

MONSTER WORLDWIDE, INC.

Form 10-K

February 11, 2016

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

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

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2015

OR

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

FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER 001-34209

MONSTER WORLDWIDE, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)

133 Boston Post Road, Building 15, Weston, Massachusetts 02493

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(978) 461-8000

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

13-3906555

(I.R.S. EMPLOYER

IDENTIFICATION NUMBER)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of Each Class

Common Stock, par value \$.001 per share

Name of Each Exchange on Which Registered

New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

None

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

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

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

Indicate by check 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

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

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

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Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) 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

The aggregate market value of common stock held by non-affiliates of the registrant was approximately \$591,129,070 as of June 30, 2015, the last business day of the registrant's second fiscal quarter of 2015.

As of January 31, 2016, there were 89,909,167 shares of the registrant's common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive Proxy Statement to be used in connection with its 2016 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K.

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Special Note About Forward-Looking Statements

Monster Worldwide, Inc. (together with its consolidated subsidiaries, the “Company,” “Monster,” “Monster Worldwide,” “we,” “our” or “us”) makes forward-looking statements in this report and in other reports and proxy statements that we file with the Securities and Exchange Commission (the “SEC”). Except for historical information contained herein, the statements made in this report constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Such forward-looking statements involve certain risks and uncertainties, including statements regarding our strategic direction, prospects and future results. Certain factors, including factors outside of our control, may cause actual results to differ materially from those contained in the forward-looking statements. These factors include, among other things, the global economic and financial market environment; competition; risks relating to our foreign operations; our ability to maintain and enhance the value of our brands, particularly Monster; risks related to our new strategy; fluctuations in our quarterly operating results; our ability to adapt to rapid developments in technology; our ability to continue to develop and enhance our information technology systems; concerns related to our compliance with applicable data protection laws and regulations; intrusions on our systems; interruptions, delays or failures in the provision of our services; our vulnerability to intellectual property infringement claims brought against us by others; our ability to protect our proprietary rights and maintain our rights to use key technologies of third parties; risks associated with cuts in government spending; the risk that acquisitions or partnerships may not achieve the expected benefits to us; our ability to attract and retain talented employees, including senior management; potential write-downs if our goodwill or amortizable intangible assets become impaired; adverse determinations by domestic and/or international taxation authorities related to our estimated tax liabilities; effects of anti-takeover provisions in our organizational documents that could inhibit the acquisition of Monster Worldwide by others; volatility in our stock price; risks associated with government regulation; the outcome of litigation we may become involved in from time to time; risks associated with our convertible senior notes due 2019; and other risks and uncertainties set forth from time to time in our reports and other filings made with the SEC, including under Part I, “Item 1A. Risk Factors” of this report.

We undertake no obligation to publicly update or revise any forward-looking statements to reflect events or circumstances that may arise after the date of this report.

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PART I

ITEM 1. BUSINESS

Introduction

Monster Worldwide, Inc. (together with its consolidated subsidiaries, the “Company,” “Monster,” “Monster Worldwide,” “we,” “our” or “us”) is a global leader in connecting people to jobs, wherever they are. Monster’s mission is to help people improve their lives with access to the right job opportunities, and to enable customers to be more successful in finding the best talent anywhere. Today, the Company offers services in more than 40 countries, providing some of the broadest, most sophisticated job seeking, career management, recruitment and talent management capabilities. Monster continues its pioneering work of transforming the recruitment industry with advanced technology using intelligent digital, social and mobile solutions, including our flagship website monster.com® and a vast array of products and services.

Our principal executive offices are located at 133 Boston Post Road, Building 15, Weston, Massachusetts 02493. Our telephone number is (978) 461-8000 and our website for corporate information is <http://www.monster.com/about>. Our predecessor business was founded in 1967, and our current company was incorporated in Delaware and became a public company in 1996. We make all of our public filings with the SEC available on our investor relations website located at <http://ir.monster.com>, free of charge, under the caption “Investor Relations—SEC Filings.” Included in these filings are proxy statements and notices to stockholders, annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports, which are available as soon as reasonably practicable after we electronically file or furnish such materials with the SEC pursuant to Section 13(a) or 15(d) of the Exchange Act. Additionally, we webcast our earnings calls and certain events we participate in or host with members of the investment community on our investor relations website.

Our Strategy

In May 2014, Monster revealed a new strategy to drive the business forward and enhance its competitive position. This “All the Jobs, All the People” approach encapsulates and contemporizes Monster’s historic purpose of bringing humanity and opportunity to the job market, to enhance lives, business and communities around the world. Monster continues to focus on its mission to create and deliver the best recruiting media, technologies and platforms for connecting people and jobs. “All the Jobs, All the People” is a way to approach this mission at scale. Today, Monster aims to fulfill the needs of individuals by providing them with the best tools to find and connect with new job opportunities. Seekers can search job advertisements and post their resumes for free on all of our career websites and mobile applications. We support our employer customers' recruitment and talent management needs by providing a comprehensive suite of solutions to attract, engage and convert talent to fulfill against their individual business goals. Employer customers pay for the ability to advertise available jobs and recruitment related services; search and connect with users in our resume database or in social profile databases; and access other career-related services.

The three pillars of our “All the Jobs, All the People” strategy are Monster Reach, Monster Connections, and Monster Solutions. Together they support the goals we are working to achieve and align with the needs of individuals and employers.

Monster Reach is focused on providing access to the broadest set of candidates, with the largest set of job content across desktop, social and mobile. Monster Connections is focused on providing the tools to discover and connect with talent whether on Monster or anywhere on the social web. Monster Solutions is focused on delivering the power of Monster’s technology to a wide range of commercial, staffing and government customers. Each strategic pillar is described in more detail below.

Monster Reach

Monster Reach comprises a portfolio of recruitment advertising products that provide turnkey solutions for employer customers to reach and convert candidates in active, passive and social environments. Core Monster Job Ads provide powerful access to one of the largest networks of active job seekers within the Monster network of sites and the expanded network of publishers such as local and regional newspaper sites. We also provide employer customers with the ability to further enhance, and increase traffic to, their job advertisements utilizing various media solutions and search engine marketing. Career Ad Network® enables employer customers to reach beyond the active job seeker and

convert active and passive talent at scale across the web, utilizing proprietary behavioral targeting technology to put the right job ad in front of the right candidate at the right time.

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We have expanded our advertising solutions with the addition of Monster Social Job Ads and Monster Twitter Cards. These products provide employer customers with a programmatic advertising approach, using the same automation of recruitment advertising, now extended into the enormous social environment of Twitter and Facebook. Monster Social Job Ads gives recruiters the turnkey ability to expand their reach and target jobs to Facebook and Twitter users at scale. The Monster Social Job Ads targeting uses data from both Monster resumes and TalentBin profiles (further discussed below), intersecting data and targeting capabilities from traditional online media with the immediacy of social media. Monster Social Job Ads provides recruiters with a simple way to more effectively message job openings, and drive additional reach, engagement and interaction with individuals on these social media platforms.

The Company is in the process of rolling out our new job advertising Pay-per-Click model ("PPC"), enabling customers to manage and run performance-based recruitment campaigns. PPC ultimately is a critical component as we evolve our business towards a more comprehensive and cohesive job advertising model. In the third quarter of 2015 we moved out of beta and into select U.S. Sales channels, and in the fourth quarter of 2015, we grew both the number of companies and ads running throughout our Job Ad network. PPC is a critical component of our job advertising strategy, adding a new way to sell our ad inventory across all channels. Yet, it is equally critical we deploy PPC in a focused and careful manner and have purposefully managed our PPC roll-out slowly. In 2016 we will first be opening up sales of PPC to our agency channel, a critical set of customer partners that we work with to resell the Monster portfolio, and then bring it to all customer segments throughout the year.

### Monster Connections

Monster Connections is a suite of search and communications products enabling employer customers to discover and connect with talent on the Monster network of sites and anywhere on the social web. The depth of the Monster database and expanded breadth of social profiles gives employers access to a more complete talent pool than ever before. Our flagship search product, Monster Power Resume Search®, offers the unique 6Sense® semantic search technology to enable employer customers to quickly find a precise match. 6Sense technology transforms traditional keyword-based processes by assisting our customers in matching candidates to their required job specifications. Addressing the expanding needs of our customers, two new solutions were launched in 2014 and accelerated in 2015. One to one relationship development is key in today's high-demand sourcing environment. Monster Talent CRM is a self-service campaign and messaging platform that utilizes the same capabilities as Power Resume Search technology to identify, source and create campaigns for recruiters and uses integrated CRM toolsets to create one-to-one or one-to-many recruiting campaigns.

Extending a customer's reach beyond Monster, we offer TalentBin® by Monster which allows recruiters to discover and communicate with potential candidates using talent profiles collected from the entire social web. TalentBin has continued to evolve as a platform with enhanced campaign automation and drip marketing capabilities. Originally focused on the technology vertical, TalentBin has also extended into three new verticals with the expansion into the Creative Professional, Healthcare and Finance verticals. The Creative Professional vertical focuses on graphic design, illustration and digital design. The Healthcare vertical focuses on key areas such as nursing, nursing assistants and physicians with a goal to expand to all licensed healthcare professionals. The Finance vertical focuses on finance and accounting professionals. The expansion into these verticals further extends the value to the recruiter and expands the market opportunity.

### Monster Solutions

Monster Solutions is a portfolio of cloud based solutions and services that bring the power of Monster's technology and capabilities to a wide range of commercial, staffing and government customers. Customers are increasingly requiring a tighter connection between their recruitment media and the technology to manage the candidate workflow and data. Monster's suite of cloud based search, messaging and analytics applications allows customers to utilize patented semantic search technology on their own talent databases to unlock the value within existing internal data. Monster powered career sites and applications further enable customers to streamline the entire candidate experience and optimize the end to end sourcing cycle.

Monster also operates a government solutions business, Monster Government Solutions ("MGS"), which sells software solutions to federal, state and local governments and educational institutions within the U.S. and the United Kingdom.



MGS provides recruitment solutions that engage seekers and employers online, enable MGS customers to attract qualified candidates, expedite time to hire and create online communities using innovative technologies and services. These services primarily include customized career sites hosted by MGS utilizing a “Software as a Service” (“SaaS”) model. Additionally, Monster offers customers applicant tracking services, diversity offerings and other ancillary services either directly or through alliances to meet the changing needs of customers.

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Outside of the three pillars above, Monster operates a network of websites that connect companies to highly targeted audiences at critical stages in their lives. The Company's goal is to offer compelling online services for the users of such websites through personalization, community features and enhanced content. This web traffic is monetized through display advertising and lead generation. The Company believes that these properties appeal to advertisers and other third parties as they deliver certain discrete demographics entirely online.

Monster operates in an industry and in markets that are continually evolving with the entrance of new competitors and the changing needs of seekers and employers. The Company adjusts its product offerings and makes new investments in its technology platform in order to meet the challenges presented by the market evolution. The Company believes its "All the Jobs, All the People" strategy addresses this market evolution and positions Monster to achieve long-term growth while controlling the growth of operating expenses.

### Our Services

The Company conducts business in two reportable segments: Careers-North America and Careers-International. Prior to January 1, 2015, the Company reported a third reportable segment, Internet Advertising & Fees. Effective January 1, 2015, as a result of changes in Monster's internal management and reporting structure, operations of Internet Advertising & Fees are now included within the Careers-North America reportable segment. The prior period segment information contained throughout this Form 10-K has been restated to reflect the Company's new operating structure. See Note 19-Segment and Geographic Data of the Company's financial statements included in Item 8 of this Annual Report on Form 10-K for further discussion of our segment results.

Monster offers services in more than 40 countries around the world. We earned 29%, 31%, and 32% of our total revenue from continuing operations outside of North America in the years ended December 31, 2015, 2014 and 2013, respectively. With a local presence in key markets in North America, Europe, and Asia, Monster works by connecting employers with quality job seekers at all levels and by providing searchable jobs and career management resources online. For the employer, our goal is to provide the most effective solutions and easiest to use technology to simplify the hiring process and deliver access to our community of job seekers. For job seekers, our purpose is to improve their careers by providing work-related content, services and advice.

The Company's services and solutions include: searchable job advertisements; resume database access; recruitment media solutions through our advertising network and partnerships; social job distribution through Twitter and Facebook; display advertising; lead generation; social profile aggregation; and other career-related content. Job seekers can search job advertisements and post their resumes for free on each of our career websites and mobile applications. Employers pay to: advertise available jobs and recruitment related services; search the Monster resume and social databases; and access other career-related services. In addition, we have alliances with media and publishing companies, including approximately 1,000 newspapers in the United States, which extends our presence with local and regional job seekers.

### Sales and Marketing

The Company's sales resources consist of field sales, telesales, a self-service e-Commerce channel, and resellers such as newspapers and recruitment advertising agencies. Our sales activities are geared towards enterprise, small and medium sized businesses ("SMBs"), staffing companies, government agencies, and advertising agencies. The field and telesales resources for our Careers business in the United States are regionalized to better serve our customers with a more high touch, consultative approach, while providing greater efficiencies for developing new business opportunities. We have specialty units within the sales organization, dedicated to serving our vertical markets, such as: government; healthcare; and staffing. Our telesales staff is primarily responsible for telemarketing for SMBs and is located in our offices around the world. Our field sales staff focuses on both local and national customers and is also dispersed throughout our offices globally. Our e-Commerce channel is available to all customer groups and is currently most heavily used by smaller employers.

The majority of our marketing budget is allocated to online advertising including: search engine marketing; display and social advertising; email marketing; alliances; and distributed job content to drive unique visitors to search for and apply to jobs. Our marketing approach also includes a regionally varied selection of traditional offline advertising such as: television; radio; and business, consumer and trade publications to market and promote the Monster brand and our innovative products and services.



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### Customers

Our customers are comprised of enterprise organizations, small and medium-sized organizations, federal, state and local government agencies, educational institutions and individuals. No one customer accounts for more than 5% of our total annual revenue.

### Competition

The markets for our services and products are highly competitive and are characterized by pressure to win new customers, expand the market for our services and incorporate new capabilities and technologies. We face competition from a number of sources. These sources include other employment-related websites, including websites that aggregate job advertisements from multiple company websites and job sites; professional networking and social networking websites; general classified advertising websites; traditional media companies (primarily newspaper publishers); Internet portals; search engines; and general-interest websites such as blogs. The barriers to entry into Internet businesses like ours are relatively low. As a result, new competitors continuously arise.

In addition to traditional competitors that provide products and services that are very similar to Monster's core products and services, we face increasing competition from a broad range of competitor types. Professional networking websites have had significant success over the past several years in gaining large numbers of members and attracting employer customers with products that compete directly with our products. Many niche career websites have been launched targeted at specific industry verticals, and many industry blogs and websites now provide employment advertising opportunities for employers within specific industries. Jobs aggregator websites have become a source of competition as they permit job seekers to search multiple company websites and job boards. Low-cost and free classified advertising websites have also gained increased acceptance with employers. In addition, there are companies specializing in mobile technologies which are garnering the attention of employers.

Some of our competitors or potential competitors may have greater financial, management, technological, development, sales, marketing and other resources than we do. In addition, our ability to maintain our existing customers and generate new customers depends to a significant degree on the quality of our services, pricing and reputation among our customers and potential customers.

In May 2014, Monster revealed its "All the Jobs, All the People" strategy which enhances our competitive position and positions the Company to achieve long-term growth while controlling the growth of operating expenses.

### Intellectual Property

Our success and ability to compete are dependent in part on the protection of our domain names, trademarks, trade names, service marks, patents and other proprietary rights. We rely on copyright laws to protect the original website content that we develop. In addition, we rely on federal, state and foreign trademark laws to provide additional protection for the identifying marks appearing on and the design and appearance of our Internet sites. A degree of uncertainty exists concerning the application and enforcement of copyright and trademark laws with respect to the Internet, and there can be no assurance that existing laws will provide adequate protection for our original content or the appearance of our Internet sites. In addition, because copyright laws do not prohibit independent development of similar content, there can be no assurance that copyright laws will provide any competitive advantage to us. We also assert common law protection on certain names and marks that we have used in connection with our business activities.

We rely on trade secret, copyright and patent laws to protect the proprietary technologies that we have developed to manage and improve our Internet sites and advertising services, but there can be no assurance that such laws will provide sufficient protection to us, that others will not develop technologies that are similar or superior to ours, or that third parties will not copy or otherwise obtain and use our technologies without authorization. We have obtained patents and applied for several other patents with respect to certain of our software systems, methods and related technologies, but there can be no assurance that any pending applications will be granted or that any patents will not be challenged, invalidated or circumvented in the future, or that the rights granted thereunder will provide us with a competitive advantage. In addition, we rely on certain technology licensed from third parties, and may be required to license additional technology in the future, for use in managing our Internet sites and providing related services to users and advertising customers. Our ability to generate fees from Internet commerce may also depend on data encryption and authentication technologies that we may be required to license from third parties. There can be no

assurance that these third-party technology licenses will be available or will continue to be available to us on acceptable commercial terms or at all. The inability to enter into and maintain any of these technology licenses could significantly harm our business, financial condition and operating results.

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Policing unauthorized use of our proprietary technology and other intellectual property rights could entail significant expense and could be difficult or impossible, particularly given the global nature of the Internet and the fact that the laws of other countries may afford us little or no effective protection of our intellectual property.

We have been named as defendants in lawsuits from time to time alleging that we infringed on patents of third parties. There can be no assurance that other third parties will not assert against us claims of patent, copyright or trademark infringement. We anticipate an increase in patent infringement claims involving Internet-related technologies as the number of products and competitors in this market grows and as related patents are issued. Further, there can be no assurance that third parties will not claim that we have misappropriated their trade secrets, creative ideas or formats or otherwise infringed their proprietary rights in connection with our Internet content or technology. Any claims of infringement or misappropriation, with or without merit, could be time consuming to defend, result in costly litigation, divert management attention, and require us to enter into costly royalty or licensing arrangements. If a party claiming infringement is successful, we could be required to pay substantial licensing fees or compensatory or punitive damages, and we could be enjoined from using important technologies or methods. If we are enjoined, it may not be possible or commercially practical for us to develop or obtain and implement substitute technologies or methods that are not covered by a third party's intellectual property. Any of these outcomes could significantly harm our business, financial condition and operating results.

**Employees**

As of January 31, 2016, we employed approximately 3,700 people worldwide.

**Executive Officers**

As of January 31, 2016, our executive officers were as follows:

Name	Age	Position
Timothy T. Yates	68	Chief Executive Officer
Mark Stoever	48	President and Chief Operating Officer
Michael B. McGuinness	39	Executive Vice President and Chief Financial Officer
Michael C. Miller	43	Executive Vice President, General Counsel and Secretary

Timothy T. Yates has been a Director of Monster since June 2007 and has been Chief Executive Officer since November 2014. Mr. Yates served as Executive Vice President of Monster from June 2007 through June 2013 and concurrently as Chief Financial Officer from June 2007 through January 2011. Prior to joining Monster, Mr. Yates was a Senior Vice President of Motorola, Inc.'s Enterprise Mobility business responsible for Motorola's integration of Symbol Technologies, Inc. ("Symbol") from January 2007 to June 2007. Before that, from February 2006 to January 2007, he was Senior Vice President, Chief Financial Officer and a Director of Symbol. From August 2005 to February 2006, Mr. Yates served as an independent consultant to Symbol. Prior to this, from October 2002 to November 2005, Mr. Yates served as a partner and Chief Financial Officer of Saguenay Capital, a boutique investment firm. Prior to that, he served as a founding partner of Cove Harbor Partners, a private investment and consulting firm, which he helped establish in 1996. From 1971 through 1995, Mr. Yates held a number of senior leadership roles at Bankers Trust New York Corporation, including serving as Chief Financial and Administrative Officer from 1990 through 1995.

Mark Stoever has been Chief Operating Officer of Monster since November 2014, and President since October 2015. Previously, he held several leadership positions including Executive Vice President, Corporate Development and Internet Advertising from October 2011 to November 2014 and Executive Vice President, Corporate Development and Strategic Alliances from September 2008 to October 2011. He has overseen our internet advertising and fees business since joining the Company in July 2005. Prior to joining Monster, Mr. Stoever served as Executive Vice President of Decision Matrix Group and also various management roles at Lycos, Inc. including President and Chief Executive Officer. Mr. Stoever has also held management positions with ON Technology Corporation, a software company, and at Microcom, Inc., a modem technology company.

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Michael B. McGuinness has been Executive Vice President and Chief Financial Officer since October 2015. Previously, he was the Senior Vice President, Chief Accounting Officer and Global Controller from January 2012 to October 2015, and Vice President and Assistant Global Controller from July 2008 to January 2012. Prior to joining Monster, Mr. McGuinness served as the Director of Corporate Accounting at Verint Systems Inc., a publicly-traded provider of enterprise and security intelligence solutions, where he was responsible for global revenue accounting, external reporting and technical accounting from March 2007 to July 2008. Prior to that, he was the Senior Manager of External Reporting and Technical Accounting at Symbol, from January 2004 to March 2007, and Manager of Internal Audit from 2002 to 2004. Before joining Symbol, Mr. McGuinness held a variety of audit positions at Arthur Andersen LLP in the Audit and Business Advisory Practice. Mr. McGuinness is a Certified Public Accountant in New York State.

Michael C. Miller has been Executive Vice President, General Counsel and Secretary since December 2008. Previously, he served as Vice President and Deputy General Counsel from July 2008 to December 2008, and Vice President and Associate General Counsel from October 2007 to July 2008. Prior to joining Monster, Mr. Miller was Senior Counsel for Motorola, inc. from February 2007 to September 2007. From June 2002 to January 2007, he served in various capacities as Senior Corporate Counsel for Symbol Technologies, Inc. Prior to joining Symbol, Mr. Miller was associated with both Sullivan & Cromwell, LLP and Winthrop, Stimson, Putnam & Roberts in New York.

ITEM 1A. RISK FACTORS

The global economic and financial market environment has had, and may continue to have, a negative effect on our business and operations.

Because demand for our services is sensitive to changes in the level of economic activity, our business has suffered during economic downturns. Many companies hire fewer employees when economic activity is slow. As a result, demand for our services is reduced, which leads to lower sales. If the economy worsens or unemployment increases, demand for our services and our sales may be further reduced. In addition, lower demand for our services may lead to lower prices for our services.

Volatility in global financial markets may also limit our ability to access the capital markets at a time when we would like, or need, to raise capital, which could have an impact on our ability to react to changing economic and business conditions. Accordingly, if the economy worsens, our business, results of operations and financial condition could be materially and adversely affected.

Our markets are highly competitive.

The markets for our services are highly competitive. They are characterized by pressures to:

- reduce prices;
- incorporate new capabilities and technologies; and
- accelerate hiring timelines.

Furthermore, we face competition from a number of sources. These sources include:

- other employment-related websites, including large national and international competitors, niche career websites targeted at specific industry verticals, and jobs aggregator websites that aggregate job postings from multiple company websites and job boards;
- professional networking and social networking websites;
- general classified advertising websites, some of which offer a low-cost or free alternative to our offerings;
- traditional media companies, including newspapers;
- companies specializing in mobile technologies; and
- Internet portals, search engines and general-interest websites such as blogs.

In addition to traditional competitors that provide products and services that are very similar to Monster's core products and services, we face increasing competition from a broad range of competitor types. Professional networking websites have had significant success over the past several years in gaining large numbers of members and attracting employer customers with products that compete directly with our products. Many niche career websites have been launched targeted at specific industry verticals and many industry blogs and websites now provide employment advertising opportunities for employers within specific industries. Jobs aggregator websites have become a source of competition as they permit job seekers to search multiple





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company websites and job boards. Low-cost and free classified advertising websites have also gained increased acceptance with employers. In addition, there are companies specializing in mobile technologies which are garnering the attention of employers.

Some of our competitors or potential competitors may have greater financial resources, management, technological development, sales, marketing and other resources than we do. Some of our competitors have more diversified businesses or may be owned by entities engaged in other lines of business, allowing them to operate their directly competitive operations at lower margins than our operations. In addition, our ability to maintain our existing customers and attract new customers depends to a large degree on the quality of our services and our reputation among our customers and potential customers.

Due to competition, we may experience reduced margins on our products and services, loss of market share or diminished use of our services by job seekers and our customers. If we are not able to compete effectively with current or future competitors as a result of these and other factors, our business, financial condition and results of operations could be significantly harmed.

We have no significant proprietary technology that would preclude or inhibit competitors from entering the online advertising market. Existing or future competitors may develop or offer services and products that provide significant performance, price, creative or other advantages over our services. If we do not keep pace with product and technology advances, there could be a material adverse impact on our competitive position, revenue and prospects for growth. This could significantly harm our business, financial condition and operating results.

We face risks relating to our foreign operations.

We earned 31%, 33% and 34% of our total revenue from continuing operations outside of the United States in the years ended December 31, 2015, 2014 and 2013, respectively. Such amounts are generally collected in local currencies. In addition, we generally pay operating expenses in local currencies. Therefore, we are at risk for exchange rate fluctuations between such local currencies and the United States dollar. Global foreign exchange markets have experienced periods of heightened volatility in recent years and we cannot predict the direction or magnitude of future currency fluctuations. A weakening of the currencies in which we generate sales relative to the currencies in which our costs are denominated may lower our results of operations.

We are also subject to taxation in foreign jurisdictions. In addition, transactions between our foreign subsidiaries and us may be subject to United States and foreign withholding taxes. Applicable tax rates in foreign jurisdictions differ from those of the United States, and change periodically. The extent, if any, to which we will receive credit in the United States for taxes we pay in foreign jurisdictions will depend upon the application of limitations set forth in the Internal Revenue Code of 1986, as well as the provisions of any tax treaties that may exist between the United States and such foreign jurisdictions.

Our international operations might not succeed or might fail to meet our expectations for a number of reasons, including:

- general political uncertainty;
- difficulties in staffing and managing foreign operations;
- competition from local recruiting services;
- operational issues such as longer customer payment cycles and greater difficulties in collecting accounts receivable;
- seasonal reductions in business activity;
- language and cultural differences;
- taxation issues;
- complex legal and regulatory requirements that may be uncertain and may change; and
- issues relating to uncertainties of laws and enforcement relating to the regulation and protection of intellectual property.

Also, we could be exposed to fines and penalties under United States laws such as the Foreign Corrupt Practices Act and local laws prohibiting corrupt payments to governmental officials. Although we have implemented policies and procedures designed to ensure compliance with these laws, we cannot be sure that our employees, contractors or agents will not violate our policies. Any such violations could materially damage our reputation, our brand, our international expansion efforts, our business and our operating results.



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We rely on the value of our brands, particularly Monster, and the costs of maintaining and enhancing our brand awareness are increasing.

Our success depends on our brands and their value. Our business would be harmed if we were unable to adequately protect our brand names, particularly Monster. We believe that maintaining and expanding the Monster brand is an important aspect of our efforts to attract and expand our job seeker and employer customer base. We also believe that the importance of brand recognition will increase due to the growing number of Internet sites and the relatively low barriers to entry. We have spent considerable money and resources to date on the establishment and maintenance of the Monster brand. We are devoting substantial resources to advertising, marketing and other brand-building efforts to preserve and enhance consumer awareness of the Monster brand. Despite this, we may not be able to successfully maintain or enhance consumer awareness of the Monster brand and, even if we are successful in our branding efforts, such efforts may not be cost-effective. If we are unable to maintain or enhance consumer awareness of the Monster brand in a cost-effective manner, our business, operating results and financial condition may be harmed significantly. We also are susceptible to others imitating our products and brands, particularly our Monster brand, and infringing on our intellectual property rights. We may not be able to successfully protect our intellectual property rights, upon which we are dependent. While we believe we have strong trademark protection in the Monster brand worldwide in the careers and recruitment business, that protection does not extend fully to our other businesses. Other companies and organizations use the “Monster” name, and more may do so in the future. This use could adversely affect our brand recognition and reputation if employers or job seekers confuse us with these other organizations. In addition, the laws of foreign countries do not necessarily protect intellectual property rights to the same extent as the laws of the United States. Imitation of our products or brands, particularly our Monster brand, or infringement of our intellectual property rights could diminish the value of our brands or otherwise reduce our revenues.

If we cannot successfully execute on our “All the Jobs, All the People” strategy and continue to develop and market products, services and solutions that meet customer requirements for innovation and quality, our financial results may suffer.

The implementation of our strategy globally is a complex process and relies on leveraging our portfolio of core products to help accelerate the adoption of our new products and services. Success of our future operating results will be dependent upon rapid customer adoption of our new products and services. If our customers are not receptive to our new products and services or our new products and services do not provide the quantity or quality of job candidates that our customers seek, there could be a negative impact on the implementation of our strategy. To successfully execute on this strategy, we need to continue to further evolve the focus of our organization towards the delivery of cost effective and unique solutions for our customers. Any failure to successfully execute this strategy could adversely affect our operating results.

Our operating results fluctuate from quarter to quarter.

Our quarterly operating results have fluctuated in the past and may fluctuate in the future. These fluctuations are a result of a variety of factors, including, but not limited to:

- the timing and amount of existing customers’ subscription renewals;
- enhancements to existing services;
- the hiring cycles of employers;
- changes in general economic conditions, such as recessions, that could, among other things, affect recruiting efforts generally and online recruiting efforts in particular;
- the magnitude and timing of marketing initiatives;
- the maintenance and development of our strategic relationships;
- our ability to attract and retain customers;
- technical difficulties or system downtime affecting the Internet generally or the operation of our products and services specifically; and
- enhancements to technology to safeguard against security breaches.

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We face risks relating to developing technology.

The market for our products and services is characterized by rapid technological developments, frequent new product introductions and evolving industry standards. The emerging character of these products and services and their rapid evolution will require continuous improvement in the performance, features and reliability of our Internet and mobile content, particularly in response to competitive offerings. We may not be successful in responding quickly, cost effectively and sufficiently to these developments. In addition, the widespread adoption of new technologies or standards (including several different mobile and smart phone operating systems) could require us to make substantial expenditures to modify or adapt our websites, applications and services. Each manufacturer or distributor of a mobile device or smart phone may establish unique technical standards for its devices, and our products and services may not work or be viewable on these devices as a result. As new devices and new platforms are continually being released, it is difficult to predict the problems we may encounter in developing versions of our products and services for use on these alternative devices and we may need to devote significant resources to the creation, support, and maintenance of such devices. If we are slow to develop products and technologies that are compatible with such devices, we might fail to capture a significant share of an increasingly important portion of the market for our products and services. This could harm our business, financial condition and operating results.

