sales to reported sales in the prior year. We attribute sales to the geographic regions based on the country of destination.

The following is a reconciliation of our reported sales by geographic region to organic sales (in millions):

	Three Months Ended June 30, 2016					Three Months Ended June 30, 2015
	Sales	Effect of Changes in Currency	Sales Excluding Effect of Changes in Currency	Effect of Acquisitions	Organic Sales	Sales
United States	\$ 799.6	\$ 0.5	\$ 800.1	\$ (1.1)	\$ 799.0	\$ 872.4
Canada	82.2	3.9	86.1	—	86.1	93.1
Europe, Middle East and Africa	303.7	(1.5)	302.2	(0.8)	301.4	285.4
Asia Pacific	188.3	7.8	196.1	(0.7)	195.4	215.0
Latin America	100.2	17.9	118.1	—	118.1	109.3
Total Company Sales	\$ 1,474.0	\$ 28.6	\$ 1,502.6	\$ (2.6)	\$ 1,500.0	\$ 1,575.2

	Nine Months Ended June 30, 2016					Nine Months Ended June 30, 2015
	Sales	Effect of Changes in Currency	Sales Excluding Effect of Changes in Currency	Effect of Acquisitions	Organic Sales	Sales
United States	\$ 2,391.7	\$ 1.8	\$ 2,393.5	\$ (1.4)	\$ 2,392.1	\$ 2,572.4
Canada	237.1	25.3	262.4	—	262.4	278.9
Europe, Middle East and Africa	852.5	47.8	900.3	(0.8)	899.5	868.2
Asia Pacific	540.7	30.1	570.8	(0.8)	570.0	621.6
Latin America	318.9	74.3	393.2	—	393.2	359.3
Total Company Sales	\$ 4,340.9	\$ 179.3	\$ 4,520.2	\$ (3.0)	\$ 4,517.2	\$ 4,700.4

ROCKWELL AUTOMATION, INC.

The following is a reconciliation of our reported sales by operating segment to organic sales (in millions):

	Three Months Ended June 30, 2016					Three Months Ended June 30, 2015
	Sales	Effect of Changes in Currency	Sales Excluding Effect of Changes in Currency	Effect of Acquisitions	Organic Sales	Sales
Architecture & Software	\$ 666.4	\$ 11.1	\$ 677.5	\$ (2.6)	\$ 674.9	\$ 683.5
Control Products & Solutions	807.6	17.5	825.1	—	825.1	891.7
Total Company Sales	\$ 1,474.0	\$ 28.6	\$ 1,502.6	\$ (2.6)	\$ 1,500.0	\$ 1,575.2

	Nine Months Ended June 30, 2016					Nine Months Ended June 30, 2015
	Sales	Effect of Changes in Currency	Sales Excluding Effect of Changes in Currency	Effect of Acquisitions	Organic Sales	Sales
Architecture & Software	\$ 1,938.8	\$ 79.9	\$ 2,018.7	\$ (2.7)	\$ 2,016.0	\$ 2,065.6
Control Products & Solutions	2,402.1	99.4	2,501.5	(0.3)	2,501.2	2,634.8
Total Company Sales	\$ 4,340.9	\$ 179.3	\$ 4,520.2	\$ (3.0)	\$ 4,517.2	\$ 4,700.4

Critical Accounting Policies and Estimates

We have prepared the Condensed Consolidated Financial Statements in accordance with accounting principles generally accepted in the United States, which require us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the Condensed Consolidated Financial Statements and revenues and expenses during the periods reported. Actual results could differ from those estimates. Information with respect to our critical accounting policies that we believe could have the most significant effect on our reported results or require subjective or complex judgments by management is contained in Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, of our Annual Report on Form 10-K for the fiscal year ended September 30, 2015. We believe that at June 30, 2016, there has been no material change to this information.

Environmental Matters

Information with respect to the effect of compliance with environmental protection requirements and resolution of environmental claims on us and our manufacturing operations is contained in Note 14 of the Consolidated Financial Statements in Item 8, *Financial Statements and Supplementary Data*, of our Annual Report on Form 10-K for the fiscal year ended September 30, 2015. We believe that at June 30, 2016, there has been no material change to this information.