New Internet services or enhancements that we have offered or may offer in the future may contain design flaws or other defects that could require expensive modifications or result in a loss of customer confidence. Any disruption in Internet access or in the Internet generally could significantly harm our business, financial condition and operating results. Slower response times or system failures may also result from straining the capacity of our software, hardware or network infrastructure. To the extent that we do not effectively address any capacity constraints or system failures, our business, results of operations and financial condition could be significantly harmed.

Trends that could have a critical impact on our success include:

- rapidly changing technology in online recruiting;
- evolving industry standards relating to online recruiting;
- developments and changes relating to the Internet and mobile devices;
- evolving government regulations;
- competing products and services that offer increased functionality;
- changes in employer and job seeker requirements; and
- customer privacy protection concerning transactions conducted over the Internet.

We rely heavily on our information systems and if our access to this technology is impaired, or we fail to further develop our technology, our business could be significantly harmed.

Our success depends in large part upon our ability to store, retrieve, process and manage substantial amounts of information, including our employer customer and job seeker databases. To achieve our strategic objectives and to remain competitive, we must continue to develop and enhance our information systems. Our future success will depend on our ability to adapt to rapidly changing technologies, to adapt our information systems to evolving industry standards and to improve the performance and reliability of our information systems. This may require the acquisition of equipment and software and the development, either internally or through independent consultants, of new proprietary software. Our inability to design, develop, implement and utilize, in a cost-effective manner, information systems that provide the capabilities necessary for us to compete effectively could significantly harm our business, results of operations or financial condition.

Concerns relating to our compliance with applicable data protection laws and regulations could damage our reputation and deter current and potential customers, job seekers and other Internet users from using our products and services and subject us to fines.

Concerns about our practices with regard to the collection, use, disclosure or security of personal information or other privacy-related matters, even if unfounded, could damage our reputation, which in turn could significantly harm our business, financial condition and operating results.

While we strive to comply with all applicable data protection laws and regulations, as well as our own posted privacy policies, any failure or perceived failure to comply may result in proceedings or actions against us by government entities or others, which could potentially have an adverse impact on our business. Moreover, failure or perceived

failure to comply with applicable laws, regulations, requirements or our policies related to the collection, use, sharing or security of personal

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information or other privacy-related matters could result in a loss of confidence in us by customers, job seekers and other Internet users and could expose us to fines and penalties and could require us to expend significant sums in connection with any failure or perceived failure, each of which could adversely affect our business, financial condition and results of operations. Laws related to data protection continue to evolve. It is possible that certain jurisdictions may enact laws or regulations that impact our ability to offer our products and services and/or result in reduced traffic or contract terminations in those jurisdictions, which could harm our business, financial condition and results of operations.

On October 6, 2015, the European Court of Justice issued a ruling that immediately invalidated the United States-European Union Safe Harbor Framework, a privacy protection mechanism that facilitated personal data transfers to the United States in compliance with the European Commission's Directive on Data Protection. On February 2, 2016, EU and U.S. officials announced an agreement on a new framework, called the EU-U.S. Privacy Shield, to replace the Safe Harbor Framework. The exact details of the new EU-U.S. Privacy Shield have not been released, and it has not been formally adopted yet by the European Commission or the U.S. Department of Commerce. As a global company with headquarters in the United States, the operation of our business involves the transfer of EU citizens' personal information to the United States. While we believe we remain in compliance with EU law regarding the transfer of personal data to the United States, and we believe we will be able to operate our business in accordance with the EU-U.S. Privacy Shield if it is adopted, there is significant regulatory uncertainty surrounding the future of data transfers from the European Union to the United States.

Intrusions on our systems could damage our business.

Despite our implementation of network security measures, our servers are vulnerable to cyber-attacks, computer viruses, worms and other malicious software programs, physical and electronic break-ins, sabotage and similar disruptions from unauthorized tampering with our computer systems. Unauthorized access could jeopardize the security of information stored in our systems relating to our customers, job seekers and other website users, and can lead to "phishing" schemes whereby unauthorized persons pose as employers or Monster representatives and seek to obtain personal information from our customers and job seekers. In addition, malware or viruses could jeopardize the security of information stored or used in a user's computer.

We have experienced these intrusions in the past. We may also experience these intrusions in the future and may be required to expend significant sums and resources to safeguard against or remediate them. Moreover, negative publicity arising from any intrusion is damaging to our reputation and may adversely impact traffic to our sites. Accordingly, any intrusion could significantly harm our business, financial condition and results of operations. Interruptions, delays or failures in the provision of our services could damage our brand and harm our operating results.

Our systems are susceptible to outages and interruptions due to fire, floods, power loss, telecommunications failures, terrorist attacks and similar events. Our systems' continuing and uninterrupted performance is critical to our success. Customers, job seekers and other website users may become dissatisfied by any system failure that interrupts our ability to provide our services to them, including failures affecting our ability to serve web page requests without significant delay to the viewer. Sustained or repeated system failures would reduce the attractiveness of our solutions to customers, job seekers and other Internet users and result in reduced traffic, contract terminations, fee rebates and make goods, thereby reducing revenue. Moreover, negative publicity arising from these types of disruptions is damaging to our reputation and may adversely impact traffic to our sites.

We do not have multiple site redundancy for all of our services and some of our systems are not fully redundant in the event of any such occurrence. In an effort to reduce the likelihood of a geographical or other disaster impacting our business, we have distributed, and intend to continue assessing the need to distribute, our servers among additional data centers. Failure to execute these changes properly or in a timely manner could result in delays or interruptions to our service, which could result in a loss of users and damage to our brand, and harm our operating results. We may not carry sufficient business interruption insurance to compensate us for losses that may occur as a result of any events that cause interruptions in our service.

We are vulnerable to intellectual property infringement claims brought against us by others.

Successful intellectual property infringement claims against us could result in monetary liability or a material disruption in the conduct of our business. We cannot be certain that our products, content and brand names do not or will not infringe valid patents, trademarks, copyrights or other intellectual property rights held by third parties. We expect that infringement claims in our markets will increase in number. We may be subject to legal proceedings and claims from time to time relating to the intellectual property of others in the ordinary course of our business. If we were found to have infringed the intellectual property rights of a third party, we could be liable to that party for license fees, royalty payments, lost profits or other damages, and the owner of the intellectual property might be able to obtain injunctive relief to prevent us from using the technology or

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software in the future. If the amounts of these payments were significant or we were prevented from incorporating certain technology or software into our products, our business could be significantly harmed.

We may incur substantial expenses in defending against these third party infringement claims, regardless of their merit. As a result, due to the diversion of management time, the expense required to defend against any claim and the potential liability associated with any lawsuit, any significant litigation could significantly harm our business, financial condition and results of operations.

If we are unable to protect our proprietary rights or maintain our rights to use key technologies of third parties, our business may be harmed.

A degree of uncertainty exists concerning the application and enforcement of trademark, trade dress and copyright laws to the Internet, and existing laws may not provide us adequate protection for our original content or the appearance of our Internet sites. In addition, because copyright laws do not prohibit independent development of similar content, copyright laws may not provide us with any competitive advantage. We have obtained patents and applied for other patents with respect to certain of our software systems, methods and related technologies, but our pending applications may not be granted and any patents issued to us may in the future be challenged, invalidated or circumvented, and the rights granted under patents may not provide us with a competitive advantage. We also face risks associated with our trademarks, particularly trademarks covering the Monster brand. Policing unauthorized use of our proprietary technology and other intellectual property rights could involve significant expense and could be difficult or impossible, particularly given the global nature of the Internet and the fact that the laws of certain other countries may afford us little or no effective protection of our intellectual property. Moreover, certain amendments to the United States patent law made by the America Invents Act of 2011, may affect our ability to protect our innovations and defend against claims of patent infringement.

In addition, we rely on certain technology licensed from third parties, and may be required to license additional technology in the future for use in managing our Internet sites and providing related services to users and advertising customers. Our ability to generate fees from Internet commerce may also depend on data encryption, authentication and other technologies that we may be required to license from third parties. These third-party technology licenses may not continue to be available to us on acceptable commercial terms or at all. The inability to enter into and maintain any of these technology licenses could significantly harm our business, financial condition and operating results.

Risks associated with cuts in government spending could materially and adversely affect our business, operations and financial condition.

Reductions in government expenditures that have been or may be proposed or mandated could have a material adverse effect on our business, operations and financial condition. Government agencies may be limited in their ability to contract for Monster's services due to any proposed or mandated spending cuts. In addition, there could be an overall negative impact on economic growth as a result of decreased government spending, which could adversely affect our business, operations and financial condition.

We have made strategic acquisitions and entered into alliances and joint ventures in the past and may do so in the future. If we are unable to achieve expected benefits from such transactions, there could be a material adverse impact on our business, growth rates and results of operations.

As part of our business strategy we have entered into agreements relating to acquisitions, strategic alliances and joint ventures. Such transactions are inherently risky and can be accompanied by a number of risks, including:

- the difficulty of integrating the operations and personnel of the acquired companies into our operations;
- the potential disruption of our ongoing business and distraction of management;
- the difficulty of integrating acquired technology and rights into our services and unanticipated expenses related to such integration;
- the impairment of relationships with customers and partners of the acquired companies or our customers and partners as a result of the integration of acquired operations;
- the impairment of relationships with employees of the acquired companies or our employees as a result of integration of new management personnel;





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the difficulty of integrating the acquired companies' accounting, management information, human resources and other administrative systems;

in the case of foreign acquisitions, uncertainty regarding foreign laws and regulations and the difficulty integrating operations and systems as a result of cultural, systems and operational differences; and

the impact of known potential liabilities or unknown liabilities associated with the acquired companies.

Our failure to be successful in addressing these risks or other problems encountered in connection with acquisitions could cause us to fail to realize the anticipated benefits of any such acquisitions, incur unanticipated liabilities and significantly harm our business, financial condition and results of operations generally.

Our business depends largely on our ability to attract and retain talented employees, including senior management. We are substantially dependent on the continued services of our executive officers and senior management. The loss of any of these individuals could harm our business, financial condition and results of operations. Our business is also dependent on our ability to retain, hire, motivate and develop talented, highly skilled personnel. Experienced management and technical, marketing and support personnel in our industry are in high demand, and competition for their talents is intense. If we are less successful in our recruiting efforts, or if we are unable to retain key employees, our ability to develop and deliver successful products and services may be adversely affected.

We have recorded significant goodwill impairment charges and may be required to record additional charges to future earnings if our goodwill or intangible assets become impaired.

We are required under generally accepted accounting principles to review our intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill is required to be tested for impairment at least annually. Factors that may be considered a change in circumstances indicating that the carrying value of our intangible assets may not be recoverable include a decline in stock price and market capitalization, slower growth rates in our industry or our own operations, and/or other materially adverse events that have implications on the profitability of our business. In the fourth quarter of 2014, primarily due to declines in our market capitalization, we recorded a pre-tax goodwill impairment charge of \$325.8 million in our Careers-North America segment. On a net of tax basis, the charge was \$263.0 million after recognizing a tax benefit of \$62.8 million. See Note 6—Goodwill and Intangible Assets of the Company's financial statements included in Item 8 of this Annual Report on Form 10-K for details. We may be required to record additional charges to earnings during the period in which any impairment of our goodwill or other intangible assets is determined which could adversely impact our results of operations. As of December 31, 2015, our goodwill balance was \$496.5 million, which represented 43% of total consolidated assets.

We estimate tax liabilities, the final determination of which is subject to review by domestic and international taxation authorities.

We are subject to income taxes and other taxes in both the United States and the foreign jurisdictions in which we currently operate or have historically operated. We are also subject to review and audit by both domestic and foreign taxation authorities. The determination of our worldwide provision for income taxes and current and deferred tax assets and liabilities requires judgment and estimation. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. In addition, our future income taxes could be adversely affected by earnings being lower than anticipated in jurisdictions that have lower statutory tax rates and higher than anticipated in jurisdictions that have higher statutory tax rates, by changes in the valuation of our deferred tax assets and liabilities, or by changes in tax laws, regulations, or accounting principles. The application of indirect taxes (such as sales and use tax, value-added tax (VAT), goods and services tax, business tax and gross receipt tax) to e-Commerce businesses such as Monster and to our users is a complex and evolving issue. Many of the fundamental statutes and regulations that impose these taxes were established before the adoption and growth of the Internet and e-Commerce. In many cases, it is not clear how existing statutes apply to our business models. Although we believe that our estimates are reasonable, the ultimate tax outcome may differ from the amounts recorded in our financial statements and may materially affect our financial results in the period or periods for which such determination is made.

Effects of anti-takeover provisions could inhibit the acquisition of Monster Worldwide by others.

Some of the provisions of our certificate of incorporation, bylaws and Delaware law could, together or separately:

discourage potential acquisition proposals;

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- delay or prevent a change in control;  
and/or

limit the price that investors might be willing to pay in the future for shares of our Common Stock.

In particular, our Board of Directors may authorize the issuance of up to 800,000 shares of Preferred Stock with rights and privileges that might be senior to our Common Stock, without the consent of the holders of the Common Stock. In addition, our certificate of incorporation and bylaws provide, among other things, for advance notice of stockholder proposals and director nominations.

There is volatility in our stock price.

The market for our Common Stock has, from time to time, experienced extreme price and volume fluctuations.

Factors such as announcements of variations in our quarterly financial results and fluctuations in revenue could cause the market price of our Common Stock to fluctuate significantly. In addition, the stock market in general, and the market prices for Internet-related companies in particular, have experienced volatility that often has been unrelated to the operating performance of such companies. These broad market and industry fluctuations may adversely affect the price of our stock, regardless of our operating performance. Additionally, volatility or a lack of positive performance in our stock price may adversely affect our ability to retain key employees, many of whom have been granted equity compensation.

The market price of our Common Stock can be influenced by stockholders' expectations about the ability of our business to grow and to achieve certain profitability targets. If our financial performance in a particular quarter does not meet the expectations of our stockholders, it may adversely affect their views concerning our growth potential and future financial performance and, therefore, result in a drop in the market price of our Common Stock. In addition, if the securities analysts who regularly follow our Common Stock lower their ratings of our Common Stock, the market price of our Common Stock is likely to drop significantly.

We face risks associated with government regulation.

The application of existing laws and regulations to our websites relating to issues such as user privacy, security of data, defamation, advertising, taxation, promotions, content regulation, and intellectual property ownership and infringement can be unclear. In addition, we will also be subject to new laws and regulations directly applicable to our activities. Any existing or new legislation applicable to us could expose us to substantial liability, including significant expenses necessary to comply with such laws and regulations, and dampen growth in Internet usage.

The federal CAN-SPAM Act and state anti-spam laws impose certain requirements on the use of e-mail. The implications of these laws have not been fully tested. Portions of our business rely on e-mail to communicate with consumers on our behalf and for our customers. We may face risk if our use of e-mail is found to violate the federal law or applicable state law.

We post our privacy policy and practices concerning the use and disclosure of user data on our websites. Any failure by us to comply with our posted privacy policy or other privacy-related laws and regulations could result in proceedings which could potentially harm our business, results of operations and financial condition. In this regard, there are a large number of legislative proposals before the United States Congress, various state legislative bodies as well as various European Union institutions, bodies and agencies regarding privacy issues related to our business. It is not possible to predict whether or when such legislation may be adopted, and certain proposals, if adopted, could significantly harm our business, financial condition and results of operations through a decrease in user registrations and revenues. This could be caused by, among other possible provisions, the required use of disclaimers or other requirements before users can utilize our services.

Due to the global nature of the Internet, it is possible that the governments of other states and foreign countries might attempt to regulate its transmissions or prosecute us for violations of their laws. We might unintentionally violate such laws or such laws may be modified and new laws may be enacted in the future. Any such developments (or developments stemming from enactment or modification of other laws) may significantly harm our business, operating results and financial condition.

Legal proceedings may significantly harm our business.

From time to time, we may become involved in litigation or other proceedings in the ordinary course of business. It is possible that such litigation or proceedings may significantly harm our future results of operations or financial

condition due to expenses we may incur to defend ourselves or the ramifications of an adverse decision.

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Servicing our debt requires a significant amount of cash, and we may not have sufficient cash flow from our business to pay our substantial debt.

On October 22, 2014, the Company consummated an offering of \$143.8 million aggregate principal amount of its 3.50% convertible senior notes due 2019 (the “Notes”). On October 31, 2014, the Company amended and restated its existing credit facility pursuant to a Third Amended and Restated Credit Agreement, which increased the quarterly amortization payments required with respect to the term loans under our credit facility. Our ability to make scheduled payments of the principal of, to pay interest on, or to refinance our indebtedness, including the Notes and the loans and letters of credit under our credit facility, depends on our future performance, which is subject to economic, financial, competitive and other factors beyond our control. Our business may not continue to generate cash flow from operations in the future sufficient to service our debt and make necessary capital expenditures. If we are unable to generate such cash flow, we may be required to adopt one or more alternatives, such as selling assets, restructuring debt or obtaining additional equity capital on terms that may be onerous or highly dilutive. Our ability to refinance our indebtedness will depend on the capital and credit markets and our financial condition at such time. We may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on our debt obligations.

We may not have the ability to raise the funds necessary to settle conversions of the Notes or to repurchase the Notes upon a fundamental change, and our future debt may contain limitations on our ability to pay cash upon conversion or repurchase of the Notes.

Holders of the Notes have the right to require us to repurchase their Notes upon the occurrence of a fundamental change at a fundamental change repurchase price equal to 100% of the principal amount of the Notes to be repurchased, plus accrued and unpaid interest, if any. In addition, upon any conversion of the Notes, unless we elect to deliver solely shares of our common stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), we will be required to make cash payments in respect of the Notes being converted. However, we may not have enough available cash or be able to obtain financing at the time we are required to make repurchases of Notes surrendered or Notes being converted. In addition, our ability to repurchase the Notes or to pay cash upon conversions of the Notes may be limited by law, by regulatory authority or by agreements governing our future indebtedness. Our failure to repurchase Notes at a time when the repurchase is required by the indenture or to pay any cash payable on future conversions of the Notes as required by the indenture would constitute a default under the indenture. A default under the indenture or the fundamental change itself could also lead to a default under agreements governing our future indebtedness. If the repayment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness and repurchase the notes or make cash payments upon conversions thereof.

The conditional conversion feature of the Notes, if triggered, may adversely affect our financial condition and operating results.

In the event the conditional conversion feature of the Notes is triggered, holders of Notes will be entitled to convert the Notes at any time during specified periods at their option. If one or more holders elect to convert their Notes, unless we elect to satisfy our conversion obligation by delivering solely shares of our common stock (other than paying cash in lieu of delivering any fractional share), we would be required to settle a portion or all of our conversion obligation through the payment of cash, which could adversely affect our liquidity. In addition, even if holders do not elect to convert their Notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the Notes as a current rather than long-term liability, which would result in a material reduction of our net working capital.

The accounting method for convertible debt securities that may be settled in cash, such as the Notes, is the subject of recent changes that could have a material effect on our reported financial results.

Under ASC 470-20, Debt with Conversion and Other Options, an entity must separately account for the liability and equity components of the convertible debt instruments (such as the Notes) that may be settled entirely or partially in cash upon conversion in a manner that reflects the issuer’s economic interest cost. The effect of ASC 470-20 on the accounting for the Notes is that the equity component is required to be included in the additional paid-in capital section of stockholders’ equity on our consolidated balance sheet, and the value of the equity component would be

treated as original issue discount for purposes of accounting for the debt component of the Notes. As a result, we will be required to record a greater amount of non-cash interest expense in current periods presented as a result of the amortization of the discounted carrying value of the Notes to their face amount over the term of the Notes. We will report lower net income in our financial results because ASC 470-20 will require interest to include both the current period's amortization of the debt discount and the instrument's coupon interest, which could adversely affect our reported or future financial results, the trading price of our common stock and the trading price of the Notes. In addition, under certain circumstances, convertible debt instruments (such as the Notes) that may be

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settled entirely or partly in cash are currently accounted for utilizing the treasury stock method, the effect of which is that the shares issuable upon conversion of the Notes are not included in the calculation of diluted earnings per share except to the extent that the conversion value of the Notes exceeds their principal amount. Under the treasury stock method, for diluted earnings per share purposes, the transaction is accounted for as if the number of shares of common stock that would be necessary to settle such excess, if we elected to settle such excess in shares, are issued. We cannot be sure that the accounting standards in the future will continue to permit the use of the treasury stock method. If we are unable to use the treasury stock method in accounting for the shares issuable upon conversion of the Notes, then our diluted earnings per share would be adversely affected.

Future conversion of the Notes may limit our ability to utilize our tax attribute carryovers.

Utilization of net operating loss and tax credit carry-forwards may be subject to annual limitations due to the ownership change limitations provided by the United States Internal Revenue Code. If an annual limitation is triggered by an ownership change, it could result in the expiration of carryover attributes before their utilization. The events that may cause ownership changes include, but are not limited to, a cumulative stock ownership change of greater than 50% over a three year period. If one or more holders elect to convert their Notes, and (following our receipt of stockholder approval) we elect to satisfy our conversion obligation by delivering solely shares of our common stock (other than paying cash in lieu of delivering any fractional share), that conversion of the Notes to shares may contribute to such a cumulative ownership change.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our principal executive offices are located in Weston, Massachusetts, where we occupy approximately 174,000 square feet of leased space, which is our largest office space. We also lease additional facilities in the United States in: New York, New York; Bedford, Massachusetts; Boston, Massachusetts; Chicago, Illinois; Florence, South Carolina; Indianapolis, Indiana; Los Angeles, California; McLean, Virginia; Milwaukee, Wisconsin; Mountain View, California; San Francisco, California; Tempe, Arizona; and Washington, D.C. Our domestic properties are used generally by our Careers-North America segment.

We also maintain leased facilities internationally in: Austria; Belgium; Canada; Czech Republic; France; Germany; Hong Kong; India; Ireland; Italy; Luxembourg; Malaysia; the Netherlands; Singapore; Spain; Sweden; Switzerland; United Arab Emirates and the United Kingdom. Our international properties are used generally by our Careers-International segment.

We also operate data centers in the United States, Europe and Asia pursuant to various lease and co-location arrangements.

We consider our leased space to be adequate for the operation of our business, and we do not foresee any difficulties in meeting any future space requirements.

ITEM 3. LEGAL PROCEEDINGS

The Company is involved in various legal proceedings that are incidental to the conduct of its business. Aside from the matters discussed below, the Company is not involved in any pending or threatened legal proceedings that it believes could reasonably be expected to have a material adverse effect on its financial condition or results of operations.

On or about October 12, 2015, TalentBin, Inc., a subsidiary of the Company, was served with notice of a purported consumer class action for allegedly assembling, scoring and sharing candidate profiles in violation of the Fair Credit Reporting Act and the California Investigative Consumer Reporting Agencies Act. The lawsuit, entitled Eric Halvorson, et. al., individually and on behalf of all others similarly situated vs. TalentBin, Inc. (Case No. CGC 15 548270), was brought in the Superior Court of the State of California, County of San Francisco. On or about November 2015, the action was removed to the United States District Court, Northern District of California. The Plaintiff seeks injunctive relief, monetary damages, pre- and post-judgment interest, statutory penalties of between \$100 and \$1,000 per violation, punitive damages and other costs and attorney's fees. The Company intends to



vigorously defend this matter and is currently unable to estimate any potential losses.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

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## PART II

## ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

## Market Information

Our Common Stock is listed on the New York Stock Exchange under the symbol "MWW."

As of January 31, 2016, the last reported sale price of our Common Stock as reported by the New York Stock Exchange was \$4.99. The following table sets forth for the indicated periods the high and low sales prices per share for our Common Stock on the New York Stock Exchange.

2015	High	Low
First Quarter	\$ 6.84	\$ 4.06
Second Quarter	\$ 6.64	\$ 5.50
Third Quarter	\$ 8.23	\$ 5.68
Fourth Quarter	\$ 7.74	\$ 5.54

2014	High	Low
First Quarter	\$ 8.50	\$ 5.62
Second Quarter	\$ 7.73	\$ 5.33
Third Quarter	\$ 7.03	\$ 5.33
Fourth Quarter	\$ 5.55	\$ 3.41

## Holders

As of January 31, 2016, there were approximately 900 stockholders of record of our Common Stock, although we believe that there are a significantly larger number of beneficial owners.

## Dividends

We have never declared or paid any cash dividends on our stock, and we do not anticipate paying cash dividends in the foreseeable future. The payment of any future dividends, if any, will be at the discretion of our Board of Directors and will depend upon, among other things, future earnings, operations, capital requirements, our general financial condition, contractual restrictions and general business conditions. Our credit agreement restricts, in certain circumstances, the payment of dividends on our stock.

## Securities Authorized for Issuance Under Equity Compensation Plans

Please see our disclosure in Part III, Item 12 in this report on Form 10-K.

## Stock Performance Graph

The following performance graph and related information shall not be deemed "filed" for the purposes of Section 18 of the Exchange Act or otherwise subject to liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act or the Exchange Act.

The following graph compares the cumulative total return of the Company's Common Stock during the period commencing December 31, 2010 to December 31, 2015, with the S&P 500 Index and the RDG Internet Composite Index. The graph depicts the results of investing \$100 in the Company's Common Stock, the S&P 500 Index and the RDG Internet Composite Index at closing prices on December 31, 2010 and assumes, with respect to the S&P 500 Index and the RDG Internet Composite Index, that all dividends were reinvested. The Company has never declared or paid any cash dividends on its stock. Such returns are based on historical results and are not intended to suggest future performance.

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Comparison of Five Year Cumulative Total Return  
Among Monster Worldwide, Inc., The S&P 500 Index  
and The RDG Internet Composite Index

Issuance of Unregistered Securities

None.

Issuer Purchases of Equity Securities

A summary of the Company's repurchase activity for the three months ended December 31, 2015 is as follows:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs*
October 1 - October 31	90,000	\$ 6.23	90,000	\$74,439,102
November 1 - November 30	400,000	\$ 6.27	400,000	\$71,952,108
December 1 - December 31	835,000	\$ 5.99	835,000	\$67,010,127
Total	1,325,000	\$ 6.03	1,325,000	

On October 27, 2015, the Board of Directors of the Company authorized a share repurchase program of up to \$75 million. Under the share repurchase program, shares of common stock will be purchased on the open market or through privately negotiated transactions from time-to-time through October 27, 2017.

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## ITEM 6. SELECTED FINANCIAL DATA

The following tables present selected financial data for the five years ended December 31, 2015, excluding discontinued operations. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” found in Item 7 of this report, for information regarding business acquisitions, discontinued operations, critical accounting policies and items affecting comparability of the amounts below.

## MONSTER WORLDWIDE, INC.

## SELECTED STATEMENT OF OPERATIONS DATA

(In thousands, except per share amounts)

	Year Ended December 31,				
	2015	2014	2013	2012	2011
Revenue	\$ 666,903	\$ 725,571	\$ 763,935	\$ 843,896	\$ 942,110
Salaries and related, office, general, marketing and promotion	625,035	735,826	726,235	788,186	869,881
Restructuring and other special charges	32,779	—	19,995	39,971	4,715
Goodwill impairment	—	325,800	—	—	—
Total operating expenses	657,814	1,061,626	746,230	828,157	874,596
Operating income (loss)	9,089	(336,055 )	17,705	15,739	67,514
Income (loss) from continuing operations	13,160	(293,471 )	(8,519 )	44,941	45,600
Income (loss) from discontinued operations, net of tax	64,513	9,664	8,230	(303,660 )	8,194
Net income (loss)	77,673	(283,807 )	(289 )	(258,719 )	53,794
Net income attributable to noncontrolling interest	4,061	5,482	193	—	—
Net income (loss) attributable to Monster Worldwide, Inc.	\$ 73,612	\$ (289,289 )	\$ (482 )	\$ (258,719 )	\$ 53,794
*Basic earnings (loss) per share attributable to Monster Worldwide, Inc.:					
Income (loss) from continuing operations	\$ 0.15	\$ (3.33 )	\$ (0.08 )	\$ 0.40	\$ 0.37
Income (loss) from discontinued operations, net of tax	0.67	0.05	0.08	(2.69 )	0.07
Basic earnings (loss) per share attributable to Monster Worldwide, Inc.	\$ 0.82	\$ (3.29 )	\$ —	\$ (2.29 )	\$ 0.44
*Diluted earnings (loss) per share attributable to Monster Worldwide, Inc.:					
Income (loss) from continuing operations	\$ 0.14	\$ (3.33 )	\$ (0.08 )	\$ 0.39	\$ 0.37
Income (loss) from discontinued operations, net of tax	0.64	0.05	0.07	(2.66 )	0.07
Diluted earnings (loss) per share attributable to Monster Worldwide, Inc.	\$ 0.78	\$ (3.29 )	\$ —	\$ (2.27 )	\$ 0.43

\* Earnings (loss) per share may not add in certain periods due to rounding

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## SELECTED BALANCE SHEET DATA (a)

(In thousands)

	At December 31,				
	2015	2014	2013	2012	2011
Total current assets	\$481,032	\$460,146	\$504,065	\$579,653	\$675,932
Total current liabilities	\$427,676	\$469,314	\$518,837	\$584,980	\$782,963
Total assets	\$1,159,909	\$1,217,151	\$1,586,257	\$1,684,865	\$2,057,998
Long-term debt, net, less current portion	\$188,457	\$201,821	\$125,900	\$145,975	\$—
Current portion of long-term debt	\$10,792	\$9,563	\$9,375	\$18,264	\$188,836
Noncontrolling interest in subsidiary	\$—	\$54,247	\$54,474	\$—	\$—
Total stockholders' equity	\$481,406	\$474,745	\$844,145	\$880,039	\$1,164,127

(a) For December 31, 2014, 2013, 2012, and 2011, the assets and liabilities of discontinued operations, where applicable, are included in total current assets, total assets, and total current liabilities, respectively.

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

We make forward-looking statements in this report and in other reports and proxy statements that we file with the Securities and Exchange Commission (the "SEC"). Except for historical information contained herein, the statements made in this report constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Such forward-looking statements involve certain risks and uncertainties, including statements regarding our strategic direction, prospects and future results. Certain factors, including factors outside of our control, may cause actual results to differ materially from those contained in the forward-looking statements. These factors include, among other things, the global economic and financial market environment; competition; risks relating to our foreign operations; our ability to maintain and enhance the value of our brands, particularly Monster; risks related to our new strategy; fluctuations in our quarterly operating results; our ability to adapt to rapid developments in technology; our ability to continue to develop and enhance our information technology systems; concerns related to our compliance with applicable data protection laws and regulations; intrusions on our systems; interruptions, delays or failures in the provision of our services; our vulnerability to intellectual property infringement claims brought against us by others; our ability to protect our proprietary rights and maintain our rights to use key technologies of third parties; risks associated with cuts in government spending; the risk that acquisitions or partnerships may not achieve the expected benefits to us; our ability to attract and retain talented employees, including senior management; potential write-downs if our goodwill or amortizable intangible assets become impaired; adverse determinations by domestic and/or international taxation authorities related to our estimated tax liabilities; effects of anti-takeover provisions in our organizational documents that could inhibit the acquisition of Monster Worldwide by others; volatility in our stock price; risks associated with government regulation; the outcome of litigation we may become involved in from time to time; risks associated with our convertible senior notes due 2019; and other risks and uncertainties set forth from time to time in our reports and other filings made with the SEC, including under Part I, "Item 1A. Risk Factors" of this report.