Recent Accounting Pronouncements

See Note 1 in the Condensed Consolidated Financial Statements regarding recent accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Information with respect to our exposure to interest rate risk and foreign currency risk is contained in Item 7A, *Quantitative and Qualitative Disclosures About Market Risk*, of our Annual Report on Form 10-K for the fiscal year ended September 30, 2015. We believe that at June 30, 2016, there has been no material change to this information.

Item 4. Controls and Procedures

Disclosure Controls and Procedures: We, with the participation of our Chief Executive Officer and Chief Financial Officer, have evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (Exchange Act)) as of the end of the fiscal quarter covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the fiscal quarter covered by this report, our disclosure controls and procedures were effective.

Internal Control Over Financial Reporting: There has not been any change in our internal control over financial reporting (as such term is defined in Exchange Act Rule 13a-15(f)) during the fiscal quarter to which this report relates that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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

Information with respect to our legal proceedings is contained in Item 3, **Legal Proceedings**, of our Annual Report on Form 10-K for the fiscal year ended September 30, 2015. We believe that at June 30, 2016, there has been no material change to this information.

Item 1A. Risk Factors

Information about our most significant risk factors is contained in Item 1A, **Risk Factors**, of our Annual Report on Form 10-K for the fiscal year ended September 30, 2015. We believe that at June 30, 2016, there has been no material change to this information.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds*Share Repurchases*

The table below sets forth information with respect to purchases made by or on behalf of us of shares of our common stock during the three months ended June 30, 2016:

Period	Total Number of Shares Purchased	Average Price Paid Per Share ⁽¹⁾	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Approx. Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs ⁽²⁾
April 1 - 30, 2016	52,300	\$ 114.11	52,300	\$ 1,190,909,680
May 1 - 31, 2016	525,000	113.31	525,000	1,131,423,208
June 1 - 30, 2016	485,000	115.95	485,000	1,075,186,312
Total	1,062,300	114.55	1,062,300	

(1) Average price paid per share includes brokerage commissions.

(2) On June 4, 2014, the Board of Directors approved a \$1.0 billion share repurchase program. On April 6, 2016, the Board of Directors authorized us to expend an additional \$1.0 billion to repurchase shares of our common stock. Our repurchase program allows us to repurchase shares at management's discretion or at our broker's discretion pursuant to a share repurchase plan subject to price and volume parameters.

ROCKWELL AUTOMATION, INC.

Item 6. Exhibits

(a) Exhibits:

- Exhibit 3 — By-Laws of the Company, as amended and restated effective June 8, 2016, filed as Exhibit 3.2 to the Company's Current Report on Form 8-K dated June 10, 2016, is hereby incorporated by reference.
- Exhibit 10.1 — Summary of Non-Employee Director Compensation and Benefits effective as of October 1, 2016.
- Exhibit 10.2 — Amendment to Change of Control Agreement dated July 1, 2016 between the Company and Blake D. Moret.
- Exhibit 10.3 — Letter Agreement dated July 1, 2016 between the Company and Blake D. Moret.
- Exhibit 15 — Letter of Deloitte & Touche LLP regarding Unaudited Financial Information.
- Exhibit 31.1 — Certification of Periodic Report by the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
- Exhibit 31.2 — Certification of Periodic Report by the Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
- Exhibit 32.1 — Certification of Periodic Report by the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- Exhibit 32.2 — Certification of Periodic Report by the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- Exhibit 101 — Interactive Data Files.

INDEX TO EXHIBITS

Exhibit No.	Exhibit
3	By-Laws of the Company, as amended and restated effective June 8, 2016, filed as Exhibit 3.2 to the Company's Current Report on Form 8-K dated June 10, 2016, is hereby incorporated by reference.
10.1	Summary of Non-Employee Director Compensation and Benefits effective as of October 1, 2016.
10.2	Amendment to Change of Control Agreement dated July 1, 2016 between the Company and Blake D. Moret.
10.3	Letter Agreement dated July 1, 2016 between the Company and Blake D. Moret.
15	Letter of Deloitte & Touche LLP regarding Unaudited Financial Information.
31.1	Certification of Periodic Report by the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
31.2	Certification of Periodic Report by the Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
32.1	Certification of Periodic Report by the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Periodic Report by the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	Interactive Data Files.