OVERVIEW

Business

Monster Worldwide, Inc. (together with its consolidated subsidiaries, the "Company," "Monster," "Monster Worldwide," "we," "our" or "us") is a global leader in connecting people to jobs, wherever they are. Monster's mission is to help people improve their lives with access to the right job opportunities, and to enable customers to be more successful in finding the best talent anywhere. Today, the Company offers services in more than 40 countries, providing some of the broadest, most sophisticated job seeking, career management, recruitment and talent management capabilities. Monster continues its pioneering work of transforming the recruitment industry with advanced technology using intelligent digital, social and mobile solutions, including our flagship website monster.com® and a vast array of products and services.

In May 2014, we announced the Company's "All the Jobs, All the People" strategy to drive the business and enhance Monster's competitive position. Our strategy focuses on adding massive scale to our business to expand its total addressable market and the value the Company can provide to customers through a variety of new products, technologies and business models to successfully connect more people with more jobs.

We earned 29% and 31% of our total revenue outside of North America for the years ended December 31, 2015 and 2014, respectively. With a local presence in key markets in North America, Europe, and Asia, Monster works by connecting employers with quality job seekers at all levels and by providing searchable jobs and career management resources online. For the employer, our goal is to provide the most effective solutions and easiest to use technology to simplify the hiring process and deliver access to our community of job seekers. For job seekers, our purpose is to improve their careers by providing work-related content, services and advice.

Our services and solutions include: searchable job advertisements; resume database access; recruitment media solutions through our advertising network and partnerships; social job distribution on Twitter and Facebook; display advertising; lead generation; social profile aggregation; and other career-related content. Job seekers can search job advertisements and post their resumes for free on each of our career websites and mobile applications. Employers pay

to: advertise available jobs and recruitment related services; search the Monster resume and social databases; and access other career-related services.

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Monster operates in an industry and in markets that are continually evolving with the entrance of new competitors and the changing needs of seekers and employers. The Company adjusts its product offerings and makes new investments in its technology platform in order to meet the challenges presented by the market evolution. The Company believes its “All the Jobs, All the People” strategy addresses this market evolution and positions Monster to achieve long-term growth while controlling the growth of operating expenses.

### Recent Developments

#### Sale of Remaining Ownership Stake in JobKorea

On October 13, 2015, the Company sold its 50.01% ownership position in JobKorea Ltd. (“JobKorea”) to H&Q Korea for KRW 101 billion, or approximately \$85.0 million. The sale of Monster's remaining stake in JobKorea is consistent with Monster's continued strategy of unlocking value and sharpening its focus on the Company's core online recruitment platform. The Company recorded a net gain on the disposal of the business, including transaction fees and expenses, of \$76.1 million (\$57.4 million after-tax) in the fourth quarter of 2015. Operating results for JobKorea, which had previously been reported in the Careers-International segment, and included in the Company's consolidated statement of operations, have now been reclassified as discontinued operations for all periods presented.

#### Joint Venture Agreement with kununu™

In February 2016, the Company formed a joint venture with kununu GmbH, a subsidiary of XING AG. kununu™ is the European leader in providing employer transparency through ratings, reviews and employer branding. Initially focused on the U.S. market, the joint venture will test the delivery of content-rich employer reviews and ratings sourced from current and former employees and candidates. This information is designed to help better inform consumers about the companies they might work for, and provides several new tools for employers to better manage their talent brands and engage prospective candidates, including sellable branding and brand management products.

#### Share Repurchase Program

On October 27, 2015, the Board of Directors of the Company authorized a share repurchase program of up to \$75.0 million. Under the share repurchase program, shares of common stock will be purchased on the open market or through privately negotiated transactions from time-to-time through October 27, 2017. The timing and amount of purchases will be based on a percentage of future generated free cash flow, and can be adjusted periodically. The share repurchase program does not obligate the Company to acquire any specific number of shares in any period, and may be modified, suspended, extended or discontinued at any time without prior notice. During the year ended December 31, 2015, the Company repurchased 1,325,000 shares for a total of \$8.0 million, excluding commissions, at an average price of \$6.03 per share. The Company currently has \$67.0 million remaining under this repurchase program.

#### CareerOne

On March 31, 2015, the Company sold the majority of its 50% equity interest in a company located in Australia, CareerOne Pty Limited (“CareerOne”), leaving the Company with a 10% interest. Total cash received from the transaction was \$9.1 million, and the sale resulted in the recognition of a pre-tax gain of \$8.8 million in the first quarter of 2015.

#### Reallocate to Accelerate

On February 10, 2015, the Company committed to take a series of cost savings initiatives to reduce costs globally while continuing to support the Company's strategy. The initiatives included a global workforce reduction of approximately 300 associates, lease exit costs, impairment of certain assets, and office and general expense controls, resulting in annualized cost savings of \$40 million. The Company recognized a pre-tax charge of \$32.8 million in 2015 as a result of these initiatives which includes \$4.9 million of non-cash charges, and does not expect to incur significant additional charges in future periods related to this program.

#### Constant Currency Presentation

Revenue from our international operations has historically represented, and we expect will continue to represent, a significant portion of our business. As a result, our revenue growth has been impacted, and we expect will continue to be impacted, by fluctuations in foreign currency exchange rates. In order to provide a framework for assessing how our consolidated and Careers-International operating results performed excluding the impact of foreign currency fluctuations, we additionally present the year-over-year percentage changes on a constant currency basis, which



assumes no change in the exchange rate

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from the prior-year period. This constant currency is provided in addition to, and not as a substitute for, the year-over-year percentage changes on an as-reported basis.

**RESULTS OF OPERATIONS**

Consolidated operating results as a percent of revenue, excluding discontinued operations, for the years ended December 31, 2015, 2014 and 2013 are as follows:

	The year ended December 31,			
	2015	2014	2013	
Revenue	100.0	% 100.0	% 100.0	%
Salaries and related	48.9	% 54.4	% 47.6	%
Office and general	27.0	% 27.8	% 26.2	%
Marketing and promotion	17.9	% 19.2	% 21.4	%
Restructuring and other special charges	4.9	% —	% 2.6	%
Goodwill impairment	—	% 44.9	% —	%
Total operating expenses	98.6	% 146.3	% 97.7	%
Operating income (loss)	1.4	% (46.3	)% 2.3	%
Gain on partial sale of equity method investment	1.3	% —	% —	%
Gain on deconsolidation of subsidiaries, net	—	% 1.6	% —	%
Interest and other, net	(2.1	)% (1.2	)% (0.8	)%
Income (loss) before income taxes and income in equity interests	0.6	% (45.9	)% 1.5	%
(Benefit from) provision for income taxes	(1.3	)% (5.5	)% 2.5	%
Income (loss) in equity interests, net	0.1	% —	% (0.1	)%
Income (loss) from continuing operations	2.0	% (40.4	)% (1.1	)%

The following presentation of our segment results is prepared based on the criteria we use when evaluating the performance of our business units.

The Year Ended December 31, 2015 Compared to the Year Ended December 31, 2014

Consolidated Revenue, Operating Expenses, Operating Income (Loss) and Adjusted EBITDA

Consolidated revenue, operating expenses, operating income (loss) and Adjusted EBITDA are as follows (excluding discontinued operations) (dollars in thousands):

	The year ended December 31,					
	2015	% of Revenue	2014	% of Revenue	Increase (Decrease)	% Increase (Decrease)
Revenue	\$ 666,903	100.0	% \$ 725,571	100.0	% \$(58,668 )	(8.1 )%
Salaries and related	325,875	48.9	% 394,915	54.4	% (69,040 )	(17.5 )%
Office and general	179,983	27.0	% 201,442	27.8	% (21,459 )	(10.7 )%
Marketing and promotion	119,177	17.9	% 139,469	19.2	% (20,292 )	(14.5 )%
Restructuring and other special charges	32,779	4.9	% —	—	% 32,779	na
Goodwill impairment	—	—	% 325,800	44.9	% (325,800 )	na
Total operating expenses	\$ 657,814	98.6	% \$ 1,061,626	146.3	% \$(403,812 )	(38.0 )%
Operating income (loss)	\$ 9,089	1.4	% \$(336,055 )	(46.3	)% \$ 345,144	102.7
Adjusted EBITDA	\$ 106,634	16.0	% \$ 85,308	11.8	% \$ 21,326	25.0

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Our consolidated revenue decreased by \$58.7 million (8.1%, 3.7% on a constant currency basis) in 2015 compared to 2014. Our Careers-North America segment experienced a decrease of \$27.1 million (5.4%) primarily due to declines in Canada and the small and medium sized business ("SMB") and government verticals, partially offset by growth in our staffing and healthcare verticals. Internet Advertising & Fees revenue and operating results are now being reported within the Careers-North America segment. Our Careers-International segment decreased \$31.5 million (14.0%, 0.9% on a constant currency basis). We saw improvement in business trends in Careers-International in the second half of 2015.

Salaries and related expenses decreased \$69.0 million (17.5%, 13.3% on a constant currency basis), in 2015 compared to 2014. This decrease in salaries and related expenses resulted primarily from decreased regular salary and other headcount related costs as a result of our "Reallocate to Accelerate" program announced on February 10, 2015 and decreased stock based compensation.

Office and general expenses decreased \$21.5 million (10.7%, 7.3% on a constant currency basis) in 2015 compared to 2014. This decrease in office and general expenses resulted primarily from decreased occupancy costs primarily resulting from charges for exited facilities in North America recognized in the first quarter of 2014 which were not recognized in 2015 and across the board cost reductions, partially offset by \$6.7 million of impairment related to capitalized software costs recognized in the fourth quarter of 2015.

Marketing and promotion expenses decreased \$20.3 million (14.5%, 9.2% on a constant currency basis) in 2015 compared to 2014. During 2015, the Company was able to significantly reduce marketing spend while improving organic traffic and driving quality traffic, in addition to delivering a highly impactful campaign focused on Millennials.

We incurred \$32.8 million of restructuring and other special charges in 2015, comprised mainly of severance costs, lease exit costs, and impairment of certain assets as a result of our "Reallocate to Accelerate" program announced on February 10, 2015.

In the fourth quarter of 2014, primarily due to the decline of our market capitalization and the implications such decline had on the carrying value of our goodwill, management concluded that the carrying amount of goodwill exceeded its estimated fair value for its Careers-North America reporting unit. As a result, the Company recorded a pre-tax goodwill impairment charge of \$325.8 million during the fourth quarter of 2014. See Note 6 – Goodwill and Intangible Assets of the Company's financial statements included in Item 8 of this Annual Report on Form 10-K for details.

Our consolidated operating income was \$9.1 million in 2015, compared to an operating loss of \$336.1 million in 2014, as a result of the factors discussed above.

Our consolidated Adjusted EBITDA was \$106.6 million in 2015, compared to \$85.3 million in 2014, as a result of the factors discussed above. See Reconciliation of Non-GAAP Financial Measures to GAAP Measures following the discussion of our results of operations for definitions and a reconciliation from our income (loss) from continuing operations to Adjusted EBITDA.

## Careers-North America

The operating results of our Careers-North America segment are as follows (dollars in thousands):

	The year ended December 31,					
	2015	% of Revenue	2014	% of Revenue	Increase (Decrease)	% Increase (Decrease)
Revenue	\$473,806	100.0	% \$500,949	100.0	% \$(27,143 )	(5.4 )%
Salaries and related	199,103	42.0	% 223,637	44.6	% (24,534 )	(11.0 )%
Office and general	108,588	22.9	% 114,862	22.9	% (6,274 )	(5.5 )%
Marketing and promotion	68,735	14.5	% 83,568	16.7	% (14,833 )	(17.7 )%
Restructuring and other special charges	15,026	3.2	% —	—	% 15,026	na
Goodwill impairment	—	—	% 325,800	65.0	% (325,800 )	na
Total operating expenses	\$391,452	82.6	% \$747,867	149.3	% \$(356,415 )	(47.7 )%
Operating income (loss)	\$82,354	17.4	% \$(246,918 )	(49.3 )%	\$329,272	133.4 %

Our Careers—North America segment revenue decreased \$27.1 million (5.4%) in 2015 compared to 2014. The decrease in the Careers-North America segment is primarily due to declines in Canada and the small and medium sized business ("SMB") and

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government verticals, partially offset by growth in our staffing and healthcare verticals. Internet Advertising & Fees revenue and operating results are now being reported within the Careers-North America segment.

Salaries and related expenses decreased \$24.5 million (11.0%) in 2015 compared to 2014. This decrease in salaries and related expenses resulted primarily from \$12.5 million of decreased regular salary and other headcount primarily related costs related to headcount reductions as a result of our "Reallocate to Accelerate" program announced on February 10, 2015 and \$8.3 million of decreased stock based compensation.

Office and general expenses decreased \$6.3 million (5.5%) in 2015 compared to 2014. This decrease in office and general expenses resulted primarily from \$6.3 million of decreased occupancy costs and across-the-board cost reductions, partially offset by an impairment charge related to capitalized software costs recognized in the fourth quarter of 2015.

Marketing and promotion expenses decreased \$14.8 million (17.7%) in 2015 compared to 2014. During 2015, the Company was able to significantly reduce marketing spend while improving organic traffic and driving quality traffic, in addition to delivering a highly impactful campaign focused on Millennials.

Our Careers-North America segment incurred \$15.0 million of restructuring and other special charges in 2015, comprised mainly of severance costs, lease exit costs, and impairment of certain assets as a result of our "Reallocate to Accelerate" program announced on February 10, 2015.

In the fourth quarter of 2014, primarily due to the decline of our market capitalization and the implications such decline had on the carrying value of our goodwill, management concluded that the carrying amount of goodwill exceeded its estimated fair value for its Careers-North America reporting unit. As a result, the Company recorded a pre-tax goodwill impairment charge of \$325.8 million in our Careers-North America segment during the fourth quarter of 2014. See Note 6—Goodwill and Intangible Assets of the Company's financial statements included in Item 8 of this Annual Report on Form 10-K for details.

Our Careers-North America segment's operating income was \$82.4 million in 2015, compared to an operating loss of \$246.9 million in 2014, as a result of the factors described above.

**Careers-International**

The operating results of our Careers-International segment are as follows (excluding discontinued operations) (dollars in thousands):

	The year ended December 31,					
	2015	% of Revenue	2014	% of Revenue	Increase (Decrease)	% Increase (Decrease)
Revenue	\$ 193,097	100.0	% \$ 224,622	100.0	% \$(31,525 )	(14.0 )%
Salaries and related	108,115	56.0	% 137,090	61.0	% (28,975 )	(21.1 )%
Office and general	59,199	30.7	% 70,627	31.4	% (11,428 )	(16.2 )%
Marketing and promotion	50,430	26.1	% 55,793	24.8	% (5,363 )	(9.6 )%
Restructuring and other special charges	14,773	7.7	% —	—	% 14,773	na
Total operating expenses	\$ 232,517	120.4	% \$ 263,510	117.3	% \$(30,993 )	(11.8 )%
Operating loss	\$(39,420 )	(20.4 )%	\$(38,888 )	(17.3 )%	\$(532 )	1.4 %

Our Careers-International segment revenue decreased \$31.5 million (14.0%, 0.9% on a constant currency basis) in 2015 compared to 2014 with Europe decreasing 15.4% (1.1% on a constant currency basis), and Asia decreasing 4.5% (increase of 1.4% on a constant currency basis). The revenue declines in Europe at constant currency primarily related to France, the Netherlands and Sweden, partially offset by growth in Germany, the United Kingdom, and some smaller markets. In Asia, India continues to perform well experiencing year over year revenue growth on a constant currency basis. We saw improvement in business trends in Careers-International in the second half of 2015.

Salaries and related expenses decreased \$29.0 million (21.1%, 10.7% on a constant currency basis) in 2015 compared to 2014. This decrease in salaries and related expenses on a constant currency basis resulted primarily from \$10.3 million in decreased regular salary and other headcount related costs related to headcount reductions as a result of our "Reallocate to Accelerate" program announced on February 10, 2015.



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Office and general expenses decreased \$11.4 million (16.2%, 9.6% on a constant currency basis) in 2015 compared to 2014. This decrease in office and general expenses on a constant currency basis resulted primarily from decreased depreciation expense and occupancy costs of \$2.8 million and \$2.6 million, respectively.

Marketing and promotion expenses decreased \$5.4 million (9.6%, increase of 3.1% on a constant currency basis) in 2015 compared to 2014. The Company continues to focus on targeted investments in key markets in Europe and Asia to drive site traffic and improve brand awareness.

Our Careers-International segment incurred \$14.8 million of restructuring and other special charges in 2015, comprised mainly of severance costs as a result of our "Reallocate to Accelerate" program announced on February 10, 2015.

Our Careers-International segment's operating loss was \$39.4 million in 2015, compared to an operating loss of \$38.9 million in 2014, as a result of the factors discussed above.

**Interest and other, net**

Interest and other, net, for the year ended December 31, 2015 and 2014 resulted in an expense of \$13.7 million and \$8.9 million, respectively. Interest and other, net, primarily relates to interest expense on the Company's outstanding debt, amortization of the debt discount on our 3.50% convertible senior notes due 2019, and interest income associated with the Company's various investments and foreign currency gains or losses.

**Gain on partial sale of equity method investment**

During the first quarter of 2015, the Company sold the majority of its 50% interest in a company located in Australia, leaving the Company with a 10% interest. Total cash received from the transaction was \$9.1 million, and the sale resulted in the recognition of a pre-tax gain of \$8.8 million in 2015. See Note 12 - Investments in Notes to the Consolidated Financial Statements in Item 8 of this Annual Report on Form 10-K.

**Gain on deconsolidation of subsidiaries, net**

During the first quarter of 2014, the Company deconsolidated its subsidiaries in Poland, Hungary and the Czech Republic and recorded a net gain of \$11.8 million thereon. See Note 11 – Deconsolidation of Subsidiaries of the Company's financial statements included in Item 8 of this Annual Report on Form 10-K.

**Income taxes**

Income taxes are as follows (excluding discontinued operations) (dollars in thousands):

	The year ended December 31,				
	2015	2014	Change in Dollars	Percentage Change	
Income (loss) before income taxes and income in equity interests	\$4,226	\$(333,175)	\$337,401	101.3	%
Benefit from income taxes	\$(8,469)	\$(39,782)	\$31,313	78.7	%
Effective tax rate	(200.4)	% 11.9	%		

The benefit from income taxes consists of provisions for federal, state and foreign income taxes. The Company operates globally with operations in various tax jurisdictions outside of the United States. Accordingly, the effective income tax rate is a composite rate reflecting the geographic mix of earnings in various tax jurisdictions and the applicable rates. The federal tax rate in the United States is 35%, and tax rates in foreign countries in which we do business vary from approximately 17% to 35%.

Our effective tax rate differs from the Federal United States statutory tax rate due to accrual of state taxes, non-deductible expenses, foreign earnings and losses taxed at different rates, accrual of interest on tax liabilities, the effect of valuation allowances on deferred tax assets, and certain other items, as described below, which in 2014 included impairment charges on goodwill that had no tax basis. While we are profitable in domestic markets, due to continued weakness in international markets, particularly Europe, we continued to incur operating losses in jurisdictions with tax rates lower than the United States, or losses for which full valuation allowances are recorded on deferred tax benefits. Accordingly, our effective tax rate is generally higher relative to the statutory rate of 35%.





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The tax provision during 2015 was reduced by a net tax benefit of \$4.0 million due to a loss on our remaining investment in a joint venture in China and a tax provision on a gain related to the partial sale of our equity interest in a company located in Australia (see Note 12 - Investments of the Company's financial statements included in Item 8 of this Annual Report on Form 10-K), and a provision of \$4.3 million due to increases to tax valuation allowances on operating losses in certain foreign tax jurisdictions. The determination of tax valuation allowances requires significant judgment and depends on many factors outside of our control. The valuation allowance may be increased in the future if actual operating results do not conform to expectations and assumptions. In addition, as a result of the resolution of a tax examination and expirations of statutes of limitations, the Company recorded a tax benefit due to recognition of previously unrecognized tax positions and reversals of accrued interest and penalties thereon which, on a net of tax basis, reduced the tax provision by \$16.6 million. The tax matters relate primarily to allocation of income among tax jurisdictions.

On October 13, 2015, the Company sold its 50.01% ownership position in JobKorea Ltd. ("JobKorea") to H&Q Korea. Operating results for JobKorea have now been reclassified as discontinued operations for all periods presented. A tax provision of \$22.3 million was recorded in discontinued operations, composed of reclassified taxes of the discontinued operation of \$3.6 million and a provision of \$18.7 million on the net gain of \$76.1 million recognized on the disposal. The recognized gain absorbed substantially all of the Company's available Federal tax loss carryovers in the United States. See Note 4 – Discontinued Operations of the Company's financial statements included in Item 8 of this Annual Report on Form 10-K for details on the sale.

The tax provision during 2014 was increased by a tax provision of \$5.5 million due to a gain related to the deconsolidation of our subsidiaries in Poland, Hungary and the Czech Republic (see Note 11 - Deconsolidation of Subsidiaries of the Company's financial statements included in Item 8 of this Annual Report on Form 10-K). In addition, as a result of changes to certain estimates relating to determination of unrecognized tax positions, the Company recognized previously unrecognized tax positions and accrued interest thereon which, on a net of tax basis, reduced the tax provision by \$2.1 million. The tax matters relate primarily to allocation of income among tax jurisdictions.

Primarily as a result of weakness in certain international markets, the Company has in the past recorded valuation allowances on certain deferred tax assets for international tax net operating loss carryovers. In addition, in 2014 the Company concluded that it needed to increase the valuation allowance by approximately \$16 million due to lowered expectations for the utilization of U.S. foreign tax credit carryovers. The lowered expectations were driven by continued weakness in international markets and increased financing costs. Overall, the tax provision was increased by approximately \$25 million due to valuation allowances in 2014. The determination of tax valuation allowances requires significant judgment and depends on many factors outside of our control. The valuation allowance may be increased in the future if actual operating results do not conform to expectations and assumptions.

In the fourth quarter of 2014, the Company recorded a pre-tax charge for impairment of goodwill in the amount of \$325.8 million. As a result, the Company recorded a deferred tax benefit of \$62.8 million with respect to the portion of impaired goodwill which is deductible for tax purposes. See Note 6 – Goodwill and Intangible Assets of the Company's financial statements included in Item 8 of this Annual Report on Form 10-K for discussion.

The Company is currently under examination by several domestic and international tax authorities. The Company has recently been notified of the commencement of an examination of the year 2013 by the United States Internal Revenue Service. Presently, no material adjustments have been proposed. Significant judgment is required in evaluating our uncertain tax positions and determining our provision for income taxes. The gross recorded liability for uncertain tax positions (inclusive of estimated interest and penalties thereon) as of December 31, 2015 and December 31, 2014 is recorded on the Company's consolidated balance sheet as long-term income taxes payable of \$36.3 million and \$54.6 million, respectively. Interest and penalties related to underpayment of income taxes are classified as a component of income tax expense in the consolidated statements of operations and comprehensive income (loss). The Company estimates that it is reasonably possible that unrecorded tax benefits may be reduced by an amount ranging from \$0 to \$4.0 million in the next twelve months due to expirations of statutes of limitations or resolutions of tax examinations. The tax matters concerned relate to the allocation of income among jurisdictions and

the amount of prior year tax loss carryovers.

Income (loss) in equity interests, net

Income in equity interests, net, for the year ended December 31, 2015 was \$0.5 million, compared to a loss of \$0.1 million in the year ended December 31, 2014. Through January 3, 2014, the Company had a 25% equity investment in a company located in Finland. Effective January 3, 2014, the Company had a 15% equity investment in Alma Career Oy, a joint venture with Alma

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Media Corporation. On October 1, 2015, the Company exercised its option to increase ownership in Alma Career Oy, contributing cash of \$2.4 million, resulting in a 16.7% equity investment in the entity. See Note 11 – Deconsolidation of Subsidiaries and Note 12 - Investments of the Company’s financial statements included in Item 8 of this Annual Report on Form 10-K.

Through March 31, 2015, the Company had a 50% interest in a company in Australia. On March 31, 2015, the Company sold the majority of its interest, leaving the Company with a 10% interest. As a result, the Company no longer has the ability to exercise significant influence. Therefore, effective March 31, 2015, the 10% interest retained by the Company is being accounted for under the cost method. See Note 12 - Investments of the Company’s financial statements included in Item 8 of this Annual Report on Form 10-K.

Net income attributable to noncontrolling interest

In December 2013, the Company sold a 49.99% interest in JobKorea, its then wholly owned subsidiary in South Korea, to H&Q Korea for an aggregate purchase price of \$90.0 million. Based on the terms of the agreement, since the Company maintained a controlling interest in the subsidiary, the Company continued to consolidate the results of JobKorea in its consolidated financial statements. On October 13, 2015, the Company sold its 50.01% ownership position in JobKorea to H&Q Korea for KRW 101 billion, or approximately \$85.0 million. The noncontrolling interest’s share of net income was \$4.1 million and \$5.5 million for the year ended December 31, 2015 and 2014, respectively. See Note 3 – Noncontrolling Interest and Note 4 - Discontinued Operations of the Company’s financial statements included in Item 8 of this Annual Report on Form 10-K.

Income from discontinued operations, net of tax

As discussed above, the Company sold its remaining 50.01% ownership position in JobKorea to H&Q Korea on October 13, 2015 for KRW 101 billion, or approximately \$85.0 million. The sale of Monster's remaining stake in JobKorea is consistent with Monster's continued strategy of unlocking value and sharpening its focus on the Company's core online recruitment platform. The Company recorded a net gain on the disposal of the business, including transaction fees and expenses, of \$76.1 million (\$57.4 million after-tax) in the fourth quarter of 2015. Operating results for JobKorea, which had previously been reported in the Careers-International segment, and included in the Company’s consolidated statement of operations, have now been reclassified as discontinued operations for all periods presented. For the year ended December 31, 2015 and 2014, the Company reported income from discontinued operations, net of tax, of \$64.5 million and \$9.7 million, respectively. See Note 4 - Discontinued Operations of the Company’s financial statements included in Item 8 of this Annual Report on Form 10-K.

Net income (loss) attributable to Monster Worldwide, Inc.

As a result of the factors discussed above, our consolidated net income was \$77.7 million in 2015, compared to a net loss of \$283.8 million in 2014. Net income attributable to Monster Worldwide, Inc. was \$73.6 million in 2015, compared to a net loss attributable to Monster Worldwide, Inc. of \$289.3 million in 2014.

Diluted earnings (loss) per share attributable to Monster Worldwide, Inc.

Diluted earnings per share attributable to Monster Worldwide, Inc. was \$0.78 for the year ended December 31, 2015, compared to a loss per share of \$3.29 in 2014. Diluted earnings per share from continuing operations was \$0.14 for the year ended December 31, 2015, compared to a loss per share from continuing operations of \$3.33 in 2014. Diluted weighted average shares outstanding for the year ended December 31, 2015 and 2014 was 94.9 million shares and 88.0 million shares, respectively.

Reconciliation of Non-GAAP Financial Measures to GAAP Measures

Adjusted EBITDA is defined as income (loss) from continuing operations or net income (loss), as applicable, before income (loss) in equity interests, net, (benefit from) provision for income taxes, interest and other, net, gain on deconsolidation of subsidiaries, net, gain on partial sale of equity method investment, depreciation and amortization, non-cash compensation expense, non-cash impairment charges, costs incurred in connection with the Company’s restructuring programs, charges related to exited facilities, and separation charges associated with the resignation of the Company's former Chief Executive Officer.

The Company considers Adjusted EBITDA to be an important indicator of its operational strength which the Company believes is useful to management and investors in evaluating its operating performance. Adjusted EBITDA is a Non-GAAP measure and may not be comparable to similarly titled measures reported by other companies.



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We do not consider Adjusted EBITDA in isolation or as an alternative to financial measures determined in accordance with GAAP. The principal limitation of Adjusted EBITDA is that it excludes certain expenses and income that are required by GAAP to be recorded in our consolidated financial statements. In addition, it is subject to inherent limitations as it reflects the exercise of judgment by management about which expenses and income are excluded or included in determining Adjusted EBITDA. In order to compensate for these limitations, management presents Adjusted EBITDA in connection with GAAP results.

A reconciliation of income (loss) from continuing operations to Adjusted EBITDA is as follows (dollars in thousands):

	The year ended December 31,		
	2015	2014	
Income (loss) from continuing operations	\$ 13,160	\$(293,471	)
(Income) loss in equity interests, net	(465	) 78	
Benefit from income taxes	(8,469	) (39,782	)
Interest and other, net	13,712	8,948	
Gain on deconsolidation of subsidiaries, net	—	(11,828	)
Gain on partial sale of equity method investment	(8,849	) —	
Goodwill impairment	—	325,800	
Depreciation expense	41,718	44,944	
Stock based compensation expense	11,673	34,914	
Amortization of intangibles	2,672	2,373	
Impairment of indefinite-lived intangible	—	1,000	
Restructuring non-cash expenses	4,916	—	
Restructuring and other special charges, less non-cash items	27,863	—	
Impairment of capitalized software costs	6,703	—	
Facilities costs <sup>(1)</sup>	—	7,729	
Separation charges <sup>(2)</sup>	2,000	4,603	
Adjusted EBITDA	\$ 106,634	\$ 85,308	

The Company incurred \$7.7 million of charges associated with exited facilities in 2014. The majority of these (1) charges related to facility charges associated with the consolidation of multiple offices into the Company's corporate headquarters in Weston, Massachusetts.

The Company incurred \$2.0 million and \$4.6 million of separation charges during 2015 and 2014, respectively.

(2) The charges relate to the resignation of the Company's former Chief Executive Officer, effective November 4, 2014. In connection with his resignation, the Company accelerated the vesting of 160,501 RSAs and 2,250,000 RSUs, resulting in \$4.4 million of additional non-cash compensation during 2014.

See further description of gain on deconsolidation of subsidiaries, net, gain on partial sale of equity method investment, goodwill and indefinite lived intangible impairment, stock-based compensation expense, restructuring and other special charges, and impairment of capitalized software costs in Notes 11, 12, 6, 2, 7, and 8 of the Company's financial statements included in Item 8 of this Annual Report on Form 10-K, respectively.

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The Year Ended December 31, 2014 Compared to the Year Ended December 31, 2013

Consolidated Revenue, Operating Expenses, Operating Income and Adjusted EBITDA

Consolidated revenue, operating expenses, operating (loss) income and Adjusted EBITDA are as follows (excluding discontinued operations) (dollars in thousands):

	The year ended December 31,				Increase (Decrease)	% Increase (Decrease)
	2014	% of Revenue	2013	% of Revenue		
Revenue	\$ 725,571	100.0	% \$ 763,935	100.0	% \$(38,364 )	(5.0 )%
Salaries and related	394,915	54.4	% 363,268	47.6	% 31,647	8.7 %
Office and general	201,442	27.8	% 199,773	26.2	% 1,669	0.8 %
Marketing and promotion	139,469	19.2	% 163,194	21.4	% (23,725 )	(14.5 )%
Restructuring and other special charges	—	—	% 19,995	2.6	% (19,995 )	na
Goodwill impairment	325,800	44.9	% —	—	% 325,800	na
Total operating expenses	1,061,626	146.3	% 746,230	97.7	% 315,396	42.3 %
Operating (loss) income	\$(336,055 )	(46.3 )%	\$ 17,705	2.3	% \$(353,760 )	(1,998.1 )%
Adjusted EBITDA	\$ 85,308	11.8	% \$ 122,809	16.1	% \$(37,501 )	(30.5 )%

Our consolidated revenue decreased by \$38.4 million (5.0%, 4.9% on a constant currency basis) in 2014 compared to 2013. Our Careers-North America segment experienced a \$18.0 million (3.5%) decrease primarily due to declines in the government vertical and our display advertising business. Internet Advertising & Fees revenue and operating results are now being reported within the Careers-North America segment. Our Careers-International segment decreased \$20.4 million (8.3%, 8.5% on a constant currency basis) due to the challenging economic environment in certain countries in Europe and Asia.

Salaries and related expenses increased \$31.6 million (8.7%, 8.9% on a constant currency basis), in 2014 compared to 2013. This increase in salaries and related expenses resulted primarily from increased regular salary costs resulting from headcount additions in the Company's quota-bearing sales force, charges associated with the resignation of our former Chief Executive Officer and President, effective November 4, 2014, as well as increased stock based compensation expense.

Office and general expenses remained relatively flat when comparing 2014 to 2013 on both an as-reported and constant currency basis.

Marketing and promotion expenses decreased \$23.7 million (14.5%, 14.7% on a constant currency basis) in 2014 compared to 2013. Beginning in 2012, the Company evolved its marketing approach to efficiently drive improved site traffic.

The Company incurred \$20.0 million of restructuring and other special charges in 2013, comprised primarily of costs associated with severance, exiting office facilities and other asset write downs as a result of our restructuring program which was announced in November 2012. No charges were incurred in 2014 relating to this program.

In the fourth quarter of 2014, primarily due to the decline of our market capitalization and the implications such decline had on the carrying value of our goodwill, management concluded that the carrying amount of goodwill exceeded its estimated fair value for its Careers-North America reporting unit. As a result, the Company recorded a pre-tax goodwill impairment charge of \$325.8 million during the fourth quarter of 2014. See Note 6 – Goodwill and Intangible Assets of the Company's financial statements included in Item 8 of this Annual Report on Form 10-K for details.

Our consolidated operating loss was \$336.1 million in 2014, compared to operating income of \$17.7 million in 2013, as a result of the factors discussed above.

Our consolidated Adjusted EBITDA was \$85.3 million in 2014, compared to \$122.8 million in 2013, as a result of the factors discussed above. See Reconciliation of Non-GAAP Financial Measures to GAAP Measures following the discussion of our results of operations for definitions and a reconciliation from our income (loss) from continuing operations to Adjusted EBITDA.



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## Careers-North America

The operating results of our Careers-North America segment were as follows (dollars in thousands):

	The year ended December 31,					
	2014	% of Revenue	2013	% of Revenue	Increase (Decrease)	% Increase (Decrease)
Revenue	\$500,949	100.0	% \$518,956	100.0	% \$(18,007 )	(3.5 )%
Salaries and related	223,637	44.6	% 205,766	39.6	% 17,871	8.7 %
Office and general	114,862	22.9	% 111,457	21.5	% 3,405	3.1 %
Marketing and promotion	83,568	16.7	% 102,354	19.7	% (18,786 )	(18.4 )%
Restructuring and other special charges	—	—	% 9,878	1.9	% (9,878 )	na
Goodwill impairment	325,800	65.0	% —	—	% 325,800	na
Total operating expenses	\$747,867	149.3	% \$429,455	82.8	% \$318,412	74.1 %
Operating (loss) income	\$(246,918 )	(49.3 )%	\$89,501	17.2	% \$(336,419 )	(375.9 )%

Our Careers—North America segment revenue decreased \$18.0 million (3.5%) in 2014 compared to 2013. The decrease in the Careers-North America segment is primarily due to declines in the government vertical, partially offset by increased business activity from our e-commerce, recruitment media, newspaper and staffing sectors. Internet Advertising & Fees revenue and operating results are now being reported within the Careers-North America segment. Salaries and related expenses increased \$17.9 million (8.7%) in 2014 compared to 2013. This increase in salaries and related expenses resulted primarily from \$11.6 million of increased regular salary costs resulting from headcount additions in the Company's quota-bearing sales force and other selective headcount additions as part of the new strategy, as well as \$1.4 million of increased stock based compensation expense.

Office and general expenses increased \$3.4 million (3.1%) in 2014 compared to 2013. This increase in office and general expenses resulted primarily from \$6.2 million in charges related to exited facilities, an increase of \$2.1 million resulting from additional costs to support our new product portfolio, and an impairment charge of \$1.0 million on an indefinite-lived intangible asset recognized in the fourth quarter of 2014. These increases were partially offset by \$5.4 million of decreased amortization expense resulting from the amortization period of certain intangible assets associated with a previous acquisition ending in the third quarter of 2013.

Marketing and promotion expenses decreased \$18.8 million (18.4%) in 2014 compared to 2013. Beginning in 2012, the Company evolved its marketing approach to efficiently drive improved site traffic. The Company believes that these investments and marketing initiatives have resulted in a build-up of relevant traffic to monster.com and our affiliate sites.

Our Careers-North America segment incurred \$9.9 million of restructuring and other special charges in 2013, comprised primarily of costs associated with severance, exiting office facilities and other asset write downs as a result of our restructuring program announced in November 2012. No charges were incurred in 2014 relating to this program.

In the fourth quarter of 2014, primarily due to the decline of our market capitalization and the implications such decline had on the carrying value of our goodwill, management concluded that the carrying amount of goodwill exceeded its estimated fair value for its Careers-North America reporting unit. As a result, the Company recorded a pre-tax goodwill impairment charge of \$325.8 million in our Careers-North America segment during the fourth quarter of 2014. See Note 5—Goodwill and Intangible Assets of the Company's financial statements included in Item 8 of this Annual Report on Form 10-K for details.

Our Careers—North America operating loss was \$246.9 million in 2014, compared to operating income of \$89.5 million in 2013, as a result of the factors described above.



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## Careers-International

The operating results of our Careers-International segment were as follows (excluding discontinued operations) (dollars in thousands):

	The year ended December 31,					
	2014	% of Revenue	2013	% of Revenue	Increase (Decrease)	% Increase (Decrease)
Revenue	\$224,622	100.0	% \$244,979	100.0	% \$(20,357 )	(8.3 )%
Salaries and related	137,090	61.0	% 135,233	55.2	% 1,857	1.4 %
Office and general	70,627	31.4	% 75,254	30.7	% (4,627 )	(6.1 )%
Marketing and promotion	55,793	24.8	% 60,708	24.8	% (4,915 )	(8.1 )%
Restructuring and other special charges	—	—	% 7,866	3.2	% (7,866 )	na
Total operating expenses	\$263,510	117.3	% \$279,061	113.9	% \$(15,551 )	(5.6 )%
Operating loss	\$(38,888 )	(17.3 )%	\$(34,082 )	(13.9 )%	\$(4,806 )	14.1 %

Our Careers—International segment revenue decreased \$20.4 million (8.3%, 8.5% on a constant currency basis) in 2014 compared to 2013 with Europe and Asia decreasing 7.9% and 10.6%, respectively (8.7% and 6.8% on a constant currency basis, respectively). The reductions within Europe related primarily to Germany and the Netherlands in addition to the Eastern European countries no longer being included in our consolidated results due to the new joint venture with Alma Media. In Asia, India showed improving results in the second half of 2014.

Salaries and related expenses increased \$1.9 million (1.4%, 1.2% on a constant currency basis) in 2014 compared to 2013. This increase in salaries and related expenses resulted primarily from increased stock based compensation expense.

Office and general expenses decreased \$4.6 million (6.1%, 6.9% on a constant currency basis) in 2014 compared to 2013. This decrease in office and general expenses resulted primarily from \$3.0 million of decreased depreciation expense.

Marketing and promotion expenses decreased \$4.9 million (8.1%, 9.1% on a constant currency basis) in 2014 compared to 2013. The Company continues to focus on targeted investments in key markets in Europe and Asia to drive site traffic and improve brand awareness.

Our Careers-International segment incurred \$7.9 million of restructuring and other special charges in 2013, comprised primarily of severance costs as a result of our restructuring program announced in November 2012. No charges were incurred in 2014 relating to this program.

Our Careers-International operating loss was \$38.9 million in 2014, compared to an operating loss of \$34.1 million in 2013, as a result of the factors discussed above.

## Interest and other, net

Interest and other, net, for the year ended December 31, 2014 and 2013 resulted in an expense of \$8.9 million and \$6.0 million, respectively. Interest and other, net, primarily relates to interest expense on the Company's outstanding debt, amortization of the debt discount on our 3.50% convertible senior notes due 2019, and interest income associated with the Company's various investments and foreign currency gains or losses.

## Gain on deconsolidation of subsidiaries, net

During the first quarter of 2014, the Company deconsolidated its subsidiaries in Poland, Hungary and the Czech Republic and recorded a net gain of \$11.8 million thereon. See Note 11 – Deconsolidation of Subsidiaries of the Company's financial statements included in Item 8 of this Annual Report on Form 10-K.

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## Income taxes

Income taxes were as follows (excluding discontinued operations) (dollars in thousands):

	The year ended December 31,			
	2014	2013	Change in Dollars	Percentage Change
(Loss) income before income taxes and income in equity interests	\$ (333,175 )	\$ 11,657	\$ (344,832 )	(2,958.2 )%
(Benefit from) provision for income taxes	\$ (39,782 )	\$ 19,268	\$ (59,050 )	(306.5 )%
Effective tax rate	11.9	% 165.3	%	

The provision for income taxes consists of provisions for federal, state and foreign income taxes. The Company operates globally with operations in the United States and various tax jurisdictions outside of the United States.

Accordingly our tax rate is a composite rate, reflecting the earnings and losses in the various tax jurisdictions and the applicable rates. The federal tax rate in the United States is 35%, and tax rates in foreign countries in which we do business vary from approximately 17% to 35%.

Our effective tax rates differ from the statutory rate due to the impact of state and local income taxes, certain nondeductible expenses, foreign earnings taxed at different tax rates, valuation allowances, the accrual of interest on tax liabilities, and certain other items, as described below, which in 2014 included impairment charges on goodwill that had no tax basis. Our business has experienced a shift in the relative proportion of revenue and income to the United States, and during both 2014 and 2013, the Company has incurred operating losses in certain international markets, particularly Europe. International corporate income tax rates are generally lower than the U.S. tax rates. The shift in the global mix of income towards less international income or increased international losses in countries with lower tax rates than the U.S. has contributed towards an increase in our overall effective tax rate.

Primarily as a result of weakness in certain international markets, the Company has in the past recorded valuation allowances on certain deferred tax assets for international tax net operating loss carryovers. In addition, in 2014 the Company has concluded that it needed to increase the valuation allowance by \$16.0 million due to lowered expectations for the utilization of U.S. foreign tax credit carryovers. The lowered expectations were driven by continued weakness in international markets and increased financing costs. Overall, the tax provision was increased by approximately \$25.0 million and \$5.2 million due to valuation allowances in the years ended December 31, 2014 and 2013, respectively.

In the fourth quarter of 2014, the Company recorded a pre-tax charge for impairment of goodwill in the amount of \$325.8 million. As a result, the Company recorded a deferred tax benefit of \$62.8 million with respect to the portion of impaired goodwill which is deductible for tax purposes. See Note 6 – Goodwill and Intangible Assets of the Company's financial statements included in Item 8 of this Annual Report on Form 10-K for discussion.

In addition, in 2014, the tax provision was increased by \$5.5 million on the \$11.8 million pre-tax gain related to the deconsolidation of our subsidiaries in Poland, Hungary and Czech Republic, and the formation of a new joint venture with Alma Media Corporation. See Note 11 – Deconsolidation of Subsidiaries of the Company's financial statements included in Item 8 of this Annual Report on Form 10-K for discussion.

In December 2013, the Company sold a 49.99% interest in JobKorea Ltd., its then wholly owned subsidiary in South Korea, to H&Q Korea for an aggregate purchase price of \$90.0 million. The transaction, which was accounted for as a sale of a noncontrolling interest, resulted in a sale for tax purposes. A tax provision of \$30.9 million was recorded as a result of the transaction of which \$12.7 million was charged to stockholder's equity and \$18.1 million was charged to the continuing operations tax provision. See Note 3 – Noncontrolling Interest of the Company's financial statements included in Item 8 of this Annual Report on Form 10-K for discussion.

Our future effective tax rates could be adversely affected by earnings being lower in countries where we have lower statutory rates, changes in the valuation of our deferred tax assets, or changes in tax laws or interpretations thereof. We may engage in internal restructurings or reorganizations in the future. We consider many factors when evaluating these transactions. These transactions may adversely impact our overall tax rate and result in additional cash tax payments. Our future tax rates may be adversely impacted if the Company has insufficient accumulated realized excess tax benefits from vested stock-based compensation such that future tax deficiencies caused by awards vesting

at prices below the original grant price are charged to the income tax provision. At December 31, 2014, the Company had no remaining accumulated excess realized tax benefits.

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Our filed tax returns are subject to examination by the United States Internal Revenue Service (“IRS”) and other tax authorities. The Company completed a tax examination with the IRS through the year 2011 in 2014. No material adjustments to reported income were made. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. During 2014, the Company recognized previously unrecognized tax positions of \$2.5 million, which on a net of tax basis favorably impacted the effective rate by \$1.1 million, primarily as a result of lapses of statutes of limitations. The Company also reversed accrued interest on unrecognized tax positions of \$1.5 million, which favorably impacted the effective rate by \$0.9 million. The tax matters reversed related primarily to allocation of income among jurisdictions.

## Loss in equity interests, net

Loss in equity interests, net, for the year ended December 31, 2014 and 2013 was \$0.1 million and \$0.9 million, respectively. Through January 3, 2014, the Company had a 25% equity investment in a company located in Finland. Effective January 3, 2014, the Company has a 15% equity investment in Alma Career Oy, a joint venture with Alma Media Corporation. On October 1, 2015, the Company exercised its option to increase ownership in Alma Career Oy, contributing cash of \$2.4 million, resulting in a 16.7% equity investment in the entity. See Note 11 – Deconsolidation of Subsidiaries and Note 12 - Investments of the Company’s financial statements included in Item 8 of this Annual Report on Form 10-K.

Through March 31, 2015, the Company had a 50% interest in a company in Australia. On March 31, 2015, the Company sold the majority of its interest, leaving the Company with a 10% interest. As a result, the Company no longer has the ability to exercise significant influence. Therefore, effective March 31, 2015, the 10% interest retained by the Company is being accounted for under the cost method. See Note 12 - Investments of the Company’s financial statements included in Item 8 of this Annual Report on Form 10-K.

## Net income attributable to noncontrolling interest

In December 2013, the Company sold a 49.99% interest in JobKorea, its then wholly owned subsidiary in South Korea, to H&Q Korea for an aggregate purchase price of \$90.0 million. Based on the terms of the agreement, since the Company maintained a controlling interest in the subsidiary, the Company continued to consolidate the results of JobKorea in its consolidated financial statements. On October 13, 2015, the Company sold its 50.01% ownership position in JobKorea to H&Q Korea. The noncontrolling interest’s share of net income was \$5.5 million and \$0.2 million for the year ended December 31, 2014 and 2013, respectively. See Note 3 – Noncontrolling Interest and Note 4 - Discontinued Operations of the Company’s financial statements included in Item 8 of this Annual Report on Form 10-K.

## Income from discontinued operations, net of tax

As discussed above, the Company sold its remaining 50.01% ownership position in JobKorea to H&Q Korea on October 13, 2015. Operating results for JobKorea, which had previously been reported in the Careers-International segment, and included in the Company’s consolidated statement of operations, have now been reclassified as discontinued operations for all periods presented. In addition to JobKorea, included in the results from discontinued operations in 2013 are the results of operations for Careers-China, Latin America and Turkey. There was no such loss recognized in 2014. For the year ended December 31, 2014 and 2013, the Company reported income from discontinued operations, net of tax, of \$9.7 million and \$8.2 million, respectively. See Note 4 - Discontinued Operations of the Company’s financial statements included in Item 8 of this Annual Report on Form 10-K.

## Net loss attributable to Monster Worldwide, Inc.

As a result of the factors discussed above, our consolidated net loss was \$283.8 million in 2014, compared to a net loss of \$0.3 million in 2013. Net loss attributable to Monster Worldwide, Inc. was \$289.3 million and \$0.5 million in 2014 and 2013, respectively.

## Diluted loss per share attributable to Monster Worldwide, Inc.

Diluted loss per share attributable to Monster Worldwide, Inc. was \$3.29 for the year ended December 31, 2014, compared to a loss per share of \$0 in 2013. Diluted loss per share from continuing operations was \$3.33 for the year ended December 31, 2014, compared to a loss per share from continuing operations of \$0.08 for the same period of 2013. Diluted weighted average shares outstanding for the year ended December 31, 2014 and 2013 was 88.0 million shares and 107.9 million shares, respectively.



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## Reconciliation of Non-GAAP Financial Measures to GAAP Measures

Adjusted EBITDA is defined as income (loss) from continuing operations or net income (loss), as applicable, before income (loss) in equity interests, net, (benefit from) provision for income taxes, interest and other, net, gain on deconsolidation of subsidiaries, net, gain on partial sale of equity method investment, depreciation and amortization, non-cash compensation expense, non-cash impairment charges, costs incurred with the Company's restructuring programs, charges related to exited facilities, acquisition related costs, and separation charges primarily associated with the resignation of our former Chief Executive Officer, effective November 4, 2014.

The Company considers Adjusted EBITDA to be an important indicator of its operational strength which the Company believes is useful to management and investors in evaluating its operating performance. Adjusted EBITDA is a Non-GAAP measure and may not be comparable to similarly titled measures reported by other companies. We do not consider Adjusted EBITDA in isolation or as an alternative to financial measures determined in accordance with GAAP. The principal limitation of Adjusted EBITDA is that it excludes certain expenses and income that are required by GAAP to be recorded in our consolidated financial statements. In addition, it is subject to inherent limitations as it reflects the exercise of judgment by management about which expenses and income are excluded or included in determining Adjusted EBITDA. In order to compensate for these limitations, management presents Adjusted EBITDA in connection with GAAP results.

A reconciliation of loss from continuing operations to Adjusted EBITDA is as follows (dollars in thousands):

	The year ended December 31,	
	2014	2013
Loss from continuing operations	\$(293,471	) \$(8,519
Loss in equity interests, net	78	908
(Provision for) benefit from income taxes	(39,782	) 19,268
Interest and other, net	8,948	6,048
Gain on deconsolidation of subsidiaries, net	(11,828	) —
Goodwill impairment	325,800	—
Depreciation expense	44,944	48,850
Stock based compensation expense	34,914	25,031
Amortization of intangibles	2,373	8,308
Impairment of indefinite-lived intangible	1,000	—
Restructuring non-cash expenses	—	5,315
Restructuring and other special charges, less non-cash items	—	14,680
Facilities costs <sup>(1)</sup>	7,729	—
Fees associated with strategic alternatives <sup>(2)</sup>	—	2,920
Separation charges <sup>(3)</sup>	4,603	—
Adjusted EBITDA	\$85,308	\$122,809

The Company incurred \$7.7 million of charges associated with exited facilities in 2014. The majority of these (1) charges related to facility charges associated with the consolidation of multiple offices into the Company's corporate headquarters in Weston, Massachusetts.

On March 1, 2012, the Company announced that it had resolved to explore strategic alternatives to maximize value (2) for the Company's stockholders. During 2013, the Company incurred \$2.9 million of costs related to the review of strategic alternatives.

The Company incurred \$4.6 million of separation charges during 2014. The charges primarily relate to the (3) resignation of the Company's former Chief Executive Officer, effective November 4, 2014. In addition, in connection with his resignation, the Company accelerated the vesting of 160,501 RSAs and 2,250,000 RSUs, resulting in \$4.4 million of additional non-cash compensation during 2014.

See further description of gain on deconsolidation of subsidiaries, net, goodwill and indefinite lived intangible impairment, stock-based compensation expense, and restructuring and other special charges in Notes 11, 6, 2 and 7 of the Company's financial statements included in Item 8 of this Annual Report on Form 10-K, respectively.



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## Financial Condition

The following table details our cash and cash equivalents (dollars in thousands):

	The year ended December 31,		Change in		
	2015	2014	Dollars	Percentage	
Cash and cash equivalents - continuing operations	\$ 167,915	\$ 72,030	\$ 95,885	133.1	%
Cash and cash equivalents - discontinued operations	—	22,267	(22,267)	(100.0)	%
Cash and cash equivalents	\$ 167,915	\$ 94,297	\$ 73,618	78.0	%
Percentage of total assets	14.5	% 7.7	%		

As of December 31, 2015, we had cash and cash equivalents of \$167.9 million compared to \$94.3 million as of December 31, 2014. Our increase in cash and cash equivalents of \$73.6 million in 2015 primarily resulted from \$73.8 million of cash provided by operating activities (including \$10.9 million of cash provided by operating activities related to discontinued operations), \$71.4 million of net proceeds from the sale of our 50.01% ownership position in JobKorea to H&Q Korea, \$9.1 million of cash received from the sale of a partial equity interest in CareerOne, partially offset by \$28.9 million of capital expenditures, \$8.7 million of tax withholdings related to vesting of stock awards, the repurchase of \$8.0 million of the Company's common stock, \$16.3 million of payments on borrowings on our term loan, an additional investment of \$2.4 million in Alma Career Oy, a \$10.0 million distribution paid to the minority shareholder in our former South Korean subsidiary, H&Q Korea, and a \$3.9 million unfavorable impact of currency on cash and cash equivalents.

## Cash Flows

Consolidated cash flows are as follows (dollars in thousands):

	The year ended December 31,		Change in		
	2015	2014	Dollars	Percentage	
Net cash provided by operating activities	\$ 73,763	\$ 82,755	\$ (8,992)	(10.9)	%
Net cash provided by (used for) investing activities	\$ 47,877	\$ (80,066)	\$ 127,943	159.8	%
Net cash (used for) provided by financing activities	\$ (44,146)	\$ 7,657	\$ (51,803)	(676.5)	%
Effects of exchange rates on cash	\$ (3,876)	\$ (4,630)	\$ 754	16.3	%

Cash provided by operating activities was \$73.8 million for the year ended December 31, 2015, a decrease of \$9.0 million from the \$82.8 million of cash provided by operating activities for the year ended December 31, 2014. This decrease resulted from decreased cash flows of \$7.5 million relating to working capital items and a decrease of \$1.5 million in net income when removing the impact of non-cash items and the gain of \$76.1 million on the sale of our remaining interest in JobKorea and the gain of \$8.8 million related to the sale of a partial equity interest in CareerOne. Included in cash provided by operating activities is \$10.9 million and \$11.8 million of cash provided by operating activities related to discontinued operations for the year ended December 31, 2015 and 2014, respectively.

Cash provided by investing activities was \$47.9 million for the year ended December 31, 2015, an increase of \$127.9 million from cash used for investing activities of \$80.1 million for the year ended December 31, 2014. This increase resulted primarily from \$71.4 million of net proceeds from the sale of our 50.01% ownership position in JobKorea to H&Q Korea in the fourth quarter of 2015, \$9.1 million of cash received in the first quarter of 2015 from the sale of a partial equity interest in CareerOne, decreased capital expenditures of \$10.9 million during 2015, \$27.0 million of payments for acquisitions, net of cash, in 2014, not incurred in 2015, \$4.1 million of reduced contributions in connection with our joint venture with Alma Media in 2015, and decreased payments for legal fees for defense of our patents of \$2.2 million in 2015. Included in cash provided by (used for) investing activities is \$0.2 million and \$0.5 million of cash used for investing activities related to discontinued operations for the year ended December 31, 2015 and 2014, respectively.



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Cash used for financing activities was \$44.1 million for the year ended December 31, 2015, an increase of \$51.8 million from cash provided by financing activities of \$7.7 million for the year ended December 31, 2014. This increase resulted primarily from decreased net new borrowings on our term loan and credit facilities of \$90.5 million after deducting fees, expenses and the cost of the capped call transactions from our sale of our 3.50% convertible senior notes in 2014, and \$7.0 million of increased distributions paid to the minority shareholder in our former South Korean subsidiary during 2015, partially offset by decreased share repurchases of \$44.1 million during 2015, and \$1.9 million of decreased tax withholdings related to vesting of stock awards in 2015.

### Liquidity and Capital Resources

Our principal capital requirements have been to fund (i) working capital; (ii) marketing and development of our Monster network; (iii) acquisitions, (iv) capital expenditures; and (v) share repurchases.

During recent periods we have met our liquidity needs primarily through funds provided by operating activities, borrowings under our credit facility and the issuance of convertible notes. We invest our excess cash predominantly in bank money market deposit accounts and bank time deposits that mature within three months of their origination date. We actively monitor the third-party depository institutions that hold our cash and cash equivalents. Our emphasis is primarily on safety of principal while secondarily maximizing yield on those funds. We can provide no assurances that access to our invested cash and cash equivalents will not be impacted by adverse conditions in the financial markets.

At any point in time we have funds in our operating accounts and customer accounts that are with third party financial institutions. These balances in the United States may exceed the Federal Deposit Insurance Corporation insurance limits. While we monitor the cash balances in our operating accounts and adjust the cash balances as appropriate, these cash balances could be impacted if the underlying financial institutions fail or could be subject to other adverse conditions in the financial markets.

We believe that our current cash and cash equivalents, revolving credit facility and cash we anticipate generating from operating activities will provide us with sufficient liquidity to satisfy our working capital needs, cash payments of our various restructuring costs, capital expenditures and meet our investment requirements and commitments through at least the next twelve months. Our cash generated from operating activities is subject to fluctuations in the global economy and overall hiring demand.

### Credit Facility

On October 31, 2014, the Company amended and restated the Second Amended Credit Agreement (the “Third Amended Credit Agreement”). The Third Amended Credit Agreement provides the Company with a \$100 million revolving credit facility and \$90 million term loan facility, providing for a total of \$190 million in credit available to the Company. The borrowings under the Third Amended Credit Agreement were used to satisfy the obligations under the Second Amended Credit Agreement in conjunction with the proceeds from the Notes (as defined below). Each of the revolving credit facility and the term loan facility matures on October 31, 2017. On February 5, 2015, the Company entered into an amendment of the Third Amended Credit Agreement to provide the Company with flexibility in connection with its “Reallocate to Accelerate” cost savings initiatives. The amendment provides that up to \$20 million of costs and restructuring charges incurred during the fiscal year ending December 31, 2015 will be added back to Consolidated EBITDA, a defined term in the Third Amended Credit Agreement, which is a component of the Consolidated Leverage Ratio (as defined) and the Consolidated Fixed Charge Coverage Ratio (as defined). The Company is required to make quarterly amortization payments on the outstanding principal amount of the term loans, with \$2.6 million payable on each of March 31, 2016, June 30, 2016, and September 30, 2016, \$3.1 million payable on each of December 31, 2016, March 31, 2017, June 30, 2017, and September 30, 2017, and the remaining balance of the term loan due at maturity. The borrowings under the Third Amended Credit Agreement were used to refinance the obligations under the Second Amended Credit Agreement and for general corporate purposes.

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Borrowings under the Third Amended Credit Agreement bear interest at a rate equal to either (i) the London Interbank Offered Rate (“LIBOR”) plus a margin ranging from 250 basis points to 325 basis points depending on the Consolidated Leverage Ratio as defined in the Third Amended Credit Agreement or upon the Company’s election (ii) the sum of (A) the highest of (1) the Agent’s prime rate, (2) the sum of 0.50% plus the overnight federal funds rate on such day or (3) LIBOR plus 1.0%, plus (B) a margin ranging from 150 basis points to 225 basis points depending on the Company’s Consolidated Leverage Ratio. In addition, the Company will be required to pay the following fees: (i) a fee on all outstanding amounts of letters of credit at a rate per annum ranging from 250 basis points to 325 basis points (depending on the Consolidated Leverage Ratio); and (ii) a commitment fee on the unused portion of the revolving credit facility at a rate per annum ranging from 35 basis points to 50 basis points (depending on the Consolidated Leverage Ratio).

The Third Amended Credit Agreement contains financial covenants requiring the Company to maintain: (i) a Consolidated Leverage Ratio of no more than 2.75 to 1.00, as of the end of each fiscal quarter ending after the Closing Date through the fiscal quarter ending March 31, 2015, and 2.50 to 1.00, as of the end of the fiscal quarter ending June 30, 2015, and each fiscal quarter ending thereafter; and (ii) a Consolidated Fixed Charge Coverage Ratio, as defined in the Third Amended Credit Agreement, of at least 1.50 to 1.00. The Third Amended Credit Agreement also contains various other negative covenants, including restrictions on incurring indebtedness, creating liens, mergers, dispositions of property, dividends and stock repurchases, acquisitions and other investments and entering into new lines of business. The Third Amended Credit Agreement also contains various affirmative covenants, including covenants relating to the delivery of financial statements and other financial information, maintenance of property, maintenance of insurance, maintenance of books and records, further assurances regarding collateral and compliance with environmental laws. The Third Amended Credit Agreement is secured by substantially all of the Company’s domestic assets, other than real estate and certain other excluded assets. As of December 31, 2015, the Company was in full compliance with its covenants.