SIGNATURES

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

ROCKWELL AUTOMATION, INC.
(Registrant)

Date: August 3, 2016

By /s/ T HEODORE D. C RANDALL

Theodore D. Crandall
Senior Vice President and
Chief Financial Officer
(Principal Financial Officer)

Date: August 3, 2016

By /s/ D AVID M. D ORGAN

David M. Dorgan
Vice President and Controller
(Principal Accounting Officer)

Summary of Non-Employee Director Compensation and Benefits *
(as of October 1, 2016)

1. Annual Retainer Fees

- \$87,500 in cash paid quarterly. Directors may elect to defer all or part of the cash payment of retainer fees (i) until such time as specified, with interest on deferred amounts accruing quarterly at 120% of the Federal long-term rate set each month by the Secretary of the Treasury, or (ii) by electing to receive restricted stock units valued at the closing price of our common stock on the New York Stock Exchange-Composite Transactions reporting system on the date each retainer payment would otherwise be made in cash.
- \$87,500 in shares of our common stock paid in advance on October 1 of each year (or, if the person becomes a director after October 1, a pro rata amount paid on the first business day on which the person becomes a director) and valued at the closing price of our common stock on the New York Stock Exchange-Composite Transactions reporting system on the payment date. Directors may elect to receive the annual retainer grant of shares of our common stock as described above in the form of restricted stock units in the same number.

2. Committee Membership and Lead Director Fees

- Audit Committee: \$12,500 (\$25,000 for the Chairman).
- Compensation Committee: \$8,000 (\$20,000 for the Chairman).
- Board Composition and Governance Committee: \$6,000 (\$15,000 for the Chairman).
- Technology and Corporate Responsibility Committee: \$5,000 (\$15,000 for the Chairman).
- Lead Director: \$25,000.
- Fees are paid quarterly in cash. Directors may elect to defer all or part of the payment of committee fees (i) until such time as specified, with interest on deferred amounts accruing quarterly at 120% of the Federal long-term rate set each month by the Secretary of the Treasury or (ii) by electing to receive restricted stock units valued at the closing price of our common stock on the New York Stock Exchange-Composite Transactions reporting system on the date each committee fee payment would otherwise be made in cash.

3. Annual Awards

- \$40,000 in shares of our common stock, not to exceed 1,000 shares, paid on the date of our annual meeting of shareowners. Directors elected subsequent to our annual meeting receive a pro-rated number of such shares in accordance with our 2003 Directors Stock Plan. Directors may elect to defer the annual share award by electing to receive restricted stock units in the same number.

* Shares of our common stock, restricted stock units and options to purchase shares of our common stock described herein are granted to non-employee directors pursuant to and in accordance with the provisions of our 2003 Directors Stock Plan.

4. Other Awards and Benefits

- The Board of Directors may grant directors options to purchase such additional number of shares of our common stock and such additional number of restricted stock units as the Board in its sole discretion may determine pursuant to our 2003 Directors Stock Plan.
- We reimburse directors for transportation and other expenses actually incurred in attending Board and Committee meetings. We reimburse directors at the standard mileage rate allowed by the IRS for use in computing the deductible costs for use of a personal automobile in connection with attending Board or Committee meetings or other activities incident to Board service.
- Directors may participate in a matching gift program under which we will match donations made to eligible educational, arts or cultural institutions. Gifts will be matched in any calendar year from a minimum of \$25 to a maximum of \$10,000.

AMENDMENT TO CHANGE OF CONTROL AGREEMENT

This Amendment relates to the Change of Control Agreement dated as of September 30, 2013 (the "Agreement") between Rockwell Automation, Inc. (the "Company") and Blake D. Moret (the "Executive").

The Company and the Executive agree that the Agreement is hereby amended as follows:

1. Section 6(a)(i)C is amended to change the multiplier from two to three to read as follows:

C. subject to Section 6(e) of this Agreement, the amount equal to the product of (1) three and (2) the sum of (x) the Executive's Annual Base Salary and (y) the Executive's target Annual Bonus payable under the Company's annual incentive plan in effect with respect to the fiscal year in which the Date of Termination occurs.

2. Section 6(a)(ii) is amended to change all references to the period after the Executive's Date of Termination from two years to three years.
3. In all other respects, the Agreement is hereby reconfirmed and shall remain in full force and effect.

This Amendment has been duly executed by the Company and the Executive as of the 1st day of July, 2016.

ROCKWELL AUTOMATION, INC.