At December 31, 2015, the utilized portion of this credit facility was \$71.4 million in borrowings on the term loan facility, \$0 borrowings on the revolving credit facility, and \$0.1 million in outstanding letters of credit. The portion of the term loan that is due within one year is \$10.8 million and is classified as short-term in the consolidated balance sheet. The remaining amount outstanding on the term loan is classified as long-term debt in the Company’s consolidated balance sheets. As of December 31, 2015, based on the maximum allowed consolidated leverage, \$99.9 million of the Company’s revolving credit facility was available under the Third Amended Credit Agreement.

**3.50% Convertible Senior Notes Due 2019**

On October 22, 2014, the Company consummated an offering of \$143.8 million aggregate principal amount of its 3.50% convertible senior notes due 2019 (the “Notes”), which includes \$18.8 million in aggregate principal amount of Notes sold pursuant to the over-allotment option that was previously granted to the initial purchasers of the Notes and exercised by the initial purchasers on October 21, 2014. In connection with the offering of the Notes, Monster entered into capped call transactions with an affiliate of one of the initial purchasers. The net proceeds were used to pay for the cost of the capped call transactions, and to repay in full the term loan and a portion of the revolving debt under the Second Amended Credit Agreement.

The Notes are unsecured, senior obligations of Monster, and interest is payable semi-annually at a rate of 3.50% per annum. The Notes will mature on October 15, 2019, unless converted or repurchased in accordance with their terms prior to such date. Prior to January 15, 2019, the Notes are convertible at the option of holders only upon the occurrence of specified events or during certain periods; thereafter, until the second scheduled trading day prior to maturity, the Notes will be convertible at the option of holders at any time.

The conversion rate for the Notes is initially 187.7405 shares per \$1,000 principal amount of the Notes, which is equivalent to an initial conversion price of approximately \$5.33 per share of Monster’s common stock (“Common Stock”), and is subject to adjustment in certain circumstances. In June 2015, Monster received stockholder approval to issue upon conversion of the Notes more than 19.99% of the outstanding shares of Common Stock. As a result of this approval, Monster now has the ability to settle conversions of the Notes by paying or delivering, as the case may be, cash, shares of Common Stock or a combination thereof, at its election. Monster does not have the right to redeem the Notes prior to maturity.

In accordance with ASC 470-20, Debt with Conversion and Other Options, the Notes were separated into debt and equity components and assigned a fair value. The value assigned to the debt component is the estimated fair value, as of the issuance date, of similar debt without the conversion feature. The difference between the cash proceeds and this estimated fair value represents the value which has been assigned to the equity component and recorded as a debt discount. The debt discount is being amortized using the effective interest method.

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The capped call transactions are expected generally to reduce potential dilution to the Common Stock and/or offset cash payments Monster would have to make in excess of the principal amount of any converted Notes in the event that the market price per share of Common Stock, as measured under the terms of the capped call transaction, is greater than the strike price of the capped call transaction, which will initially correspond to the conversion price of the Notes and be subject to anti-dilution adjustments substantially similar to those applicable to the conversion rate of the Notes. The cap price under the capped call transaction is initially \$7.035 per share, and is subject to certain adjustments under the terms of the capped call transaction. The capped call transactions have been included as a net reduction to additional paid-in capital within stockholders' equity in accordance with ASC 815-40, Derivatives and Hedging - Contracts in Entity's Own Equity.

See Note 14 – Long-Term Debt of the Company's financial statements included in Item 8 of this Annual Report on Form 10-K for additional information.

### Income Taxes

The Company maintains a significant portion of its cash outside the United States which is in subsidiaries for which the Company has asserted its earnings to be indefinitely reinvested in foreign operations. The Company evaluates its reinvestment assertions each reporting period. The Company has asserted to be indefinitely reinvested with respect to all foreign subsidiaries.

The amount of cash in subsidiaries offshore for which the Company maintains the indefinite reinvestment assertion at December 31, 2015 was approximately \$68.5 million. While we have not determined the total United States and foreign tax liabilities arising from repatriation of earnings from subsidiaries for which the indefinite reinvestment assertion is made, generally, if this cash were repatriated, a United States tax liability would be incurred for the excess of United States tax over local taxes paid, if any, on the portion characterized as a taxable dividend for United States tax purposes. Repatriations may also be subject to local country withholding taxes, depending on the country and form of repatriation. The Company reviewed its liquidity needs in the United States and does not presently intend to repatriate these funds where an indefinite reinvestment assertion has been made. In addition to cash expected from domestic operations, the Company can borrow from its credit facility in the United States should additional liquidity needs arise. We have borrowed funds domestically and continue to have the ability to borrow funds domestically at reasonable interest rates.

On October 13, 2015, the Company sold its remaining 50.01% ownership position in our South Korean subsidiary for KRW 101,010 million, or approximately \$85.0 million. All of the proceeds are held in the United States. See Note 4 – Discontinued Operations of the Company's financial statements included in Item 8 of this Annual Report on Form 10-K for additional information.

In 2015, the Company has received net tax refunds of \$1.5 million for domestic and international income taxes relating to our continuing operations. We expect to utilize our tax loss and tax credit carryovers to offset most cash tax obligations of our continuing operations in 2016. We expect to have cash tax liabilities in certain jurisdictions in which we pay taxes on a quarterly basis.

### Restructuring Activities

On February 10, 2015, the Company committed to take a series of cost savings initiatives to reduce costs globally while continuing to support the Company's "All the Jobs, All the People" strategy. The initiatives included a global workforce reduction of approximately 300 associates, lease exit costs, impairment of certain assets, and office and general expense controls. The Company recognized a pre-tax charge of \$32.8 million during 2015 as a result of these initiatives which includes \$4.9 million of non-cash charges, and does not expect to incur significant additional charges in future periods related to this program.

### Operating Lease Obligations

We have recorded significant charges and accruals relating to terminating certain operating lease obligations before the end of their terms once the Company no longer derives economic benefit from the lease. The liability is recognized and measured at its fair value when we determine that the cease use date has occurred and the fair value of the liability is determined based on the remaining lease rentals due, reduced by estimated sublease rental income that could be reasonably obtained for the property. The estimate of subsequent sublease rental income may change and

require future changes to the fair value of the liabilities for the lease obligations.

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## Acquisitions and Investments

We have, from time to time, made strategic acquisitions and partnerships to expand Monster's global footprint, establish strategic partnerships or to obtain technology that is complementary to our product offerings and strategy. We account for business combinations under the acquisition method of accounting which requires that assets acquired and liabilities assumed be recorded at their fair values on the date of a business combination. Our consolidated financial statements and results of operations reflect an acquired business from the completion date of an acquisition. Investments in which the Company does not have a controlling interest or is not the primary beneficiary, but has the ability to exert significant influence, are accounted for under the equity method of accounting.

## Share Repurchase Plan

On October 27, 2015, the Board of Directors of the Company authorized a share repurchase program of up to \$75.0 million. Under the share repurchase program, shares of common stock will be purchased on the open market or through privately negotiated transactions from time-to-time through October 27, 2017. The timing and amount of purchases will be based on a percentage of future generated free cash flow, and can be adjusted periodically. The share repurchase program does not obligate the Company to acquire any specific number of shares in any period, and may be modified, suspended, extended or discontinued at any time without prior notice. During the year ended December 31, 2015, the Company repurchased 1.3 million shares for a total of \$8.0 million, excluding commissions, at an average price of \$6.03 per share. The Company currently has \$67.0 million remaining under this repurchase program.

## Contractual Obligations

The commitments as of December 31, 2015 related to our continuing operations are as follows (dollars in thousands):

Contractual Obligations (Dollars in thousands)	Payment Due by Period				
	Total	Less Than 1 Year	1- 3 Years	3-5 Years	More Than 5 years
Operating leases	\$ 172,329	\$ 31,663	\$ 55,440	\$ 42,837	\$ 42,389
Purchase obligations - advertising, service and other contracts	29,565	18,187	7,845	3,533	—
Principal payments	215,181	10,792	60,639	143,750	—
Interest payments	26,341	8,305	17,941	95	—
Financing agreements - software and hardware	3,757	1,847	1,910	—	—
Total	\$ 447,173	\$ 70,794	\$ 143,775	\$ 190,215	\$ 42,389

In addition to the cash commitments above, we also have \$36.3 million of long-term income taxes payable, for which the timing of payment is not reasonably estimable given the many variables related to these liabilities. Please see Note 17 – Income Taxes of the Company's financial statements included in Item 8 of this Annual Report on Form 10-K for information related to long-term income taxes payable.

## Off-Balance Sheet Arrangements

Other than certain contractual obligations listed above, we do not have any off-balance sheet arrangements that have, or are reasonably likely to have, a material current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources. See Note 18 – Commitments of the Company's financial statements included in Item 8 of this Annual Report on Form 10-K for discussion.

## CRITICAL ACCOUNTING ESTIMATES

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). In connection with the preparation of our financial statements, we are required to make assumptions and estimates about future events, and apply judgments that affect the reported amounts of assets, liabilities, revenue, expenses and the related disclosures. We base our assumptions, estimates and judgments on historical experience, current trends and other factors that management believes to be relevant at the time our consolidated financial statements are prepared. On a regular basis, management reviews the accounting policies, assumptions, estimates and judgments to ensure that our financial statements are presented fairly and in accordance

with GAAP. However, because future events and their effects cannot be determined with certainty, actual results could differ from our assumptions and estimates, and such differences could be material.

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Our significant accounting policies are discussed in Note 1- Basis of Presentation and Significant Accounting Policies, of the Notes to Consolidated Financial Statements, included in Item 8, Financial Statements and Supplementary Data, of this Annual Report on Form 10-K. Management believes that the following accounting policies are the most critical to aid in fully understanding and evaluating our reported financial results, and they require management's most difficult, subjective or complex judgments, resulting from the need to make estimates about the effect of matters that are inherently uncertain. Management has reviewed these critical accounting estimates and related disclosures with the Audit Committee of our Board of Directors.

### Revenue Recognition and Accounts Receivable

The Company recognizes revenue on agreements in accordance with ASC 605, Revenue Recognition.

The Company primarily earns revenue from the placement of job postings on the websites within the Monster network, access to the Monster network's online resume and social profile databases, recruitment media services, applicant tracking services, online career-related solutions provided through a "Software as a Service" ("SaaS") offering and other career-related services.

Where appropriate, we recognize revenue in accordance with Accounting Standards Update ("ASU") No. 2009-13, Multiple-Deliverable Revenue Arrangements, which was effective January 1, 2011. The Company's revenue associated with multiple element contracts is based on the selling price hierarchy, which utilizes vendor-specific objective evidence or ("VSOE") when available, third-party evidence ("TPE") if VSOE is not available, and if neither is available then the best estimate of selling price is used. The Company utilizes VSOE in the majority of its multiple deliverable transactions. Under this accounting guidance, to treat elements in a multi-element arrangement as separate units of accounting, each element must have standalone value upon delivery. If the element has standalone value, the Company accounts for each element separately. In determining whether elements have standalone value, the Company considers the availability of the elements from other vendors, the nature of the elements, the timing of execution of contracts for customers and the contractual dependence of the element related to a customer's acceptance.

For duration based contracts, we recognize revenue at the time that job postings and related accessories are displayed on the Monster network websites, based upon customer usage patterns. Revenue earned from subscriptions to the Monster network's resume and social profile databases, applicant tracking services and other career-related services are recognized over the length of the underlying subscriptions, typically from two weeks to twelve months. The Company accounts for SaaS contracts as the services are being performed.

We recognize revenue for online advertising and performance based media as "impressions" are delivered. An "impression" is delivered when an advertisement appears in pages viewed by our users. We recognize revenue from the display of click-throughs on text based links as click-throughs occur. A click-through occurs when a user clicks on an advertiser's listing. Revenue from lead generation is recognized as leads are delivered to advertisers.

Unearned revenues are reported on the balance sheet as deferred revenue. We review accounts receivable for those that may potentially be uncollectible and any accounts receivable balances that are determined to be uncollectible are included in our allowance for doubtful accounts. After all attempts to collect a receivable have failed, the receivable is written off against the allowance.

### Fair Value Measurements

The carrying amounts reported in the consolidated balance sheets for cash and cash equivalents, accounts receivable, accounts payable, certain accrued expenses and other current liabilities approximate fair value because of the immediate or short-term maturity of these financial instruments. The Company's debt relates to its 3.50% convertible senior notes due 2019 and borrowings under its revolving credit facilities and term loan. Our borrowings under our credit facilities approximate fair value due to the debt bearing fluctuating market interest rates. The carrying amounts of the convertible senior notes approximate fair value giving effect for the term of those notes and the effective interest rates.

### Asset Impairment

Business Combinations, Goodwill and Intangible Assets. We account for business combinations in accordance with ASC 805, Business Combinations. The acquisition method of accounting requires that assets acquired and liabilities assumed be recorded at their fair values on the date of a business acquisition. Our consolidated financial statements and results of operations reflect an acquired business on the completion date of an acquisition.





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The Company tests the recorded amount of goodwill for recovery on an annual basis in the fourth quarter of each fiscal year. Goodwill is tested more frequently if indicators of impairment exist. The goodwill impairment test is performed at the reporting unit level. The Company has two reporting units which are equivalent to our two operating segments: Careers-North America and Careers-International.

In determining if goodwill is impaired, we estimate the fair value of the reporting unit and compare it to the carrying value of the assets and liabilities of that reporting unit. The Company determines the fair value of its reporting units using a weighting of fair values derived from the income approach and the market approach, depending on the availability of relevant market comparable information. Under the income approach, the Company calculates the fair value of a reporting unit based on the present value of estimated future cash flows. Cash flow projections are based on management's estimates of revenue growth rates and operating margins, taking into consideration industry and market conditions. The discount rate used is based on the weighted-average cost of capital adjusted for the relevant risk associated with business-specific characteristics and the uncertainty related to the business's ability to execute on the projected cash flows. Under the market approach, the Company estimates the fair value based on market multiples of cash flow and earnings derived from comparable publicly-traded companies with similar operating and investment characteristics as the reporting unit and considering a reasonable control premium. The weighting of the fair value derived from the market approach differs for each reporting unit depending on the level of comparability of these publicly-traded companies to the reporting unit. Due to the inherent uncertainty involved in making these estimates, actual results could differ from those estimates.

As a corroborative source of information, the Company reconciles the estimated fair values of its reporting units to within a reasonable range of its market capitalization, which includes an assumed control premium (an adjustment reflecting an estimated fair value on a control basis) to verify the reasonableness of the fair value of its reporting units obtained through the aforementioned methods. The control premium is estimated based upon control premiums observed in comparable market transactions. As none of our reporting units are publicly-traded, individual reporting unit fair value determinations do not directly correlate to the Company's stock price.

For the annual goodwill impairment test performed in the fourth quarter of 2015, the Careers-International reporting unit's fair value substantially exceeded its carrying value. For the Careers-North America reporting unit, the Company calculated, using a combination of an income and market approach, that the fair value would have to be at least 15% less than the computed amount to result in any goodwill impairment charges. The recorded amount of goodwill for the Careers-North America reporting unit was \$449.0 million as of December 31, 2015. The Company believes the inputs and assumptions used in determining the fair value of the Careers-North America reporting unit are reasonable.

In the fourth quarter of 2014, primarily due to the decline of our market capitalization and the implications such decline had on the carrying value of our goodwill, which resulted in higher discount rates applied to forecasted cash flows, we recorded a pre-tax goodwill impairment charge of \$325.8 million during the fourth quarter of 2014 in the Careers-North America reporting unit. On a net of tax basis, the charge was \$263.0 million after recognizing a tax benefit of \$62.8 million. See Note 6—Goodwill and Intangible Assets of the Company's financial statements included in Item 8 of this Annual Report on Form 10-K for details.

Other intangible assets primarily consist of the value of customer relationships, trade names, resume databases, trademarks and internet domains. Amortizable intangible assets are primarily being amortized on a basis that approximates economic use, over periods ranging from two to ten years.

Indefinite-lived intangible assets are primarily evaluated on an annual basis, generally in conjunction with the Company's evaluation of goodwill balances. In assessing fair value, we generally utilize a relief from royalty method. If the carrying value of the indefinite-lived intangible assets exceeds the fair value of the asset, the carrying value is written down to fair value in the period identified.

Long-lived assets. We review long-lived assets for impairment whenever events or changes in circumstances indicate that the related carrying amounts may not be recoverable. Determining whether an impairment has occurred typically requires various estimates and assumptions, including determining which cash flows are directly related to the potentially impaired asset, the useful life over which cash flows will occur, their amount and the asset's residual value, if any. In turn, measurement of an impairment loss requires a determination of fair value, which is based on the best information available. We use internal discounted cash flows estimates, quoted market prices when available and

independent appraisals, as appropriate, to determine fair value. We derive the required cash flow estimates from our historical experience and our internal business plans and apply an appropriate discount rate.

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### Income Taxes

We utilize the liability method of accounting for income taxes as set forth in ASC 740, Income Taxes. Under the liability method, deferred taxes are determined based on the temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in which the basis differences reverse. A valuation allowance is recorded when it is more likely than not that some of the deferred tax assets will not be realized. In evaluating our ability to recover our deferred tax assets within the jurisdictions from which they arise, we consider all available positive and negative evidence, including scheduled reversals of taxable temporary items, projected future taxable income, tax planning strategies and recent financial operations. Assumptions used in making this evaluation require significant judgment and are consistent with the plans and estimates we are using to manage the underlying business. When we determine that we are not able to realize our recorded deferred tax assets, an increase in the valuation allowance is recorded, decreasing earnings in the period in which such determination is made.

We assess our income tax positions and record tax benefits for all years subject to examination based upon our evaluation of the facts, circumstances and information available at the reporting date. For those tax positions where there is greater than 50% likelihood that a tax benefit will be sustained, we have recorded the largest amount of tax benefit that may potentially be realized upon ultimate resolution with a taxing authority that has full knowledge of all relevant information. For those income tax positions where there is a 50% or less likelihood that a tax benefit will be sustained, no tax benefit has been recognized in the financial statements.

### Stock-Based Compensation

We award stock options, non-vested stock, market-based non-vested stock and performance-based non-vested stock to employees, directors and executive officers. We account for stock-based compensation in accordance with ASC 718, Stock Compensation. In accordance with ASC 718, we use the fair-market value of the Company's Common Stock on the date the award is approved to measure fair value for service-based and performance-based awards, a Monte Carlo simulation model to determine both the fair value and requisite service period of market-based awards and the Black-Scholes option-pricing model to determine the fair value of stock option awards. Compensation expense for stock option awards and service-based awards is recognized ratably over the requisite service period. For market-based awards, compensation expense is recognized over the requisite service period as derived using a Monte Carlo simulation model. If an award includes both a market and performance or service condition, the requisite service period is adjusted in the event the market condition is satisfied prior to the end of the derived service period. For performance-based awards, compensation expense is recognized based on the probability of achieving the performance conditions associated with the respective shares, as determined by management.

### Restructuring and Other Operating Lease Obligations

We recognize a liability for costs to terminate an operating lease obligation before the end of its term when we no longer derive economic benefit from the lease. The liability is recognized and measured at its fair value when we determine that the cease use date has occurred. The fair value of the liability is determined based on the remaining lease rentals due, reduced by estimated sublease rental income that could be reasonably obtained for the property. The estimate of subsequent sublease rental income may change and require future changes to the fair value of the liabilities for the lease obligations.

### Equity Investments

Gains and losses in equity interest for the years ended December 31, 2015 and 2014, resulting from our equity method investments in Alma Career Oy and CareerOne Pty Limited, are based on unaudited financial information of those businesses. Although we do not anticipate material differences, audited results may differ.

On March 31, 2015, the Company sold the majority of its interest in CareerOne Pty Limited, leaving the Company with a 10% interest. As a result, the Company no longer has the ability to exercise significant influence. Therefore, effective March 31, 2015, the 10% interest retained by the Company is being accounted for under the cost method.

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Recently Issued Accounting Pronouncements

New accounting pronouncements are issued by the Financial Accounting Standards Board (“FASB”) or other standards setting bodies that we adopt according to the various timetables the FASB specifies. The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company’s results of operations, financial position or cash flows. As noted in Note 1 – Basis of Presentation and Significant Accounting Policies of the Notes to Consolidated Financial Statements, included in Item 8, Financial Statements and Supplementary Data, of this Annual Report on Form 10-K, the Company is currently assessing the potential impact of ASU No. 2014-09 which supersedes the revenue recognition guidance in ASC 605, Revenue Recognition, and ASU 2016-01, which revises the guidance in ASC 825-10, Recognition and Measurement of Financial Assets and Financial Liabilities, on the Company’s results of operations, financial position and cash flows.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Exchange Risk

During 2015, revenue from our international operations accounted for 31% of our consolidated revenue. Revenue and related expenses are generally denominated in the functional currencies of the local countries. Our primary foreign currencies are Euros, British Pounds, Swedish Krona, and Indian Rupees. The functional currency of our subsidiaries that either operate or support these websites is the same as the corresponding local currency. The results of operations of, and certain of our intercompany balances associated with, our internationally-focused websites are exposed to foreign exchange rate fluctuations. Upon consolidation, as exchange rates vary, revenue and other operating results may differ materially from expectations, and we may record significant gains or losses on the remeasurement of intercompany balances. The effect of the strengthening United States dollar in 2015 negatively impacted reported revenue by approximately \$31.7 million but had a positive impact of \$0.9 million on reported operating income when compared to 2014.

We have foreign exchange risk related to foreign-denominated cash, cash equivalents and marketable securities (“foreign funds”). Based on the balance of foreign funds at December 31, 2015 of \$67.9 million, an assumed 5%, 10% and 20% negative currency movement would result in fair value declines of \$3.4 million, \$6.8 million and \$13.6 million, respectively.

We use forward foreign exchange contracts as cash flow hedges to offset risks related to certain foreign currency transactions. These transactions primarily relate to non-functional currency denominated inter-company funding loans, non-functional currency denominated accounts receivable, non-functional currency denominated accounts payable and significant non-functional currency denominated transactions with third parties. We do not enter into derivative financial instruments for trading purposes.

The financial statements of our non-U.S. subsidiaries are translated into U.S. dollars using current rates of exchange, with gains or losses included in the cumulative translation adjustment account, a component of stockholders’ equity. During the year ended December 31, 2015, our cumulative translation adjustment account decreased \$7.3 million, primarily attributable to the foreign currency movements of the United States dollar against the Euro and Swedish Krona.

Interest Rate Risk

Credit Facilities

As of December 31, 2015, our debt was partly comprised of borrowings under our senior secured revolving credit facility and term loan facility. The credit facilities’ interest rates may be reset due to fluctuations in a market-based index, such as the federal funds rate, the London Interbank Offered Rate (LIBOR) or the administrative agent’s prime rate. Assuming the amount of borrowings provided for under our credit facilities was fully drawn during 2015, we would have had \$171.4 million outstanding under such facilities, and a hypothetical 1.00% (100 basis-point) change in the interest rate of our credit facilities would have changed our pre-tax earnings by approximately \$1.7 million for the year ended December 31, 2015. Assuming the amount of borrowings under our credit facilities was equal to the amount of outstanding borrowings on December 31, 2015, we would have had \$71.5 million of total usage and a hypothetical 1.00% (100 basis-point) change in the interest rate of our credit facilities would have changed our pre-tax earnings by approximately \$0.7 million for the year ended December 31, 2015. We do not manage the interest rate risk on our debt through the use of derivative instruments.



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Investment Portfolio

Our investment portfolio is comprised primarily of cash and cash equivalents and short-term investments in a variety of debt instruments of high quality issuers. We invest in bank money market deposit accounts, bank time deposits, top sovereign, regional, national and supra-national bank commercial paper, bankers' acceptances and government bills or promissory notes or bonds that mature within three months of their origination date. A hypothetical 1.00% (100 basis-point) change in interest rates applicable to our investment portfolio balance as of December 31, 2015 would have changed our annual pretax earnings by approximately \$1.6 million.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The following are the consolidated financial statements of Monster Worldwide, Inc. and its consolidated subsidiaries, which are filed as part of this report.

MONSTER WORLDWIDE, INC.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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<u>Report of Independent Registered Public Accounting Firm</u>	<u>46</u>
<u>Consolidated Balance Sheets</u>	<u>47</u>
<u>Consolidated Statements of Operations and Comprehensive Income (Loss)</u>	<u>48</u>
<u>Consolidated Statements of Stockholders' Equity</u>	<u>49</u>
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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders

Monster Worldwide, Inc.

New York, New York

We have audited the accompanying consolidated balance sheets of Monster Worldwide, Inc. (the “Company”) as of December 31, 2015 and 2014 and the related consolidated statements of operations and comprehensive income (loss), stockholders’ equity, and cash flows for each of the three years in the period ended December 31, 2015. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Monster Worldwide, Inc. at December 31, 2015 and 2014, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2015, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Monster Worldwide, Inc.’s internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated February 11, 2016 expressed an unqualified opinion thereon.

/s/ BDO USA, LLP

New York, New York

February 11, 2016

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MONSTER WORLDWIDE, INC.  
CONSOLIDATED BALANCE SHEETS  
(In thousands, except par values)

	December 31, 2015	December 31, 2014
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 167,915	\$ 72,030
Accounts receivable, net of allowance for doubtful accounts of \$4,096 and \$3,173, respectively	260,518	279,569
Prepaid and other	52,599	82,310
Current assets of discontinued operations	—	26,237
Total current assets	481,032	460,146
Goodwill	496,499	501,026
Property and equipment, net	110,143	117,191
Intangibles, net	27,874	30,169
Investment in unconsolidated affiliates	21,566	20,700
Other assets	22,795	43,138
Long-term assets of discontinued operations	—	44,781
Total assets	\$ 1,159,909	\$ 1,217,151
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable, accrued expenses and other	\$ 137,069	\$ 154,103
Deferred revenue	279,815	297,636
Current portion of long-term debt	10,792	9,563
Current liabilities of discontinued operations	—	8,012
Total current liabilities	427,676	469,314
Long-term income taxes payable	36,348	54,636
Long-term debt, net, less current portion	188,457	201,821
Other long-term liabilities	26,022	16,635
Total liabilities	678,503	742,406
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$.001 par value, authorized 800 shares; issued and outstanding: none	—	—
Common stock, \$.001 par value, authorized 1,500,000 shares; issued: 147,047 and 144,361 shares, respectively; outstanding: 89,297 and 87,936 shares, respectively	147	144
Class B common stock, \$.001 par value, authorized 39,000 shares; issued and outstanding: none	—	—
Additional paid-in capital	2,026,268	2,023,640
Accumulated deficit	(780,548	) (854,160 )
Accumulated other comprehensive income	1,926	9,245
Less: Treasury stock, at cost, 57,750 and 56,425 shares, respectively	(766,387	) (758,371 )
Total Monster Worldwide, Inc. stockholders' equity	481,406	420,498
Noncontrolling interest in subsidiary	—	54,247
Total stockholders' equity	481,406	474,745
Total liabilities and stockholders' equity	\$ 1,159,909	\$ 1,217,151
See accompanying notes.		



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## MONSTER WORLDWIDE, INC.

## CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

(In thousands, except per share amounts)

	The year ended December 31,		
	2015	2014	2013
Revenue	\$666,903	\$725,571	\$763,935
Salaries and related	325,875	394,915	363,268
Office and general	179,983	201,442	199,773
Marketing and promotion	119,177	139,469	163,194
Restructuring and other special charges	32,779	—	19,995
Goodwill impairment	—	325,800	—
Total operating expenses	657,814	1,061,626	746,230
Operating income (loss)	9,089	(336,055)	17,705
Gain on partial sale of equity method investment	8,849	—	—
Gain on deconsolidation of subsidiaries, net	—	11,828	—
Interest and other, net	(13,712)	(8,948)	(6,048)
Income (loss) before income taxes and income (loss) in equity interests	4,226	(333,175)	11,657
(Benefit from) provision for income taxes	(8,469)	(39,782)	19,268
Income (loss) in equity interests, net	465	(78)	(908)
Income (loss) from continuing operations	13,160	(293,471)	(8,519)
Income from discontinued operations, net of tax	64,513	9,664	8,230
Net income (loss)	\$77,673	\$(283,807)	\$(289)
Net income attributable to noncontrolling interest	4,061	5,482	193
Net income (loss) attributable to Monster Worldwide, Inc.	\$73,612	\$(289,289)	\$(482)
*Basic earnings (loss) per share attributable to Monster Worldwide, Inc.:			
Income (loss) from continuing operations	\$0.15	\$(3.33)	\$(0.08)
Income from discontinued operations, net of tax	0.67	0.05	0.08
Basic earnings (loss) per share attributable to Monster Worldwide, Inc.	\$0.82	\$(3.29)	\$—
*Diluted earnings (loss) per share attributable to Monster Worldwide, Inc.:			
Income (loss) from continuing operations	\$0.14	\$(3.33)	\$(0.08)
Income from discontinued operations, net of tax	0.64	0.05	0.07
Diluted earnings (loss) per share attributable to Monster Worldwide, Inc.	\$0.78	\$(3.29)	\$—
Weighted average shares outstanding:			
Basic	89,942	88,045	106,947
Diluted	94,867	88,045	107,913
Net income (loss)	\$77,673	\$(283,807)	\$(289)
Other comprehensive income (loss):			
Foreign currency translation adjustments, net	(7,219)	(56,811)	(23,859)
Comprehensive income (loss)	70,454	(340,618)	(24,148)
Comprehensive income attributable to noncontrolling interest	4,161	2,794	128
Comprehensive income (loss) attributable to Monster Worldwide, Inc.	\$66,293	\$(343,412)	\$(24,276)

\* Earnings (loss) per share may not add in certain periods due to rounding

See accompanying notes.