By: /s/ D OUGLAS M. H AGERMAN
Douglas M. Hagerman
Senior Vice President, General Counsel and
Secretary

Executive

/s/ B LAKE D. M ORET
Blake D. Moret

[Rockwell Automation Letterhead]

July 1, 2016

Blake D. Moret
President & Chief Executive Officer
Rockwell Automation, Inc.
1201 South Second Street
Milwaukee, Wisconsin 53204

Dear Mr. Moret:

This Letter Agreement will govern and reflect the arrangement approved by the Compensation Committee of the Board of Directors with respect to the clawback of certain compensation arrangements and profits from the sale of securities.

If Rockwell Automation, Inc. (the "Company") is required to restate any financial statements relating to periods from and after fiscal year 2016 during which you are chief executive officer of the Company due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, you hereby agree to reimburse the Company for:

1. any bonus or other incentive-based or equity-based compensation received by you from the Company during the 12-month period following the first public issuance or filing with the Securities and Exchange Commission of the financial document embodying such financial reporting requirement; and
2. any profits realized by you from the sale of securities of the Company during that 12-month period.

You agree that the foregoing reimbursement will apply, without limitation, to any such bonus or other incentive-based or equity-based compensation or profits under any agreement you may have entered into with the Company or under any Company plan, program or arrangement.

This Letter Agreement will be governed by, and construed in accordance with, the laws of the State of Delaware, without regard to its conflicts of laws principles. The undersigned parties irrevocably agree that the courts of the State of Delaware will have exclusive jurisdiction in relation to any claim, dispute or difference concerning this Letter Agreement and any matter arising therefrom.

Please confirm your agreement with the foregoing by signing and returning the enclosed copy of this Letter Agreement. This Letter Agreement may be executed in multiple counterparts, each of which is deemed an original but all of which together constitute one and the same instrument.

Very truly yours,

ROCKWELL AUTOMATION, INC.

By: /s/ D OUGLAS M. HAGERMAN
Douglas M. Hagerman
Senior Vice President, General Counsel & Secretary

Acknowledged and Agreed:

/s/ B LAKE D. M ORET
Blake D. Moret

August 3, 2016

Rockwell Automation, Inc.
1201 South Second Street
Milwaukee, Wisconsin 53204

We have reviewed, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the unaudited interim financial information of Rockwell Automation, Inc. and subsidiaries for the three-month and nine-month periods ended June 30, 2016 and 2015, as indicated in our report dated August 3, 2016; because we did not perform an audit, we expressed no opinion on that information.

We are aware that our report referred to above, which is included in your Quarterly Report on Form 10-Q for the quarter ended June 30, 2016, is incorporated by reference in Registration Statement Nos. 333-38444, 333-101780, 333-113041, 333-149581, 333-150019, 333-157203, 333-165727, 333-180557, 333-184400, 333-205022, and 333-209706 on Form S-8 and Registration Statement Nos. 333-24685 and 333-202013 on Form S-3.

We also are aware that the aforementioned report, pursuant to Rule 436(c) under the Securities Act of 1933, is not considered a part of the Registration Statement prepared or certified by an accountant or a report prepared or certified by an accountant within the meaning of Sections 7 and 11 of that Act.

/s/ DELOITTE & TOUCHE LLP

Milwaukee, Wisconsin

CERTIFICATION

I, Blake D. Moret , certify that:

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

Date: August 3, 2016

/s/ B LAKE D. M ORET

Blake D. Moret
President and Chief
Executive Officer

CERTIFICATION

I, Theodore D. Crandall, certify that:

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

Date: August 3, 2016

/ S / T HEODORE D. C RANDALL

Theodore D. Crandall
Senior Vice President and
Chief Financial Officer

CERTIFICATION OF PERIODIC REPORT

I, Blake D. Moret , President and Chief Executive Officer of Rockwell Automation, Inc. (the “Company”), certify pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (1) the Quarterly Report on Form 10-Q of the Company for the quarter ended June 30, 2016 (the “Report”) fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 3, 2016

/s/ B LAKE D. M ORET

Blake D. Moret
President and Chief
Executive Officer

CERTIFICATION OF PERIODIC REPORT

I, Theodore D. Crandall, Senior Vice President and Chief Financial Officer of Rockwell Automation, Inc. (the "Company"), certify pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (1) the Quarterly Report on Form 10-Q of the Company for the quarter ended June 30, 2016 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 3, 2016

/ S / T HEODORE D. C RANDALL

Theodore D. Crandall
Senior Vice President and
Chief Financial Officer