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MONSTER WORLDWIDE, INC.  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY  
(In thousands)

	Shares of Common Stock	Common Stock and Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Noncontrolling Interest in Subsidiary	Total Stockholders' Equity
Balance, January 1, 2013	139,837	\$1,956,400	\$(564,389)	\$87,162	\$(599,134)	\$—	\$880,039
Net (loss) income	—	—	(482)	—	—	193	(289)
Change in cumulative foreign currency translation adjustment	—	—	—	(23,794)	—	(65)	(23,859)
Repurchase of common stock	—	—	—	—	(107,167)	—	(107,167)
Tax withholdings related to net share settlements of restricted stock awards and units	(1,187)	(6,061)	—	—	—	—	(6,061)
Sale of noncontrolling interest	—	18,278	—	—	—	54,346	72,624
Tax provision for stock-based compensation	—	166	—	—	—	—	166
Stock based compensation- restricted stock	3,021	28,692	—	—	—	—	28,692
Balance, December 31, 2013	141,671	\$1,997,475	\$(564,871)	\$63,368	\$(706,301)	\$54,474	\$844,145
Net (loss) income	—	—	(289,289)	—	—	5,482	(283,807)
Change in cumulative foreign currency translation adjustment	—	—	—	(54,123)	—	(2,688)	(56,811)
Repurchase of common stock	—	—	—	—	(52,070)	—	(52,070)
Tax withholdings related to net share settlements of restricted stock awards and units	(2,043)	(10,508)	—	—	—	—	(10,508)
Equity component of convertible note issuance, net	—	18,766	—	—	—	—	18,766
Purchase of capped call	—	(16,531)	—	—	—	—	(16,531)
Cash dividend	—	—	—	—	—	(3,021)	(3,021)
Tax provision for stock-based compensation	—	(2,058)	—	—	—	—	(2,058)
Stock based compensation- restricted stock	4,733	36,640	—	—	—	—	36,640
Balance, December 31, 2014	144,361	\$2,023,784	\$(854,160)	\$9,245	\$(758,371)	\$54,247	\$474,745
Net income	—	—	73,612	—	—	4,061	77,673
Change in cumulative foreign currency translation adjustment	—	—	—	(7,319)	—	100	(7,219)
Tax withholdings related to net share settlements of restricted stock awards and units	(1,572)	(8,680)	—	—	—	—	(8,680)
Sale of remaining interest in subsidiary	—	—	—	—	—	(48,390)	(48,390)
Repurchase of common stock	—	—	—	—	(8,016)	—	(8,016)
Cash dividend	—	—	—	—	—	(10,018)	(10,018)
	4,258	11,311	—	—	—	—	11,311

Stock based

compensation- restricted stock

Balance, December 31, 2015	147,047	\$2,026,415	\$(780,548)	\$1,926	\$(766,387)	\$—	\$481,406
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See accompanying notes.

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MONSTER WORLDWIDE, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(In thousands)

	The year ended December 31,		
	2015	2014	2013
Cash flows provided by operating activities:			
Net income (loss)	\$77,673	\$(283,807)	\$(289)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	45,422	48,643	59,156
Provision for doubtful accounts	1,825	1,707	2,367
Stock-based compensation	11,782	35,357	25,391
(Income) loss in equity interests, net	(465)	) 78	908
Impairment of investment & other intangibles	—	2,070	—
Non-cash restructuring charges	4,916	—	5,315
Deferred income taxes	6,395	(43,418)	) 28,574
Gain on deconsolidation of subsidiaries	—	(13,647)	) —
Gain on partial sale of equity method investment	(8,849)	) —	—
Tax benefit from change in uncertain tax positions	—	—	(14,355)
Amount reclassified from accumulated other comprehensive income	3,589	1,819	(23,109)
Goodwill impairment	—	325,800	—
Excess income tax benefit from equity compensation plans	—	(199)	) (5,907)
Impairment of capitalized software costs	6,703	—	—
Gain from sale of remaining interest in subsidiary	(76,100)	) —	—
Changes in assets and liabilities, net of acquisitions:			
Accounts receivable	9,197	40,567	8,018
Prepaid and other	29,357	(12,508)	) 14,573
Deferred revenue	(9,416)	) (32,716)	) (22,189)
Accounts payable, accrued liabilities and other	(28,266)	) 13,009	(44,631)
Total adjustments	(3,910)	) 366,562	34,111
Net cash provided by operating activities	73,763	82,755	33,822
Cash flows provided by (used for) investing activities:			
Capital expenditures	(28,900)	) (39,843)	) (32,616)
Payments for acquisitions, net of cash acquired	—	(27,005)	) —
Investment in Alma Career Oy	(2,369)	) (6,516)	) —
Dividends received from equity investment and other	898	(2,163)	) (6,266)
Cash received from partial sale of equity method investment	9,128	—	—
Capitalized patent defense costs	(2,305)	) (4,539)	) —
Net proceeds from sale of remaining interest in subsidiary	71,425	—	—
Net cash provided by (used for) investing activities	47,877	(80,066)	) (38,882)
Cash flows (used for) provided by financing activities:			
Payments on borrowings on credit facilities	(32,100)	) (192,300)	) (91,599)
Proceeds from borrowings on credit facilities	32,100	146,400	69,500
Payments on borrowings on term loan	(16,318)	) (91,625)	) (6,875)
Proceeds from borrowings on term loan	—	90,000	—
Proceeds from issuance of convertible notes	—	143,750	—
Fees paid on the issuance of debt and purchase of capped call	(1,110)	) (23,111)	) —
Repurchase of common stock	(8,016)	) (52,070)	) (107,167)

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Tax withholdings related to net share settlements of restricted stock awards and units	(8,684	) (10,565	) (6,061	)
Excess income tax benefit from equity compensation plans	—	199	5,907	
Net proceeds from sale of noncontrolling interest	—	—	86,523	
Distribution paid to minority shareholder	(10,018	) (3,021	) —	
Net cash (used for) provided by financing activities	(44,146	) 7,657	(49,772	)
Effects of exchange rates on cash	(3,876	) (4,630	) (4,772	)
Net increase (decrease) in cash and cash equivalents	\$73,618	\$5,716	\$(59,604	)
Cash and cash equivalents from continuing operations, beginning of period	\$72,030	\$70,066	\$133,087	
Cash and cash equivalents from discontinued operations, beginning of period	22,267	18,515	15,098	
Cash and cash equivalents, beginning of period	\$94,297	\$88,581	\$148,185	
Cash and cash equivalents from continuing operations, end of period	\$167,915	\$72,030	\$70,066	
Cash and cash equivalents from discontinued operations, end of period	—	22,267	18,515	
Cash and cash equivalents, end of period	\$167,915	\$94,297	\$88,581	
See accompanying notes.				



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MONSTER WORLDWIDE, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands, except per share amounts)

1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

The Company

Monster Worldwide, Inc. (together with its consolidated subsidiaries, the “Company,” “Monster,” “Monster Worldwide,” “we,” “our” or “us”) has operations that consist of two reportable segments: Careers-North America and Careers-International. Revenue in the Company’s segments is primarily earned from the placement of job advertisements on the websites within the Monster network, access to the Monster network of online resume and social profile databases, recruitment media services and other career-related services. The Company’s segments provide online services to customers in a variety of industries throughout North America, Europe, and the Asia-Pacific region.

Prior to January 1, 2015, the Company reported a third reportable segment, Internet Advertising & Fees. Effective January 1, 2015, as a result of changes in Monster's internal management and reporting structure, operations of Internet Advertising & Fees are now included within the Careers-North America reportable segment. See Note 19 - Segment and Geographic Data.

In May 2014, Monster announced its “All the Jobs, All the People” strategy to drive the business and enhance its competitive position. Monster’s strategy focuses on adding massive scale to its business to expand its total addressable market and the value it can provide to customers through a variety of new products, technologies and business models to successfully connect more people with more jobs.

Basis of Presentation

The consolidated financial statements include the accounts of the Company and all of its wholly-owned and majority-owned subsidiaries. Investments in which the Company does not have a controlling interest or is not the primary beneficiary, but has the ability to exert significant influence, are accounted for under the equity method of accounting. All inter-company accounts and transactions have been eliminated in consolidation. The noncontrolling interest in our former South Korean subsidiary is recorded net of tax as Net income attributable to noncontrolling interest. In October 2015, the Company sold its remaining ownership position in its South Korean subsidiary. See Note 4 - Discontinued Operations for additional details. We have reclassified certain amounts previously reported in our financial statements to conform to the current presentation, including amounts related to discontinued operations. Unless noted otherwise, discussions in these notes pertain to our continuing operations.

Use of Estimates

The preparation of the accompanying consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions about future events. These estimates and the underlying assumptions affect the reported amounts of assets and liabilities and revenues and expenses. These estimates include, among others, allowances for doubtful accounts, fair value of financial assets and liabilities, net realizable values on long-lived assets and deferred tax assets and liabilities, certain accrued expense accounts, deferred revenue, goodwill, revenue recognition and forfeitures associated with stock-based compensation. Actual results could differ from those estimates.

Revenue Recognition

The Company recognizes revenue on agreements in accordance with Accounting Standards Codification (“ASC”) ASC 605, Revenue Recognition.

The Company primarily earns revenue from the placement of job postings on the websites within the Monster network, access to the Monster network’s online resume and social profile databases, recruitment media services, applicant tracking services, online career-related solutions provided through a “Software as a Service” (“SaaS”) offering and other career-related services.

Where appropriate, we recognize revenue in accordance with Accounting Standards Update (“ASU”) No. 2009-13, Multiple-Deliverable Revenue Arrangements. The Company’s revenue associated with multiple element contracts is based on the selling price hierarchy, which utilizes vendor-specific objective evidence or (“VSOE”) when available, third-party evidence (“TPE”) if VSOE is not available, and if neither is available then the best estimate of selling price is

used. The Company utilizes VSOE in the majority of its multiple deliverable transactions. Under this accounting guidance, to treat elements in a multi-element arrangement as separate units of accounting, each element must have standalone value upon delivery. If the element has

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standalone value, the Company accounts for each element separately. In determining whether elements have standalone value, the Company considers the availability of the elements from other vendors, the nature of the elements, the timing of execution of contracts for customers and the contractual dependence of the element related to a customer's acceptance.

For duration based contracts, we recognize revenue at the time that job postings and related accessories are displayed on the Monster network websites, based upon customer usage patterns. Revenue earned from subscriptions to the Monster network's resume and social profile databases, applicant tracking services and other career-related services are recognized over the length of the underlying subscriptions, typically from two weeks to twelve months. The Company accounts for SaaS contracts as the services are being performed.

We recognize revenue for online advertising and performance based media as "impressions" are delivered. An "impression" is delivered when an advertisement appears in pages viewed by our users. We recognize revenue from the display of click-throughs on text based links as click-throughs occur. A click-through occurs when a user clicks on an advertiser's listing. Revenue from lead generation is recognized as leads are delivered to advertisers.

Unearned revenues are reported on the balance sheet as deferred revenue. We review accounts receivable for those that may potentially be uncollectible and any accounts receivable balances that are determined to be uncollectible are included in our allowance for doubtful accounts. After all attempts to collect a receivable have failed, the receivable is written off against the allowance.

### Business Combinations

We account for business combinations in accordance with ASC 805, Business Combinations. The acquisition method of accounting requires that assets acquired and liabilities assumed be recorded at their fair values on the date of a business combination. Our consolidated financial statements and results of operations reflect an acquired business from the completion date of an acquisition. See Note 5 – Business Combinations.

### Discontinued Operations

The Company accounts for business dispositions and its businesses held for sale in accordance with ASC 205-20, Discontinued Operations. ASC 205-20 requires the results of operations of business dispositions to be segregated from continuing operations and reflected as discontinued operations in current and prior periods. See Note 4 – Discontinued Operations.

### Marketing and Promotion

Advertising production costs are recorded as expense the first time an advertisement appears. Costs of communicating advertising are recorded as expense as advertising space or airtime is used. All other advertising costs are expensed as incurred.

### Concentrations of Risk

Financial instruments that potentially subject the Company to concentrations of credit risk are primarily cash and cash equivalents and accounts receivable. Cash and cash equivalents are maintained with several financial institutions. Deposits held with banks may exceed the amount of insurance provided on such deposits. Generally these deposits may be redeemed upon demand. The Company performs continuing credit evaluations of its customers, maintains allowances for potential credit losses and does not require collateral. The Company makes judgments as to its ability to collect outstanding receivables based primarily on management's evaluation of the customer's financial condition, past collection history and overall aging of the receivables. Historically, such losses have been within management's expectations. The Company has not experienced significant losses related to receivables from individual customers or groups of customers in any particular industry or geographic area.

### Cash and Cash Equivalents

Cash and cash equivalents, which primarily consist of bank deposits, are stated at cost, which approximates fair value. For financial statement presentation purposes, the Company considers all highly liquid investments having original maturities of three months or less to be cash equivalents. Outstanding checks in excess of account balances, typically payroll and other contractual obligations disbursed on or near the last day of a reporting period, are reported as current liabilities in the accompanying consolidated balance sheets.



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## Accounts Receivable

The Company's accounts receivable primarily consist of trade receivables. Management reviews accounts receivable regularly to determine if any receivables will potentially be uncollectible. The Company includes any accounts receivable balances that are determined to be uncollectible in its allowance for doubtful accounts. After all attempts to collect a receivable have failed, the receivable is written off against the allowance. Based on the information available, the Company believes its allowance for doubtful accounts as of December 31, 2015 and 2014 are adequate. However, actual write-offs could exceed the recorded allowance. Excluding discontinued operations, the activity in the allowance for doubtful accounts is as follows:

Year Ended December 31,	Beginning Balance	Charged to Expense	Write-Offs and Other	Ending Balance
2015	\$3,173	\$1,791	\$(868)	) \$4,096
2014	\$3,841	\$1,681	\$(2,349)	) \$3,173
2013	\$4,540	\$2,351	\$(3,050)	) \$3,841

## Property and Equipment

Computer and communications equipment, furniture and equipment and capitalized software costs are stated at cost and are depreciated using the straight-line method over the estimated useful lives of the assets, generally three to ten years. Leasehold improvements are stated at cost and amortized using the straight-line method, over their estimated useful lives, or the lease term, whichever is shorter.

## Internal Use Software and Website Development Costs

In accordance with ASC 350-40, Internal-Use Software, the Company capitalizes costs to purchase or internally develop software for internal use, as well as costs incurred to design, develop, test and implement enhancements to its website. These costs are included in property and equipment with an estimated useful life of five years. Capitalized costs are evaluated for impairment when events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss would be recognized when estimated undiscounted future cash flows expected to result from the use of these assets and their eventual disposition are less than their carrying amounts. The Company recorded an impairment charge of \$6,703 related to capitalized software costs during the fourth quarter of 2015.

## Patent Defense Costs

The Company capitalizes legal costs incurred in the defense of the Company's patents when it is believed that the future economic benefit of the patent will be maintained or increased and a successful defense is probable. Capitalized patent defense costs are amortized over the remaining expected life of the related patent. The Company's assessment of future economic benefit or a successful defense of its patents involves considerable management judgment, and a different conclusion or outcome of litigation could result in a material impairment charge up to the carrying value of these assets. During the years ended December 31, 2015 and 2014, the Company capitalized \$2,305 and \$4,539 of legal fees associated with the defense of its patents, respectively.

## Goodwill and Intangible Assets

The Company evaluates its goodwill and indefinite lived intangible assets for impairment in accordance with ASC 350, Intangibles – Goodwill and Other. Goodwill is recorded when the purchase price paid for an acquisition exceeds the estimated fair value of the net identified tangible and intangible assets acquired.

The Company tests the recorded amount of goodwill for recovery on an annual basis in the fourth quarter of each fiscal year. Goodwill is tested more frequently if indicators of impairment exist. The goodwill impairment test is performed at the reporting unit level. The Company has two reporting units which are equivalent to our two operating segments: Careers-North America and Careers-International.

In determining if goodwill is impaired, we estimate the fair value of the reporting unit and compare it to the carrying value of the assets and liabilities of that reporting unit. The Company determines the fair value of its reporting units using a weighting of fair values derived from the income approach and the market approach, depending on the availability of relevant market comparable information. Under the income approach, the Company calculates the fair value of a reporting unit based on the



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present value of estimated future cash flows. Cash flow projections are based on management's estimates of revenue growth rates and operating margins, taking into consideration industry and market conditions. The discount rate used is based on the weighted-average cost of capital adjusted for the relevant risk associated with business-specific characteristics and the uncertainty related to the business's ability to execute on the projected cash flows. Under the market approach, the Company estimates the fair value based on market multiples of cash flow and earnings derived from comparable publicly-traded companies with similar operating and investment characteristics as the reporting unit and considering a reasonable control premium. The weighting of the fair value derived from the market approach differs for each reporting unit depending on the level of comparability of these publicly-traded companies to the reporting unit. Due to the inherent uncertainty involved in making these estimates, actual results could differ from those estimates.

As a corroborative source of information, the Company reconciles the estimated aggregate fair values of its reporting units to within a reasonable range of its market capitalization, which includes an assumed control premium (an adjustment reflecting an estimated fair value on a control basis), to verify the reasonableness of the fair value of its reporting units obtained through the aforementioned methods. The control premium is estimated based upon control premiums observed in comparable market transactions. As none of our reporting units are publicly-traded, individual reporting unit fair value determinations do not directly correlate to the Company's stock price. See Note 6 - Goodwill and Intangible Assets.

Other intangible assets primarily consist of the value of customer relationships, trade names, resume databases, trademarks and internet domains. Amortizable intangible assets are primarily being amortized on a basis that approximates economic use, over periods ranging from two to ten years.

Indefinite-lived intangible assets are primarily evaluated on an annual basis, generally in conjunction with the Company's evaluation of goodwill balances. In assessing fair value, we generally utilize a relief from royalty method. If the carrying value of the indefinite-lived intangible assets exceeds the fair value of the asset, the carrying value is written down to fair value in the period identified. As of December 31, 2015, there were no impairment indicators present.

### Long-Lived Assets

Long-lived assets, other than goodwill and indefinite lived intangible assets, are evaluated for impairment when events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. An impairment loss would be recognized when estimated undiscounted future cash flows expected to result from the use of these assets and their eventual disposition are less than their carrying amounts.

### Foreign Currency Translation and Transactions

The financial position and results of operations of the Company's foreign subsidiaries are determined using local currency as the functional currency. Assets and liabilities of these subsidiaries are translated at the exchange rate in effect at each year-end. Income statement accounts are translated at the average rate of exchange prevailing during the year. Translation adjustments arising from the use of differing exchange rates from period to period are included in accumulated other comprehensive income, a component of stockholders' equity. Gains and losses resulting from other foreign currency transactions, including forward foreign exchange contracts, are included in interest and other, net. Comprehensive income (loss) is defined to include all changes in equity except those resulting from investments by owners and distributions to owners. The Company's items of other comprehensive income (loss) are foreign currency translation adjustments, which relate to investments that are permanent in nature, net of applicable income taxes. To the extent that such amounts relate to investments that are permanent in nature, no adjustments for income taxes are made.

The Company uses forward foreign exchange contracts as economic cash flow hedges to offset risks related to foreign currency transactions. These transactions primarily relate to non-functional currency denominated inter-company funding loans, non-functional currency inter-company accounts receivable and significant non-functional currency denominated transactions with third parties. The Company does not trade derivative financial instruments for speculative purposes. See Note 13 – Financial Derivative Instruments.





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### Income Taxes

We utilize the liability method of accounting for income taxes as set forth in ASC 740, Income Taxes. Under the liability method, deferred taxes are determined based on the temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in which the basis differences reverse. A valuation allowance is recorded when it is more likely than not that some of the deferred tax assets will not be realized. In evaluating our ability to recover our deferred tax assets within the jurisdictions from which they arise, we consider all available positive and negative evidence, including scheduled reversals of taxable temporary items, projected future taxable income, tax planning strategies and recent financial operations.

Assumptions used in making this evaluation require significant judgment and are consistent with the plans and estimates we are using to manage the underlying business. When we determine that we are not able to realize our recorded deferred tax assets, an increase in the valuation allowance is recorded, decreasing earnings in the period in which such determination is made.

We assess our income tax positions and record tax benefits for all years subject to examination based upon our evaluation of the facts, circumstances and information available at the reporting date. For those tax positions where there is greater than 50% likelihood that a tax benefit will be sustained, we have recorded the largest amount of tax benefit that may potentially be realized upon ultimate resolution with a taxing authority that has full knowledge of all relevant information. For those income tax positions where there is a 50% or less likelihood that a tax benefit will be sustained, no tax benefit has been recognized in the financial statements.

### Stock-Based Compensation

We award stock options, non-vested stock, market-based non-vested stock and performance-based non-vested stock to employees, directors and executive officers. We account for stock-based compensation in accordance with ASC 718, Stock Compensation. In accordance with ASC 718, we use the fair-market value of the Company's common stock on the date the award is approved to measure fair value for service-based and performance-based awards, a Monte Carlo simulation model to determine both the fair value and requisite service period of market-based awards and the Black-Scholes option-pricing model to determine the fair value of stock option awards. Compensation expense for stock option awards and service-based awards is recognized ratably over the requisite service period. For market-based awards, compensation expense is recognized over the requisite service period as derived using a Monte Carlo simulation model. If an award includes both a market and performance or service condition, the requisite service period is adjusted in the event the market condition is satisfied prior to the end of the derived service period. For performance-based awards, compensation expense is recognized based on the probability of achieving the performance conditions associated with the respective shares, as determined by management.

### Restructuring and Other Special Charges

The Company accounts for restructuring activities in accordance with ASC 420, Exit or Disposal Cost Obligations. Under the guidance, for the cost of restructuring activities that do not constitute a discontinued operation, the liability for the current and fair value of expected future costs associated with such restructuring activity shall be recognized in the period in which the liability is incurred. We segregate the costs of restructuring activities taken pursuant to a management approved restructuring plan.

### Operating Lease Obligations

We recognize a liability for costs to terminate an operating lease obligation before the end of its term when we no longer derive economic benefit from the lease. The liability is recognized and measured at its fair value when we determine that the cease use date has occurred and the fair value of the liability is determined based on the remaining lease rentals due, reduced by estimated sublease rental income that could be reasonably obtained for the property. The estimate of subsequent sublease rental income may change and require future changes to the fair value of the liabilities for the lease obligations.

### Earnings (Loss) Per Share Attributable to Monster Worldwide, Inc.

Basic earnings (loss) per share is calculated using the Company's weighted-average outstanding common shares. When the effects are dilutive, diluted earnings (loss) per share is calculated using the weighted-average outstanding common shares, participating securities and the dilutive effect of all other stock-based compensation awards as determined under the treasury stock method. Certain stock options and stock issuable under employee compensation plans were

excluded from the computation of diluted (loss) earnings per share due to their anti-dilutive effect.

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In connection with the pricing of the Notes, Monster entered into a capped call transaction which increases the effective conversion price of the Notes, and is designed to reduce potential dilution upon conversion of the Notes. Since the beneficial impact of the capped call is anti-dilutive, it is excluded from the calculation of earnings per share. See Note 14 - Long-Term Debt for additional details.

A reconciliation of shares used in calculating basic and diluted earnings per share is as follows (shares in thousands):

	The year ended December 31,		
	2015	2014	2013
Basic weighted-average shares outstanding	89,942	88,045	106,947
Impact of stock options and non-vested stock under employee compensation plans <sup>(1)</sup>	948	—	966
Impact of 3.50% convertible senior notes due 2019 <sup>(2)</sup>	3,977	—	—
Diluted weighted-average shares outstanding	94,867	88,045	107,913
Weighted-average anti-dilutive common stock equivalents - stock options and non-vested stock under employee compensation plans	675	6,937	5,337

(1) For periods in which losses are presented, dilutive earnings per share calculations do not differ from basic earnings per share because the effects of any potential common stock equivalents are anti-dilutive and therefore not included in the calculation of dilutive earnings per share. For the year ended December 31, 2014, those potential shares totaled approximately 3,046,000 which are included in the weighted average anti-dilutive common stock equivalents above, in addition to approximately 3,891,000 of out of the money anti-dilutive common stock equivalents for the year ended December 31, 2014.

(2) On October 22, 2014, the Company consummated an offering of its 3.50% convertible senior notes due 2019 (the “Notes”). Under the treasury stock method, the Notes will generally have a dilutive impact on earnings per share if the Company’s average stock price for the period exceeds approximately \$5.33 per share of Monster’s common stock, the conversion price of the Notes. For the year ended December 31, 2015, the average stock price of Monster’s common stock was \$6.25 resulting in a potential dilutive impact of approximately 3,977,000 shares. For the period from the consummation of the offering of the Notes through December 31, 2014, the conversion feature of the Notes was anti-dilutive.

**Recently Issued Accounting Pronouncements**

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, which supersedes the revenue recognition guidance in Accounting Standard Codification (“ASC”) 605, Revenue Recognition. The new guidance clarifies the principles for recognizing revenue and develops a common revenue standard for U.S. GAAP and International Financial Reporting Standards. The standard outlines a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers and supersedes the most current revenue recognition guidance. In July 2015, the FASB approved a one-year deferral of the effective date of this ASU. With this deferral, the amended guidance is effective retrospectively for reporting periods (interim and annual) beginning after December 15, 2017. We are currently assessing the potential impact of this ASU on our consolidated financial position and results of operations.

In April 2015, the FASB issued ASU No. 2015-03, which revises the guidance in ASC 835, Interest, to require debt issuance costs be presented as a direct deduction from the corresponding debt liability, consistent with the presentation of debt discounts or premiums. The ASU does not affect the recognition and measurement of debt issuance costs. The guidance is to be applied retrospectively, and is effective for reporting periods (interim and annual) beginning after December 15, 2015, for public companies, and is considered a change in accounting principle. Early adoption is permitted. The implementation of this ASU is not expected to have a material impact on our consolidated financial position or results of operations.

In August 2015, the FASB issued ASU No. 2015-15, which clarifies the treatment of debt issuance costs from line-of-credit arrangements after the adoption of ASU No. 2015-03. The ASU clarifies that the SEC staff would not object to an entity deferring and presenting debt issuance costs related to a line-of-credit arrangement as an asset and

subsequently amortizing the deferred debt issuance costs ratably over the term of such arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. The implementation of this ASU is not expected to have a material impact on our consolidated financial position or results of operations.

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In November 2015, the FASB issued ASU 2015-17, which revises the guidance in ASC 740, Income Taxes, to simplify the presentation of deferred income taxes and require that deferred tax liabilities and assets be classified as non-current in the statement of financial position. The guidance is to be applied either prospectively or retrospectively, and is effective for reporting periods (interim and annual) beginning after December 15, 2016 for public companies. Early adoption is permitted. The implementation of this ASU is not expected to have a material impact on our consolidated financial position or results of operations.

In January 2016, the FASB issued ASU 2016-01, which revises the guidance in ASC 825-10, Recognition and Measurement of Financial Assets and Financial Liabilities, and provides guidance for the recognition, measurement, presentation, and disclosure of financial assets and liabilities. The guidance is effective for reporting periods (interim and annual) beginning after December 15, 2017, for public companies. We are currently assessing the potential impact of this ASU on our consolidated financial position and results of operations.

**2. STOCK-BASED COMPENSATION**

The Company awards non-vested stock to employees, directors and executive officers in the form of Restricted Stock Awards (“RSAs”) and Restricted Stock Units (“RSUs”), market-based RSAs and RSUs, performance-based RSAs and RSUs and stock options. The Compensation Committee of the Company’s Board of Directors approves stock-based compensation awards for all employees and executive officers of the Company. The Corporate Governance and Nominating Committee of the Company’s Board of Directors approves stock-based compensation awards for all non-employee directors of the Company. The Company uses the fair-market value of the Company’s common stock on the date the award is approved to measure fair value for service-based and performance-based awards, a Monte Carlo simulation model to determine both the fair value and requisite service period of market-based awards and the Black-Scholes option-pricing model to determine the fair value of stock option awards. The Company presents as a financing activity in the consolidated statement of cash flows the benefits of tax deductions in excess of the tax-effected compensation of the related stock-based awards for the options exercised and vested RSAs and RSUs. The Company recognized pre-tax compensation expense, excluding discontinued operations, in the consolidated statements of operations related to stock-based compensation as follows:

	The year ended December 31,		
	2015	2014	2013
Non-vested stock, included in salaries and related	\$ 11,673	\$ 34,914	\$ 25,031

Effective November 4, 2014, Salvatore Iannuzzi resigned as Chief Executive Officer and President of the Company. In connection with his resignation, the Company accelerated the vesting of 160,501 RSAs and 2,250,000 RSUs, resulting in \$4,354 of additional non-cash compensation during the year ended December 31, 2014.

As of December 31, 2015, the Company has issued the following types of equity awards under its 2008 Equity Incentive Plan, as amended and restated:

**Restricted Stock**

The Company, from time to time, enters into separate non-vested share-based payment arrangements with employees, executives and directors. The Company grants RSUs that are subject to continued employment and vesting conditions, but do not have dividend or voting rights. The Company also grants RSAs that are subject to continued employment and vesting conditions, have voting rights, but do not have dividend rights. Directors of the Company receive automatic RSAs or RSUs which are measured using the fair market value of the Company’s Common Stock on the date of the grant. The Company also grants market-based RSAs and RSUs that vest contingent on meeting certain stock price targets within a specified time period, and performance-based RSAs and RSUs that vest contingent on meeting specific financial results within a specified time period.

Excluding discontinued operations, the tax benefits recognized on the non-vested stock-based compensation expenses were \$3,660, \$12,154, and \$7,430 for the years ended December 31, 2015, 2014 and 2013, respectively. In the event that stock-based compensation vests at a price below the original grant date price, the recognized tax benefits will not be realized. Such tax benefit deficiencies may be charged to equity to the extent of accumulated excess realized tax benefits. At December 31, 2015,



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the Company has no remaining accumulated excess realized tax benefits. In the event that stock-based compensation vests at a price below the original grant date, the tax benefit deficiencies will be charged to the tax provision.

**Service-Based Awards** – During 2015, the Company granted an aggregate of 999,384 service-based RSUs to approximately 26 employees, executive officers and directors of the Company. The RSUs vest in various increments on the anniversaries of the individual grant dates, through December 8, 2019, subject to the recipient's continued employment or service through each applicable vesting date. The Company did not grant RSAs in 2015.

Compensation expense for service-based awards is recognized ratably over the requisite service period, net of estimated forfeitures.

During 2014, the Company granted an aggregate of 581,915 service-based RSUs to approximately 250 employees, executive officers and directors of the Company. The RSUs vest in various increments on the anniversaries of the individual grant dates, through December 9, 2018, subject to the recipient's continued employment or service through each applicable vesting date. The Company did not grant RSAs in 2014.

During 2013, the Company granted an aggregate of 1,212,848 and 286,500 service-based RSAs and RSUs, respectively, to approximately 75 employees, executive officers and directors of the Company. The RSAs and RSUs vest in various increments on the anniversaries of the individual grant dates, through December 10, 2017, subject to the recipient's continued employment or service through each applicable vesting date.

**Market-Based Awards** – During 2015, the Company granted 400,000 market-based RSUs to 3 employees that will vest contingent on meeting certain stock price targets within five years of the grant date. The market-based RSUs vest in four tranches, with each tranche equaling 25% of the award, if, and when, certain stock price targets are achieved and maintained for a specified period, subject to the recipient's continued employment and service through the one year anniversary of the target stock price being achieved. Compensation expense for market-based awards is recognized over the requisite service period as derived using a Monte Carlo simulation model, net of estimated forfeitures. The requisite service period is adjusted in the event the market condition is satisfied prior to the end of the derived service period. No market based RSAs were granted in 2015, and no market-based awards were granted during 2014.

During 2013, the Company granted 5,340,390 market-based RSUs to approximately 450 employees that will vest contingent on meeting certain stock price targets within five years of the grant date. The market-based RSUs vest in four tranches, with each tranche equaling 25% of the award, if, and when, certain stock price targets are achieved and maintained for a specified period, subject to the recipient's continued employment and service through the one year anniversary of the target stock price being achieved. No market based RSAs were granted in 2013.

**Performance-Based Awards** – During 2015, the Company granted 350,000 RSUs to 2 employees, subject to certain specified performance-based conditions. Compensation expense is recognized based on the probability of achieving the performance conditions associated with the respective shares, as determined by management, net of estimated forfeitures. During 2014, the Company granted 35,000 RSUs to 2 employees, and during 2013, the Company granted 3,067,200 RSUs to approximately 1,100 employees, subject to certain specified performance-based conditions. No performance-based RSAs were granted in 2015, 2014 or 2013.

As of December 31, 2015, the unrecognized compensation expense related to non-vested stock was \$11,187 which is expected to be recognized over a weighted-average period of 1.8 years.

The Company's non-vested stock activity is as follows (shares in thousands):

	The year ended December 31,					
	2015		2014		2013	
	Shares	Weighted Average Fair Value at Grant Date	Shares	Weighted Average Fair Value at Grant Date	Shares	Weighted Average Fair Value at Grant Date
Non-vested at beginning of period	8,554	\$4.85	13,142	\$5.58	7,639	\$10.01
Granted RSAs	—	\$—	—	\$—	1,213	\$4.72
Granted RSUs	1,749	\$5.29	617	\$5.58	8,694	\$4.15
Forfeited	(1,556)	) \$4.82	(472)	) \$5.41	(1,386)	) \$10.93
Vested	(4,176)	) \$4.93	(4,733)	) \$7.11	(3,018)	) \$5.10

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Non-vested at end of period	4,571	\$4.95	8,554	\$4.85	13,142	\$5.58
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On May 15, 2015, the Company issued a total of 82,257 shares of our common stock to an employee and a consultant in consideration for services under an employment agreement and a consulting agreement entered into as part of a prior business combination. The securities were issued pursuant to the exemption contained in Section 4(a)(2) of the Securities Act of 1933, as amended.

In connection with the Company's corporate restructuring programs, the Company accelerated the vesting of 418,333 RSAs and RSUs to two former executives in the second quarter of 2013, the expense of which is recorded in restructuring and discontinued operations.

**Stock Options**

The Company's stock option activity is as follows (shares in thousands):

	The year ended December 31,		2014		2013	
	2015		2014		2013	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Outstanding as of the beginning of the period	146	\$ 32.32	928	\$ 29.68	1,029	\$ 29.04
Exercised	—	\$ —	—	\$ —	—	\$ —
Forfeited/expired/cancelled	(85	) \$ 31.17	(782	) \$ 29.02	(101	) \$ 23.27
Outstanding at end of the period	61	\$ 33.94	146	\$ 32.32	928	\$ 29.68
Options exercisable at end of period	61	\$ 33.94	146	\$ 32.32	928	\$ 29.68
Aggregate intrinsic value of options exercised during the period	\$ —		\$ —		\$ —	

Aggregate intrinsic value is calculated as the difference between the closing market price of the Company's common stock as of each exercise date and the exercise price of the underlying options. The Company has not granted any stock options subsequent to 2008 and all options were fully expensed prior to January 1, 2014.

**3. NONCONTROLLING INTEREST**

In December 2013, the Company sold a 49.99% interest in JobKorea Ltd. ("JobKorea"), its then-wholly owned subsidiary in South Korea, to H&Q Korea for an aggregate purchase price of \$90,000. H&Q Korea, an affiliate of H&Q Asia Pacific, is a pioneer in the development of Korea's private equity industry and one of the top private equity managers in the country. Based on the terms of the agreement, Monster maintained a controlling interest in the subsidiary and, accordingly, continued to consolidate the results of JobKorea in its consolidated financial statements. The Company incurred transaction costs of approximately \$3,500 related to the 2013 agreement with H&Q Korea, which were recorded within stockholders' equity on the Company's consolidated balance sheets. See Note 17 – Income Taxes for discussion on the tax impact of the 2013 transaction. In the fourth quarter of 2015, the Company sold its remaining 50.01% ownership position in JobKorea to H&Q Korea. See Note 4 - Discontinued Operations for additional details. The noncontrolling interest's share of stockholders' equity in JobKorea Ltd. is reflected as Noncontrolling interest in the Company's consolidated balance sheets and was \$0 and \$54,247 as of December 31, 2015 and 2014, respectively. During the years ended December 31, 2015 and 2014, a cash distribution of \$10,018 and \$3,021, respectively, was declared and paid by JobKorea to both Monster and H&Q Korea. The noncontrolling interest's share of net income was \$4,061 and \$5,482 for the years ended December 31, 2015 and December 31, 2014, respectively.

**4. DISCONTINUED OPERATIONS**

In December 2013, H&Q Korea acquired 49.99% of JobKorea from Monster and since that time the two companies have worked in partnership in managing the business (see Note 3 - Noncontrolling Interest for additional details). On September 28, 2015, the Company entered into an agreement to sell its 50.01% ownership position in JobKorea to

H&Q Korea for KRW 101 billion, or approximately \$85,000. The transaction closed on October 13, 2015 and is consistent with Monster's continued strategy of unlocking value and sharpening its focus on the Company's core online recruitment platform. The Company

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recorded a net gain on the disposal of the business, including transaction fees and expenses, of \$76,100 (\$57,389 after-tax) which is included in income from discontinued operations in the table below. At October 13, 2015, there was a net accumulated unrealized currency translation loss of \$3,589 related to the net assets of JobKorea which was recorded as income from discontinued operations as a result of the disposal. The Company does not expect to incur significant additional charges in future periods relating to JobKorea.

Operating results for JobKorea, which had previously been reported in the Careers-International segment, and included in the Company's consolidated statement of operations, have now been reclassified as discontinued operations for all periods presented. Summarized results of our discontinued operations related to JobKorea are as follows:

	The year ended December 31,		
	2015	2014	2013
Revenue	\$ 37,619	\$ 44,441	\$ 43,645
Income from discontinued operations, before tax	\$ 86,787	\$ 14,155	\$ 15,765
Income tax expense <sup>(1)</sup>	(22,274	) (4,491	) (3,737
Income from discontinued operations, net of tax	64,513	9,664	12,028
Less: income from discontinued operations attributable to noncontrolling interest, net of tax	4,061	5,482	193
Income from discontinued operations attributable to Monster Worldwide, Inc., net of tax	\$ 60,452	\$ 4,182	\$ 11,835

Income tax expense related to the discontinued operation includes tax of JobKorea in addition to allocated (1) corporate tax for all periods presented. Income tax expense in 2015 includes \$18,711 of tax recognized on the gain on disposal of JobKorea.

There were no assets or liabilities of discontinued operations as of December 31, 2015. The major classes of assets and liabilities of discontinued operations as of December 31, 2014 are related to JobKorea, and are presented in the following table.

	December 31,
	2014
Cash and cash equivalents	\$ 22,267
Accounts receivable, net of doubtful accounts of \$122	2,954
Property and equipment, net	2,538
Goodwill	39,595
Prepaid and other assets	3,664
Total assets of discontinued operations	\$ 71,018
Accounts payable, accrued expenses and other liabilities	\$ 4,924
Deferred revenue	3,088
Total liabilities of discontinued operations	\$ 8,012

During the third quarter of 2012, as part of the Company's review of strategic alternatives, the Company made the decision to sell its Careers-China business. The sale of the Careers-China business to Saongroup, Ltd. ("Saongroup") was completed on February 5, 2013. The Company received a 10% minority interest in the combined Chinese business of Saongroup which is being accounted for under the cost method with an estimated fair value of zero based on available information. The Company recorded a loss from discontinued operations related to Careers-China, net of tax, of \$1,724 in the year ended December 31, 2013.

During the fourth quarter of 2012, the Company made the strategic decision to discontinue operations in Latin America and Turkey. All of the Latin America and Turkey business operations were discontinued on or before December 31, 2012. The Company recorded a loss from discontinued operations related to Latin America and Turkey, net of tax, of \$2,074 in the year ended December 31, 2013.



Table of Contents**5. BUSINESS COMBINATIONS**

In the first quarter of 2014, the Company's Careers-North America segment purchased TalentBin, Inc., a social profile talent search engine, and Gozaik LLC, a developer of social jobs aggregation and distribution technology. Aggregate consideration for the acquisitions was \$27,005 in cash, net of cash acquired, with \$1,750 of the consideration in escrow. The Company recorded \$25,061 of goodwill, \$907 of deferred tax assets, \$1,740 of purchased technology, \$730 of other intangibles, \$249 of other assets and \$1,482 of liabilities related to the acquisitions. Of the goodwill recorded, approximately \$10,500 will be deductible for tax purposes.

**6. GOODWILL AND INTANGIBLE ASSETS**

The Company tests the recorded amount of goodwill for recovery on an annual basis in the fourth quarter of each fiscal year. Goodwill is tested more frequently if indicators of impairment exist. The goodwill impairment test is performed at the reporting unit level. Prior to January 1, 2015, the Company had three reporting units which were equivalent to its three operating segments: Careers-North America, Careers-International, and Internet Advertising & Fees. Effective January 1, 2015, as a result of changes in its internal management and reporting structure, operations of Internet Advertising & Fees are now included within the Careers-North America operating segment. Following the segment change, the Company has two reporting units which are equivalent to its two operating segments: Careers-North America and Careers-International. All prior periods were adjusted to reflect the change.

In determining if goodwill is impaired, we estimate the fair value of the reporting unit and compare it to the carrying value of the assets and liabilities of that reporting unit. The Company determines the fair value of its reporting units using a weighting of fair values derived from the income approach and the market approach, depending on the availability of relevant market comparable information. Under the income approach, the Company calculates the fair value of a reporting unit based on the present value of estimated future cash flows. Cash flow projections are based on management's estimates of revenue growth rates and operating margins, taking into consideration industry and market conditions. The discount rate used is based on the weighted-average cost of capital adjusted for the relevant risk associated with business-specific characteristics and the uncertainty related to the business's ability to execute on the projected cash flows. Under the market approach, the Company estimates the fair value based on market multiples of cash flows and earnings derived from comparable publicly-traded companies with similar operating and investment characteristics as the reporting unit and considering a reasonable control premium. The weighting of the fair value derived from the market approach differs for each reporting unit depending on the level of comparability of these publicly-traded companies to the reporting unit. Due to the inherent uncertainty involved in making these estimates, actual results could differ from those estimates.

As a corroborative source of information, the Company reconciles the estimated aggregate fair values of its reporting units to within a reasonable range of its market capitalization, which includes an assumed control premium (an adjustment reflecting an estimated fair value on a control basis), to verify the reasonableness of the fair value of its reporting units obtained through the aforementioned methods. The control premium is estimated based upon control premiums observed in comparable market transactions. As none of our reporting units are publicly-traded, individual reporting unit fair value determinations do not directly correlate to the Company's stock price. We monitor changes in our share price to ensure that our reconciled market capitalization continues to exceed or is not significantly below the carrying value of our net assets. In the event that our reconciled market capitalization does decline below its book value, we consider the length and severity of the decline and the reason for the decline when assessing whether potential goodwill impairment exists. Further, if a reporting unit does not appear to be achieving the projected growth plan used in determining its fair value, we will reevaluate the reporting unit for potential goodwill impairment based on revised projections, as available.

For the annual goodwill impairment test performed in the fourth quarter of 2015, the Careers-International reporting unit's fair value substantially exceeded its carrying value. For the Careers-North America reporting unit, the Company calculated, using a combination of an income and market approach, that the fair value would have to be at least 15% less than the computed amount to result in any goodwill impairment charges. The recorded amount of goodwill for the Careers-North America reporting unit was \$448,965 as of December 31, 2015. The Company believes the inputs and assumptions used in determining the fair value of the Careers-North America reporting unit are reasonable.

In the fourth quarter of 2014, primarily due to the decline of our market capitalization and the implications such decline had on the carrying value of our goodwill, which resulted in higher discount rates applied to forecasted cash flows, management concluded that there were circumstances evident which indicated the fair value of our reporting units could be below their carrying amounts. With the assistance of a third party valuation firm, the Company completed the first step of the impairment evaluation process in comparing the fair value of its reporting units to their respective carrying values. The Careers-International reporting unit had a fair value that substantially exceeded its carrying value. The Careers-North America reporting

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unit had carrying values which exceeded its fair value and therefore, the Company was required to complete the second step of the impairment evaluation for this reporting unit.

The second step of the impairment evaluation calculates the implied fair value of the goodwill, which is compared to the carrying value of goodwill. The implied fair value of goodwill is calculated by valuing all identifiable assets and liabilities of the reporting unit with potential impairment, as indicated in step one, at the hypothetical fair value, assuming the reporting unit had been acquired in a business combination. The excess fair value of the reporting unit over the fair value of their identifiable assets and liabilities is the implied fair value of goodwill. Based upon the calculation of the implied fair value of goodwill, it was determined that the carrying value of goodwill exceeded the implied fair value of goodwill for the Careers-North America reporting unit, therefore the Company recorded a pre-tax goodwill impairment charge of \$325,800 during the fourth quarter of 2014. On a net of tax basis, the charge was \$263,047 after recognizing a tax benefit of \$62,753. See Note 17 – Income Taxes for discussion on the tax impact of the impairment charge.

A summary of changes in goodwill by reportable segment, excluding discontinued operations related to JobKorea (See Note 4 - Discontinued Operations), are as follows:

	Careers-North America	Careers-International	Total
Balance as of December 31, 2014:			
Goodwill	\$ 774,765	\$ 314,711	\$ 1,089,476
Accumulated impairment losses	(325,800)	) (262,650)	) (588,450)
Net goodwill as of December 31, 2014	448,965	52,061	501,026
Translation and other adjustments, net	—	(4,527)	) (4,527)
Balance as of December 31, 2015:			
Goodwill	774,765	310,184	1,084,949
Accumulated impairment losses	(325,800)	) (262,650)	) (588,450)
Net goodwill as of December 31, 2015	\$ 448,965	\$ 47,534	\$ 496,499

The Company's intangible assets, excluding the assets of the discontinued operations, consisted of the following:

	December 31, 2015		December 31, 2014		Weighted Average Amortization Period (Years)
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization	
Customer relationships	\$ 40,512	\$(39,786)	) \$ 41,479	\$ (40,500)	) 2
Trademarks/Internet domains	14,134	—	14,297	—	Indefinite lived
Trade Names	7,966	(3,565)	) 7,786	(2,181)	) 2
Patents	8,970	(1,450)	) 8,428	(584)	) 5
Other	30,275	(29,182)	) 31,179	(29,735)	) 1
Total	\$ 101,857	\$(73,983)	) \$ 103,169	\$ (73,000)	)

The Company recorded amortization expense, excluding discontinued operations, of \$2,672, \$2,373 and \$8,308 relating to its intangible assets for the years ended December 31, 2015, 2014 and 2013, respectively. In addition, the Company recorded an impairment charge of \$1,000 on an indefinite-lived intangible asset in the fourth quarter of 2014.

Based on the carrying value of identified intangible assets recorded as of December 31, 2015, and assuming no subsequent impairment of the underlying assets, the estimated annual amortization expense for the next five years is as follows:

	2016	2017	2018	2019	2020
Estimated amortization expense	\$ 2,687	\$ 2,678	\$ 2,581	\$ 1,768	\$ 909

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## 7. RESTRUCTURING AND OTHER SPECIAL CHARGES

## Reallocate to Accelerate

On February 10, 2015, the Company committed to take a series of cost savings initiatives to reduce costs globally while continuing to support the Company's strategy. The initiatives included a global workforce reduction of approximately 300 associates (excluding discontinued operations), lease exit costs, impairment of certain assets, and office and general expense controls. The Company does not expect to incur significant additional charges in future periods related to this program. The following table displays a roll forward of the restructuring and other special charges and related liability balances associated with the "Reallocate to Accelerate" program:

	Accrual at December 31, 2014	Expense	Cash Payments	Non-Cash Utilization	Accrual at December 31, 2015
Workforce reduction	\$—	\$20,498	\$(16,189)	) \$—	\$4,309
Consolidation of office facilities	—	6,043	(1,276)	) —	4,767
Impairment of assets	—	4,916	—	(4,916)	) —
Other costs and professional fees	—	1,322	(677)	) —	645
Total	\$—	\$32,779	\$(18,142)	) \$(4,916)	) \$9,721

## November 2012 Restructuring

On November 8, 2012, the Company announced actions designed to concentrate resources on core businesses within North America and key European and Asian markets with increased spending in marketing and sales. The actions subsequently included (i) the sale of the Careers-China business which was completed on February 5, 2013, (ii) the exiting of the business operations in Latin America and Turkey and (iii) a strategic restructuring inclusive of a reduction in force of approximately 400 associates in North America and Europe (excluding discontinued operations), office consolidations and impairment of certain assets. See Note 4 - Discontinued Operations, for more information relating to the sale of the Careers-China business and the exiting of our businesses in Latin America and Turkey. During the year ended December 31, 2013, the Company incurred costs of \$9,645 related to workforce reduction, \$6,028 relating to consolidation of office facilities, \$3,494 of impairment of assets, and \$828 of other costs and professional fees pertaining to this restructuring program. No costs were incurred in the years ended December 31, 2015 and 2014 relating to the November 2012 restructuring program.

## 8. PROPERTY AND EQUIPMENT, NET

The Company's property, equipment and accumulated depreciation balances, excluding assets of discontinued operations, are as follows:

	December 31, 2015	December 31, 2014
Capitalized software costs	\$ 178,146	\$ 209,007
Furniture and equipment	15,632	15,464
Leasehold improvements	35,846	40,103
Computer and communications equipment	152,563	152,722
	382,187	417,296
Less: accumulated depreciation	272,044	300,105
Property and equipment, net	\$ 110,143	\$ 117,191

Internally developed software costs capitalized were \$30,333, \$28,024, and \$24,901 for the years ended December 31, 2015, 2014 and 2013, respectively, and are included in property and equipment, net in the Company's consolidated balance sheets.

Depreciation expense, excluding discontinued operations, was \$41,718, \$44,944 and \$48,850 for the years ended December 31, 2015, 2014 and 2013, respectively. During the fourth quarter of 2015, the Company recorded an impairment charge of \$6,703 related to capitalized software costs. During the first quarter of 2014, the Company vacated, and wrote off assets associated with, its office facilities in Maynard, Massachusetts and Cambridge, Massachusetts and moved in to our corporate headquarters in Weston, Massachusetts.





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## 9. FAIR VALUE MEASUREMENT

The Company values its assets and liabilities using the methods of fair value as described in ASC 820, Fair Value Measurements and Disclosures. ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. The three levels of fair value hierarchy are described below:

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

Level 2 - Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Inputs that are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible, and considers counterparty credit risk in its assessment of fair value. Observable or market inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's assumptions based on the best information available. There have been no transfers of assets or liabilities between the fair value measurement classifications in the year ended December 31, 2015.

The Company has certain assets and liabilities that are required to be recorded at fair value on a recurring basis in accordance with accounting principles generally accepted in the United States. The following table summarizes those assets and liabilities measured at fair value on a recurring basis as of December 31, 2015:

	December 31, 2015			
	Level 1	Level 2	Level 3	Total
Assets:				
Bank time deposits	\$—	\$ 33,791	\$—	\$ 33,791
Foreign exchange contracts	—	86	—	86
Total Assets	\$—	\$ 33,877	\$—	\$ 33,877
Liabilities:				
Foreign exchange contracts	\$—	\$ 65	\$—	\$ 65
Lease exit liabilities	—	—	10,171	10,171
Total Liabilities	—	65	10,171	10,236

The following table summarizes those assets and liabilities measured at fair value on a recurring basis as of December 31, 2014:

	December 31, 2014			
	Level 1	Level 2	Level 3	Total
Assets:				
Bank time deposits	\$—	\$ 60,553	\$—	\$ 60,553
Foreign exchange contracts	—	74	—	74
Total Assets	\$—	\$ 60,627	\$—	\$ 60,627
Liabilities:				
Foreign exchange contracts	\$—	\$ 265	\$—	\$ 265
Lease exit liabilities	—	—	8,515	8,515
Total Liabilities	\$—	\$ 265	\$ 8,515	\$ 8,780

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We recognize a liability for costs to terminate an operating lease obligation before the end of its term when we no longer derive economic benefit from the lease. The lease exit liabilities within the Level 3 tier relate to vacated facilities associated with previously discontinued operations, restructuring activities of the Company and consolidation of office facilities and are recorded in accrued expenses and other current liabilities in the consolidated balance sheets. The liability is recognized and measured based on a discounted cash flow model when the cease use date has occurred. The fair value of the liability is determined based on the remaining lease rentals due, reduced by estimated sublease rental income that could be reasonably obtained for the property. In the first quarter of 2015, as part of its "Reallocate to Accelerate" program, the Company vacated space in its Bedford, Massachusetts location (see Note 7 - Restructuring and Other Special Charges). In the first quarter of 2014, the Company vacated its office facilities in Maynard, Massachusetts and Cambridge, Massachusetts and moved in to our corporate headquarters in Weston, Massachusetts.

The changes in the fair value of the Level 3 liabilities are as follows:

	Lease Exit Liability	
	The year ended December 31,	
	2015	2014
Balance, Beginning of Period	\$8,515	\$12,550
Expense	6,359	7,208
Cash payments and changes in fair value	(4,703	) (11,243
Balance, End of Period	\$10,171	\$8,515

The carrying value for cash and cash equivalents, accounts receivable, accounts payable, certain accrued expenses and other current liabilities approximate fair value because of the immediate or short-term maturity of these financial instruments. The Company's debt relates to its 3.50% convertible senior notes due 2019 and borrowings under its revolving credit facilities and term loan (see Note 14 – Long-Term Debt). Our borrowings under our credit facilities approximate fair value due to the debt bearing fluctuating market interest rates. The carrying amounts of the convertible senior notes approximate fair value giving affect for the term of those notes and the effective interest rates.

**10. CHANGES IN ACCUMULATED OTHER COMPREHENSIVE INCOME**

The amounts recognized in accumulated other comprehensive income were as follows:

	Foreign Currency Translation Adjustments	
	Year ended December 31,	
	2015	2014
Beginning balance	\$9,245	\$63,368
Other comprehensive loss before reclassifications	(10,908	) (55,942
Amounts reclassified from accumulated other comprehensive income	3,589	1,819
Net current period change in accumulated other comprehensive income	(7,319	) (54,123
Ending balance	\$1,926	\$9,245

Amounts reclassified from accumulated other comprehensive income to income were as follows:

Details about AOCI Components	Affected Line Item in the Statement Where Net Income Is Presented	Year ended December 31,	
		2015	2014
Foreign currency translation adjustments			
Deconsolidation of foreign subsidiaries	Gain on deconsolidation of subsidiaries, net	\$—	\$1,819
Sale of foreign entity	Income from discontinued operations, net of tax	3,589	—
Total reclassifications		\$3,589	\$1,819

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Prior to January 3, 2014, the Company had a 25% equity investment in a company located in Finland related to a business combination completed in 2001, with the remaining 75% held by Alma Media Corporation (“Alma Media”). Alma Media is a leading media company based in Finland, focused on digital services and publishing in Finland, the Nordic countries, the Baltics and Central Europe. Effective January 3, 2014, the Company expanded its relationship with Alma Media. Monster and Alma Media each contributed several additional entities and businesses into the existing joint venture and formed a significantly larger joint venture where Monster had an equity ownership of 15% with the opportunity to increase ownership up to 20%. The Company also contributed cash of approximately \$6,500. Following closing, Monster no longer held a controlling interest in its subsidiaries in Poland, Hungary and the Czech Republic and therefore deconsolidated those subsidiaries effective January 3, 2014. The Company accounts for its investment under the equity method of accounting due to the Company’s ability to exert significant influence over the financial and operating policies of the new joint venture, primarily through our representation on the board of directors.

The Company recorded a gain of \$13,647 as a result of the deconsolidation. The gain was measured as the difference between (a) the net fair value of the retained noncontrolling investment and the consideration transferred and (b) the carrying value of the contributed entities’ net assets of approximately \$4,200. The fair value of the retained noncontrolling investment was approximately \$24,800 which was determined based on the present value of estimated future cash flows and comparable market transactions. Cash flow projections were based on estimates of revenue growth rates and operating margins, taking into consideration industry and market conditions. The discount rate used was based on the weighted-average cost of capital adjusted for the relevant risk associated with the business-specific characteristics and the uncertainty related to the business’s ability to execute on the projected cash flows. The Company also recognized \$1,819 of accumulated unrealized currency translation loss related to the net assets of the subsidiaries contributed by Monster.

As a result of the deconsolidation, the Company recorded a net gain of \$11,828 to Gain on deconsolidation of subsidiaries, net in the first quarter of 2014. See Note 17 – Income Taxes for discussion on the tax impact of the deconsolidation. On October 1, 2015, the Company exercised its option to increase ownership in Alma Career Oy, contributing cash of \$2,369, resulting in a 16.7% equity investment in the entity. See Note 12 – Investments.

**12. INVESTMENTS****Equity Method Investments**

The Company accounts for investments through which it holds a noncontrolling interest and has the ability to exert significant influence using the equity method of accounting, recording its owned percentage of the investment’s net results of operations in loss in equity interests, net, in the Company’s consolidated statement of operations. Such losses reduce the carrying value of the Company’s investment and gains increase the carrying value of the Company’s investment. Dividends paid by the equity investee reduce the carrying amount of the Company’s investment.

In 2008, the Company acquired a 50% equity interest in a company located in Australia, CareerOne Pty Limited (“CareerOne”). In the years ended December 31, 2014 and 2013, the Company expended an additional \$1,331, and \$1,897, respectively, for additional working capital requirements relating to the CareerOne. The carrying value of the investment was \$296 and \$0 as of December 31, 2014 and 2013, respectively, and was recorded on the Company’s consolidated balance sheets as a component of investment in unconsolidated affiliates. On March 31, 2015, the Company sold the majority of its 50% equity interest in CareerOne in an arms-length transaction, leaving the Company with a 10% interest. Total cash received from the transaction was \$9,128, and the sale resulted in the recognition of a pre-tax gain of \$8,849 in the first quarter of 2015. As a result of the sale, the Company no longer has the ability to exercise significant influence over CareerOne. Therefore, effective March 31, 2015, the remaining 10% interest retained by the Company is being accounted for under the cost method. See Note 17 – Income Taxes for discussion of the tax impact of the transaction.

As discussed in Note 11 – Deconsolidation of Subsidiaries, through January 3, 2014, the Company had a 25% equity investment in a company located in Finland related to a business combination completed in 2001. The carrying value of the investment was \$220 as of December 31, 2013. Effective January 3, 2014, the Company had a 15% equity investment in Alma Career Oy, a joint venture in Finland, Eastern Europe and the Baltics with Alma Media. On

October 1, 2015, the Company exercised its option to increase ownership in Alma Career Oy, contributing cash of \$2,369, resulting in a 16.7% equity investment in the entity. The Company received a dividend of \$835 and \$199 in the second quarter of 2015 and 2014, respectively, related to this investment. The carrying value of the investment was \$21,566 and \$20,404 as of December 31, 2015 and 2014, respectively, and was recorded on the consolidated balance sheet as a component of Investment in unconsolidated affiliates.

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Income (loss) in equity interests, net are as follows by equity investment:

	The year ended December 31,		
	2015	2014	2013
Alma Career Oy	\$ 864	\$ 596	\$ —
Finland	—	—	343
CareerOne	(399)	) (674	) (1,251
Income (loss) in equity interests, net	\$ 465	\$ (78	) \$(908

**13. FINANCIAL DERIVATIVE INSTRUMENTS**

The Company uses forward foreign exchange contracts as economic cash flow hedges to offset risks related to foreign currency transactions. These transactions primarily relate to non-functional currency denominated inter-company funding loans, non-functional currency inter-company accounts receivable, and significant non-functional currency denominated transactions with third parties.

The fair value position (recorded in interest and other, net, in the consolidated statements of operations and comprehensive income (loss)) of our derivatives are as follows:

December 31, 2015				
	Component of	Notional Amount	Maturity Dates	Fair Value
Designated as Hedges under ASC 815				
None		\$ —		\$ —
Not Designated as Hedges under ASC 815				
Foreign currency exchange forwards	Prepaid and other	13,251	January 2016	86
Foreign currency exchange forwards	Accrued expenses and other current liabilities	14,044	January 2016	(65
Total Derivative Instruments		\$ 27,295		\$ 21
December 31, 2014				
	Component of	Notional Amount	Maturity Dates	Fair Value
Designated as Hedges under ASC 815				
None		\$ —		\$ —
Not Designated as Hedges under ASC 815				
Foreign currency exchange forwards	Prepaid and other	15,902	January 2015	74
Foreign currency exchange forwards	Accrued expenses and other current liabilities	25,378	January 2015	(265
Total Derivative Instruments		\$ 41,280		\$ (191

The amounts of unrealized and realized net gains and changes in the fair value of our derivative positions are as follows:

	Location of Realized and Unrealized Net Gains (Losses) and Changes in the Fair Value of Forward Contracts	The year ended December 31,		
		2015	2014	2013
Foreign currency exchange forwards	Interest and other, net	\$ 433	\$ 48	\$ 644
	Income from discontinued operations, net of tax	(2,877	) —	160
		\$ (2,444	) \$ 48	\$ 804

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## 14. LONG-TERM DEBT

Long-term debt, net of discounts where applicable, is summarized as follows:

	December 31,	
	2015	2014
3.50% convertible senior notes due 2019	\$ 143,750	\$ 143,750
Term loan facility	71,431	87,750
Unamortized discount on convertible senior notes	(15,932	) (20,116
	199,249	211,384
Less: current portion of long-term debt	10,792	9,563
Long-term debt, net, less current portion	\$ 188,457	\$ 201,821
3.50% Convertible Senior Notes Due 2019		

On October 22, 2014, the Company consummated an offering of \$143,750 aggregate principal amount of its 3.50% convertible senior notes due 2019 (the “Notes”), which includes \$18,750 in aggregate principal amount of Notes sold pursuant to the over-allotment option that was previously granted to the initial purchasers of the Notes and exercised by the initial purchasers on October 21, 2014. The Company received net proceeds of \$139,031 from the sale of the Notes, after deducting fees and expenses of \$4,719. The Notes are unsecured, senior obligations of Monster, that bear interest at a rate of 3.50% per annum, payable in arrears on April 15 and October 15 of each year to holders of record at the close of business on the preceding April 1 and October 1, respectively. The Notes will mature on October 15, 2019, unless converted or repurchased in accordance with their terms prior to such date.

In connection with the offering of the Notes, Monster entered into capped call transactions with an affiliate of one of the initial purchasers. The Company used \$16,531 of the net proceeds to pay for the cost of the capped call transactions, \$82,500 to repay in full the term loan outstanding as of the date of issuance, and \$40,000 to repay a portion of the loans outstanding under the revolving credit facility.

The conversion rate for the Notes is initially 187.7405 shares per one thousand dollar principal amount of the Notes, which is equivalent to an initial conversion price of approximately \$5.33 per share of Monster’s common stock (“Common Stock”), and is subject to adjustment in certain circumstances. In June 2015, Monster received stockholder approval to issue upon conversion of the Notes more than 19.99% of the outstanding shares of Common Stock. As a result of this approval, Monster now has the ability to settle conversions of the Notes by paying or delivering, as the case may be, cash, shares of Common Stock or a combination thereof, at its election. Monster will not have the right to redeem the Notes prior to maturity. The maximum number of shares of common stock the Notes are convertible into is approximately 27,000,000, and is subject to adjustment under certain circumstances.

The Notes will be convertible at the option of holders only under the following circumstances:

- (1) Prior to the business day immediately preceding January 15, 2019, during any calendar quarter (and only during such calendar quarter), if the last reported sale price of Common Stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;
- (2) Prior to the business day immediately preceding January 15, 2019, during the five business day period after any five consecutive trading day period (the “Measurement Period”) in which the trading price as defined in the Indenture per one thousand dollar principal amount of the Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of Common Stock and the conversion rate on each such trading day;
- (3) Prior to the business day immediately preceding January 15, 2019, upon the occurrence of specified corporate events; or
- (4) At any time on or after January 15, 2019 until the close of business on the second scheduled trading day immediately preceding the October 15, 2019 maturity date.

Further, holders may require the Company to purchase all or a portion of their Notes at a purchase price in cash equal to 100% of the principal amount at maturity of the Notes to be purchased, plus accrued and unpaid interest upon certain fundamental changes.





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In accordance with ASC 470-20, Debt with Conversion and Other Options, the Notes were separated into debt and equity components and assigned a fair value. The value assigned to the debt component was the estimated fair value, as of the issuance date, of similar debt without the conversion feature. The difference between the cash proceeds and this estimated fair value represents the value which was assigned to the equity component and was recorded as a debt discount. The debt discount is being amortized using the effective interest method from the date of issuance through the October 15, 2019 maturity date.

The initial debt component of the Notes was valued at \$122,829, based on the contractual cash flows discounted at an appropriate market rate for non-convertible debt at the date of issuance. The carrying value of the permanent equity component reported in additional paid-in-capital was initially valued at \$20,228, which is net of \$693 of fees and expenses allocated to the equity component.

The capped call transactions are expected generally to reduce potential dilution to the Common Stock and/or offset cash payments Monster would have to make in excess of the principal amount of any converted Notes in the event that the market price per share of Common Stock, as measured under the terms of the capped call transaction, is greater than the strike price of the capped call transaction, which will initially correspond to the conversion price of the Notes and be subject to anti-dilution adjustments substantially similar to those applicable to the conversion rate of the Notes. The cap price under the capped call transaction is initially \$7.035 per share, and is subject to certain adjustments under the terms of the capped call transaction. The capped call transaction has been included as a net reduction to additional paid-in capital within stockholders' equity in accordance with ASC 815-40, Derivatives and Hedging – Contracts in Entity's Own Equity.

Credit Facilities

On March 22, 2012, the Company amended its then-existing credit agreement in its entirety (the "Second Amended Credit Agreement"). The Second Amended Credit Agreement provided the Company with a \$225,000 revolving credit facility and a \$100,000 term loan facility, for a total of \$325,000 in credit available to the Company. The obligations under the Second Amended Credit Agreement were set to mature on March 22, 2015. The Second Amended Credit Agreement did not qualify as a debt extinguishment in accordance with ASC 470 – Debt, and all financing fees incurred were deferred were being amortized through March 2015.

On October 31, 2014, the Company amended and restated the Second Amended Credit Agreement (the "Third Amended Credit Agreement"). The Third Amended Credit Agreement provides the Company with a \$100,000 revolving credit facility and \$90,000 term loan facility, providing for a total of \$190,000 in credit available to the Company. The borrowings under the Third Amended Credit Agreement were used to satisfy the obligations under the Second Amended Credit Agreement of \$98,900 under the revolving credit facility. Each of the revolving credit facility and the term loan facility matures on October 31, 2017. On February 5, 2015, the Company entered into an amendment of the Third Amended Credit Agreement to provide the Company with flexibility in connection with its "Reallocate to Accelerate" initiatives. The amendment provides that up to \$20,000 of costs and restructuring charges incurred during the fiscal year ending December 31, 2015 will be added back to Consolidated EBITDA, a defined term in the Third Amended Credit Agreement, which is a component of the Consolidated Leverage Ratio (as defined) and the Consolidated Fixed Charge Coverage Ratio (as defined).

The Third Amended Credit Agreement partially qualifies as a debt extinguishment in accordance with ASC 470 – Debt. Accordingly, the Company expensed \$388 of financing fees classified as a debt extinguishment through interest & other, net during the fourth quarter of 2014. The remaining \$3,080 of financing fees will be deferred and amortized through October 2017.

The Company is required to make quarterly amortization payments on the outstanding principal amount of the term loans, with \$2,569 payable on each of March 31, 2016, June 30, 2016, and September 30, 2016, \$3,083 payable on each of December 31, 2016, March 31, 2017, June 30, 2017, and September 30, 2017, and the remaining balance of the term loan due at maturity.

Borrowings under the Third Amended Credit Agreement bear interest at a rate equal to either (i) the London Interbank Offered Rate ("LIBOR") plus a margin ranging from 250 basis points to 325 basis points depending on the Consolidated Leverage Ratio as defined in the Third Amended Credit Agreement or upon the Company's election (ii) the sum of (A) the highest of (1) the Agent's prime rate, (2) the sum of 0.50% plus the overnight federal funds rate on such day or

(3) LIBOR plus 1.0%, plus (B) a margin ranging from 150 basis points to 225 basis points depending on the Company's Consolidated Leverage Ratio. In addition, the Company will be required to pay the following fees: (i) a fee on all outstanding amounts of letters of credit at a rate per annum ranging from 250 basis points to 325 basis points (depending on the Consolidated Leverage Ratio); and (ii) a commitment fee on the unused portion of the revolving credit facility at a rate per annum ranging from 35 basis points to 50 basis points (depending on the Consolidated Leverage Ratio).

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The Third Amended Credit Agreement contains financial covenants requiring the Company to maintain: (i) a consolidated leverage ratio of no more than 2.75 to 1.00, as of the end of each fiscal quarter ending after the closing date through the fiscal quarter ending March 31, 2015, and 2.50 to 1.00, as of the end of the fiscal quarter ending June 30, 2015, and each fiscal quarter ending thereafter; and (ii) a consolidated Fixed Charge Coverage Ratio, as defined in the Third Amended Credit Agreement, of at least 1.50 to 1.00. The Third Amended Credit Agreement also contains various other negative covenants, including restrictions on incurring indebtedness, creating liens, mergers, dispositions of property, dividends and stock repurchases, acquisitions and other investments and entering into new lines of business. The Third Amended Credit Agreement also contains various affirmative covenants, including covenants relating to the delivery of financial statements and other financial information, maintenance of property, maintenance of insurance, maintenance of books and records, further assurances regarding collateral and compliance with environmental laws. The Third Amended Credit Agreement is secured by substantially all of the Company's domestic assets, other than real estate and certain other excluded assets. As of December 31, 2015, the Company was in full compliance with its covenants.

At December 31, 2015, the utilized portion of this credit facility was \$71,431 in borrowings on the term loan facility, \$0 borrowings on the revolving credit facility, and \$89 in outstanding letters of credit. The portion of the term loan that is due within one year is \$10,792 and is classified as short-term in the consolidated balance sheet. The remaining amount outstanding on the term loan is classified as long-term debt in the Company's consolidated balance sheets. As of December 31, 2015, based on the calculation of the maximum consolidated leverage ratio, \$99,911 of the Company's revolving credit facility was available. At December 31, 2015, the one month BBA LIBOR rate, the agent's prime rate, and the overnight federal funds rate were 0.43%, 3.50% and 0.20%, respectively. As of December 31, 2015, the Company used the one month BBA LIBOR rate for the interest rate on these borrowings with an interest rate of 3.23%.

**15. SUPPLEMENTAL CASH FLOW AND BALANCE SHEET INFORMATION**

Supplemental cash flow information to the consolidated statements of cash flows was as follows, including discontinued operations:

	Year Ended December 31,		
	2015	2014	2013
Interest paid	\$9,169	\$7,390	\$7,422
Income tax paid, net	\$1,302	\$7,843	\$3,544
Non-cash investing and financing activities:			
Net assets of entities contributed to Alma Career Oy	\$—	\$4,200	\$—
Excess income tax benefit from equity compensation plans	\$—	\$199	\$5,907

The following represents cash flows provided by (used in) our discontinued operations related to JobKorea:

	Year Ended December 31,		
	2015	2014	2013
Net cash provided by operating activities of discontinued operations	\$10,854	\$11,847	\$15,370
Net cash used in investing activities of discontinued operations	\$(241)	\$(503)	\$(1,031)

The following are a component of accrued expenses and other current liabilities:

	Year Ended December 31,		
	2015	2014	2013
Accrued salaries, benefits, commissions, bonuses and payroll taxes	\$33,108	\$40,162	\$40,613

**16. STOCKHOLDERS' EQUITY****Share Repurchase Plan**

On October 27, 2015, the Board of Directors of the Company authorized a share repurchase program of up to \$75,000. Under the share repurchase program, shares of common stock will be purchased on the open market or through

privately negotiated transactions from time-to-time through October 27, 2017. The timing and amount of purchases will be based on a percentage of future generated free cash flow, and can be adjusted periodically. The share repurchase program does not obligate the Company to acquire any specific number of shares in any period, and may be modified, suspended, extended or discontinued at any time

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without prior notice. During the year ended December 31, 2015, the Company repurchased 1,325,000 shares for a total of \$7,990, excluding commissions, at an average price of \$6.03 per share. The Company currently has \$67,010 remaining under this repurchase program.

On April 30, 2013, the Board of Directors of the Company authorized a share repurchase program of up to \$200,000 which expired on April 30, 2015. During the year ended December 31, 2014, the Company repurchased 7,125,988 shares for a total of \$51,927, excluding commissions, at an average price of \$7.29 per share. During the duration of this repurchase program, the Company repurchased 27,717,428 shares for a total of \$158,683, excluding commissions, at an average price of \$5.73 per share. No share repurchases were made during 2015 relating to this program.

Equity Plans

In June 1999, the Company's stockholders approved the adoption of the 1999 Long Term Incentive Plan (the "1999 Plan") pursuant to which stock options, stock appreciation rights, restricted stock and other equity based awards were permitted to be granted. Stock options granted under the 1999 Plan were permitted to be incentive stock options or nonqualified stock options within the meaning of the Code. Following the adoption of the 2008 Plan defined below, no awards are available for future grants under the 1999 Plan.

In June 2008, the Company's stockholders approved the adoption of the 2008 Equity Incentive Plan (the "2008 Plan") pursuant to which stock options, stock appreciation rights, restricted stock and other equity based awards may be granted. Stock options granted under the 2008 Plan may be incentive stock options or nonqualified stock options within the meaning of the Code.

The total number of shares of the Company's Common Stock that may be granted under the 2008 Plan, as amended, is the sum of (i) 15,685,000 shares, and (ii) the number of shares subject to outstanding awards under the 1999 Plan that on or after April 16, 2008 either (a) cease for any reason to be subject to such awards (other than by reason of exercise or settlement of the awards to the extent they are exercised for or settled in vested and non-forfeitable shares of Common Stock) or (b) are surrendered by participants under the 1999 Plan or are retained by the Company to pay all or a portion of the exercise price and/or withholding taxes relating to such awards. At December 31, 2015, 8,824,251 shares were available for future grants under the 2008 Plan, as amended and restated.

See Note 2- Stock-Based Compensation for activity related to the Company's equity plans.

17. INCOME TAXES

The components of income (loss) before income taxes and income (loss) in equity interests are as follows:

	Year Ended December 31,		
	2015	2014	2013
Domestic	\$ 32,382	\$ (326,935	) \$ 31,291
Foreign	(28,156	) (6,240	) (19,634
Income (loss) before income taxes and income (loss) in equity interests	\$ 4,226	\$ (333,175	) \$ 11,657

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Income taxes relating to the Company's operations are as follows:

	Years Ended December 31,		
	2015	2014	2013
Current income taxes:			
U.S. Federal	\$ (7,296	) \$ 2,018	\$ 2,814
State and local	(8,537	) (692	) (1,357
Foreign	969	3,496	(10,308
Total current income taxes	(14,864	) 4,822	(8,851
Deferred income taxes:			
U.S. Federal	9,197	(36,744	) 24,285
State and local	(1,577	) (9,770	) 5,735
Foreign	(1,225	) 1,910	(1,901
Total deferred income taxes	6,395	(44,604	) 28,119
(Benefit from) provision for income taxes	\$(8,469	) \$(39,782	) \$ 19,268

The tax effects of temporary differences that give rise to the Company's deferred tax assets and liabilities are as follows:

	December 31,	
	2015	2014
Deferred tax assets:		
Allowance for doubtful accounts	\$ 1,136	\$ 941
Accrued expenses and other liabilities	4,421	9,731
Tax loss carry-forwards	57,205	71,916
Tax credits	55,531	55,312
Non-cash stock based compensation expense	3,170	6,552
Valuation allowance	(70,155	) (69,807
Deferred tax assets	51,308	74,645
Deferred tax liabilities:		
Foreign investments	(2,317	) (12,166
Property and equipment	(28,491	) (25,018
Goodwill and intangibles	(23,315	) (11,199
Deferred tax liabilities	(54,123	) (48,383
Net deferred tax (liabilities) assets	\$(2,815	) \$ 26,262

As of December 31, 2015 and 2014, net current deferred tax assets were \$794 and \$1,995, respectively, net current deferred tax liabilities were \$554 and \$0, respectively, net non-current deferred tax assets were \$6,953 and \$24,267, respectively, and net non-current deferred tax liabilities were \$10,008 and \$0, respectively.

At December 31, 2015, the Company has U.S. foreign tax credit carryovers and research and experimentation tax credit carryovers of \$51,800 and \$3,670, respectively, that expire in stages beginning in 2016 through 2025 and 2029 through 2034, respectively. The Company has net operating loss carry-forwards in various foreign countries around the world of \$220,750, \$207,100 of which have no expiration date and \$13,650 of which expire in stages in years 2016 through 2022. In the U.S., the Company utilized tax loss carryovers to reduce domestic taxes of \$12,506 and \$0 in 2015 and 2014, respectively, that would otherwise have been payable.

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Utilization of our net operating losses and tax credit carry-forwards may be subject to substantial annual limitations due to the ownership change limitations provided by the United States Internal Revenue Code. Such annual limitations could result in the expiration of the net operating loss and tax credit carry-forwards before their utilization. The events that may cause ownership changes include, but are not limited to, a cumulative stock ownership change of greater than 50% over a three year period.

Realization of the Company's net deferred tax assets is dependent upon the Company generating sufficient taxable income in future years in the appropriate tax jurisdictions to obtain a benefit from the reversal of deductible temporary differences and from attribute carry-forwards which include losses and tax credits. In assessing the need for a valuation allowance, the Company has considered all positive and negative evidence including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial performance. Since this evaluation requires considerable judgment and consideration of events that may occur in future years, our conclusion could be materially different if certain of our expectations do not occur. To the extent actual results are different, it may require a material charge to income in the period in which such events occur.

The Company has concluded that it is more likely than not that certain deferred tax assets will not be realized, principally net operating losses in certain foreign jurisdictions, and a portion of the carryovers of foreign tax credits. Determining the amount of required valuation allowances necessitates significant judgment. We review utilization of tax assets on a jurisdiction by jurisdiction basis and consider such factors as recent operating history and future business forecasts. In making this assessment we give greater weight to evidence that is objectively verifiable comprising primarily of past operating history and reversing taxable differences. Operations in certain countries have a long history of continual tax losses, so a valuation allowance has been recorded on all of their deferred tax assets. In order to realize its deferred tax asset for foreign tax credit carryovers the Company is required to have sufficient U.S. taxable income, and sufficient "foreign source" income as defined by the U.S. tax code, regulations and interpretations thereunder. In evaluating future realization of deferred tax assets for foreign tax credit carryovers the Company forecasts future income levels and characterization thereof. The Company prepares tax credit realization models using varying scenarios and assumptions, and considers qualifying tax planning strategies. At December 31, 2015, the total carryover for foreign tax credits is \$51,800. The Company believes it is more likely than not that approximately \$22,000 of foreign tax credit carryovers will not be realized before their expiration.

The income tax provision from continuing operations was increased by \$4,318, \$25,123 and \$5,221 in 2015, 2014 and 2013, respectively, due to valuation allowances, \$696, \$21,347 and \$1,691 of which related to deferred tax assets that existed at the beginning of the respective years. In addition, in 2015 the valuation allowance was increased by \$3,000 due to recognition of uncertain tax positions which are not considered more likely than not to be realized, and the valuation allowance decreased by \$4,248 due to expiration of certain foreign losses and foreign currency translation changes, and \$2,603 due to enacted tax rate reductions on deferred tax assets with full valuation allowances. The valuation allowance decreased \$4,222 in 2014 due to expiration of losses with full valuation allowances and deconsolidation of certain subsidiaries with tax valuation allowances (see Note 11 – Deconsolidation of Subsidiaries), and was decreased by \$4,472 in 2013 primarily due to the effect of enacted reductions in the tax rates on deferred tax assets with a full valuation allowance, or expiration of tax losses with a full valuation allowance. These additional items did not result in a net charge or benefit to the tax provision.

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Income taxes related to the Company's income (loss) before income taxes and income (loss) in equity interests differ from the amount computed using the Federal statutory income tax rate as follows:

	Year Ended December 31,		
	2015	2014	2013
Income taxes at Federal statutory rate	\$ 1,480	\$ (116,609	) \$ 4,081
State income taxes, net of Federal income tax effect	2,065	(13,767	) 1,152
Foreign tax rate differences	3,740	2,148	5,559
Change in valuation allowance	7,318	20,901	749
Reversals of accrued income tax	(10,618	) (1,143	) (12,391
Interest expense on tax liabilities, net of reversals	(7,945	) 710	(189
Disposal of investments	(7,529	) —	—
Non-deductible compensation and other expenses	2,063	915	1,914
Effect of foreign partnerships and joint venture	168	2,750	—
Tax benefit deficiencies	789	—	—
Effect of intercompany loans	—	392	250
Non-deductible goodwill impairment	—	65,938	—
Research and experimentation tax credit	—	(2,017	) —
Sale of noncontrolling interest	—	—	18,143
(Benefit from) provision for income taxes	\$ (8,469	) \$ (39,782	) \$ 19,268

For the years ended December 31, 2015, 2014 and 2013, the Company has recorded a tax (benefit) provision in discontinued operations of \$22,274, \$4,491 and \$(2,670), respectively. The tax provision recorded to discontinued operations in 2015 relates to the disposal of our remaining 50.01% interest in our former South Korean subsidiary, and is comprised of reclassified taxes of the discontinued operation of \$3,563 and a provision of \$18,711 on the net gain of \$76,100 recognized on the disposal (see Note 4 - Discontinued Operations).

In the first quarter of 2015, the Company disposed of the majority of its 50% interest in CareerOne, resulting in a \$4,896 increase to its tax provision (see Note 12 - Investments). In the third quarter of 2015, the Company recorded a tax benefit of \$8,930 due to a loss on our remaining 10% interest in a joint venture in China (see Note 4 - Discontinued Operations).

In the fourth quarter of 2014, the Company recorded a pre-tax charge for impairment of goodwill in the amount of \$325,800. The Company recorded a deferred tax benefit of \$62,753 with respect to the portion of impaired goodwill which is deductible for tax purposes (see Note 5 - Goodwill and Intangible Assets).

In 2014, the tax provision was increased by \$5,543 due to a gain of \$11,828 related to the deconsolidation of the Company's subsidiaries in Poland, Hungary and the Czech Republic (see Note 11 - Deconsolidation of Subsidiaries). In November 2013, the Company entered in to an agreement to sell a 49.99% interest in JobKorea Ltd., its then-wholly owned subsidiary in South Korea, to H&Q Korea for an aggregate purchase price of \$90,000 (see Note 3 - Noncontrolling Interest). The transaction, which was accounted for as a sale of a noncontrolling interest, resulted in a sale for tax purposes. A tax provision of \$30,853 was recorded on the transaction of which \$12,709 was charged to stockholder's equity and \$18,143 was charged to the continuing operations tax provision. As a result of the sale, the remaining 50.01% investment retained by the Company was characterized as a partnership for U.S. tax reporting purposes. On October 13, 2015 the Company sold its remaining 50.01% ownership position in JobKorea to H&Q Korea.

In 2015, 2014 and 2013, the Company repatriated \$10,018, \$3,121 and \$13,385, respectively, of cash from its former subsidiary in South Korea.

A provision has not been made for United States or additional foreign taxes on substantially all undistributed earnings of foreign subsidiaries as the Company plans to utilize these undistributed earnings to finance expansion or operating requirements of subsidiaries outside of the United States or due to local country restrictions. Such earnings will continue to be indefinitely reinvested but could become subject to additional tax if they were remitted as dividends or were loaned to the Company or United States affiliates, or if the Company should sell its stock in the foreign



subsidiaries. Due to various

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complexities in computing the residual U.S. tax liability, particularly when the timing or form of future repatriations has not been determined, it is not practicable to determine the amount of additional tax, if any, that might be payable on undistributed foreign earnings. The Company estimates its undistributed foreign earnings for which deferred taxes have not been provided are approximately \$21,000.

As of December 31, 2015 and 2014, the Company has recorded a liability for \$36,348 and \$54,636 respectively, which includes unrecognized tax benefits of \$23,059 and \$30,389, respectively, and estimated accrued interest and penalties of \$13,289 and \$24,247, respectively. Interest and penalties related to underpayment of income taxes are classified as a component of the (benefit from) provision for income taxes in the Company's consolidated statement of operations. Interest accrued on unrecognized tax benefits included in the 2015, 2014 and 2013 income tax provision in the statement of operations was \$1,707, \$2,695, and \$2,932, respectively. In 2015, 2014 and 2013 interest expense was recorded net of reversals of prior years' interest and penalties of \$12,607, \$1,523, and \$3,248, respectively. The net tax effect of interest, penalties and reversals was a charge (credit) of \$(7,945), \$710, and \$(189) in the years ended December 31, 2015, 2014 and 2013, respectively.

A reconciliation of the total amount of unrecognized tax benefits is as follows:

	2015	2014	2013
Balance, beginning of period	\$ 30,389	\$ 30,005	\$ 40,075
Gross increases: tax positions taken in prior periods	7,571	—	515
Gross decreases: tax positions taken in prior periods	(13,424	) (1,040	) (13,042
Gross increases: tax positions taken in current year	1,352	2,911	2,457
Gross decreases: lapse of statute of limitation	(2,829	) (1,487	) —
Balance, end of period	\$ 23,059	\$ 30,389	\$ 30,005

If the unrecognized tax benefits at December 31, 2015, 2014 and 2013 were recognized in full, \$23,059, \$30,389, and \$30,005, respectively, would impact the effective tax rate.

During 2015, the Company recognized previously unrecognized tax positions of \$16,253 which, net of related deferred tax assets and accrued competent authority recovery, favorably impacted the effective tax rate by \$10,618. Of the recognized benefits approximately \$3,000 are more likely than not to not be realized and the valuation allowance was increased by \$3,000, \$13,424 of the recognized benefits were due to resolutions of tax examinations, and \$2,829 was due to the expiration of statutes of limitations. The Company also reversed accrued interest and penalties on unrecognized tax positions of \$12,607, which, net of reversals of related deferred tax assets, favorably impacted the effective rate by \$8,977. The total net effect of the recognition of prior tax benefits, the offsetting effect of tax valuation allowances, and reversals of accrued interest and penalties was a tax benefit of \$16,595. The tax matters relate primarily to allocation of income among tax jurisdictions.

During 2014, the Company recognized previously unrecognized tax positions of \$2,525 which on a net of tax basis favorably impacted the effective rate by \$1,143, primarily as a result of lapses of statutes of limitations. The Company also reversed accrued interest on unrecognized tax positions of \$1,523, which favorably impacted the effective rate by \$921. The total net effect of the reversals of tax and interest was a tax benefit of \$2,064. The tax matters reversed relate primarily to allocation of income among tax jurisdictions.

During 2013, the Company recognized previously unrecognized tax positions of \$12,979 which on a net of tax basis favorably impacted the effective rate by \$12,391 as a result of resolutions of tax examinations and lapses of statutes of limitations. The Company also reversed accrued interest on unrecognized tax positions of \$3,248, which favorably impacted the effective rate by \$1,963. The tax matters reversed relate primarily to characterization of certain intercompany loans for tax purposes and allocation of income among jurisdictions.

The Company conducts business globally and as a result, the Company or one or more subsidiaries is subject to United States federal income taxes and files income tax returns in various states and approximately 40 foreign jurisdictions. In the normal course of business, the Company is subject to tax examinations by taxing authorities including major jurisdictions such as Germany, United Kingdom, and the United States as well as other countries in Europe and the Asia/Pacific region. The Company is generally no longer subject to examinations with respect to returns that have been filed for years prior to 2011 in Germany, 2013 in the United Kingdom, and 2012 in the United States. Tax years are generally considered closed from examinations when the statute of limitations expires. The

United States Internal Revenue Service has recently commenced a tax examination of the year ended December 31, 2013. The examination is in its very early stages and no material adjustments have been proposed.

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The Company estimates that it is reasonably possible that unrecorded tax benefits may be reduced by an amount ranging from \$0 to \$4,000 in the next twelve months due to expirations of statutes of limitations or resolutions of examinations. The tax matters relate to allocation of income between tax jurisdictions and the amount of tax loss carryovers.

**18. COMMITMENTS****Leases**

The Company leases its facilities and a portion of its capital equipment under operating leases that expire at various dates. Some of the operating leases provide for increasing rents over the terms of the leases, and total rent expense under these leases is recognized ratably over the initial renewal period of each lease. The following table presents future minimum lease commitments under non-cancelable operating leases and minimum rentals to be received under non-cancelable subleases at December 31, 2015, excluding discontinued operations:

	Operating Leases	Estimated Sublease Income
2016	\$ 31,663	\$ 3,756
2017	28,975	3,851
2018	26,465	3,740
2019	23,201	3,574
2020	19,636	3,574
Thereafter	42,389	854
	\$ 172,329	\$ 19,349

Total rent and related expenses under operating leases, excluding discontinued operations, were \$36,847, \$50,155, and \$41,528, for the years ended December 31, 2015, 2014 and 2013, respectively. Operating lease obligations after 2015 relate primarily to office facilities.

**Other Contractual Commitments**

We also have \$33,322 of non-cancelable contractual commitments as of December 31, 2015, excluding obligations under our financing agreements, primarily related to agreements for marketing arrangements and software licenses and subscriptions. For those agreements with variable terms, we do not estimate what the total obligation may be beyond any minimum pricing as of the reporting date. The majority of these commitments are due within two years. See Note 14 – Long-Term Debt for discussion on our obligations under our financing agreements.

**Consulting, Employment and Non-Compete Agreements**

The Company has entered into various consulting, employment and non-compete and/or non-solicitation agreements with certain key management personnel and former owners of acquired businesses. Employment agreements with key members of management are generally at will and provide for an unspecified term and for specified notice or the payment of severance in certain circumstances.

**Employee Benefit Plans**

The Company has a 401(k) profit-sharing plan covering all eligible employees. Since October 2010, after a temporary suspension from April 2009 through September 2010, the Company has provided for employer matching contributions equal to 50% of employee contributions, up to a maximum of 6% of their eligible compensation. Matching contributions are paid to participating employees in the form of the Company's Common Stock or cash. Salaries and related expenses, excluding discontinued operations, contain \$4,105, \$4,050, and \$4,060 of employer matching contributions for the years ended December 31, 2015, 2014 and 2013, respectively.

The Company also has defined contribution employee benefit plans for its employees outside of the United States. The cost of these plans included in salaries and related expenses, excluding discontinued operations, were \$1,770, \$2,027, and \$1,796 for the years ended December 31, 2015, 2014 and 2013, respectively.

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## 19. SEGMENT AND GEOGRAPHIC DATA

As of January 1, 2015, the Company changed the composition of its reportable segments to reflect changes in its internal management and reporting structure. The prior period segment information contained below has been restated to reflect the Company's new operating structure. The Company conducts business in two reportable segments: Careers-North America and Careers-International. Corporate operating expenses are not allocated to the Company's reportable segments. See Note 1 - Basis of Presentation and Significant Accounting Policies for a description of our operating segments. The operating results for JobKorea, which had previously been included in the Careers-International segment have now been reclassified as discontinued operations for all periods presented. See Note 4 - Discontinued Operations for additional details.

The following tables present the Company's operations, excluding discontinued operations, by reportable segment and by geographic region:

	The year ended December 31,		
	2015	2014	2013
Revenue			
Careers – North America	\$ 473,806	\$ 500,949	\$ 518,956
Careers – International	193,097	224,622	244,979
Revenue	\$ 666,903	\$ 725,571	\$ 763,935
Operating Income (Loss)			
Careers – North America	\$ 82,354	\$ (246,918	) \$ 89,501
Careers – International	(39,420	) (38,888	) (34,082
	42,934	(285,806	) 55,419
Corporate expenses	(33,845	) (50,249	) (37,714
Operating Income (Loss)	\$ 9,089	\$ (336,055	) \$ 17,705
Depreciation and Amortization			
Careers – North America	\$ 28,902	\$ 27,970	\$ 35,558
Careers – International	14,269	17,846	20,877
	43,171	45,816	56,435
Corporate expenses	1,219	1,499	724
Depreciation and Amortization	\$ 44,390	\$ 47,315	\$ 57,159
Restructuring and Other Special Charges			
Careers – North America	\$ 15,026	\$ —	\$ 9,878
Careers – International	14,773	—	7,866
Corporate expenses	2,980	—	2,251
Restructuring and Other Special Charges	\$ 32,779	\$ —	\$ 19,995
Goodwill Impairment			
Careers – North America	\$ —	\$ 325,800	\$ —
Careers – International	—	—	—
Corporate expenses	—	—	—
Goodwill Impairment	\$ —	\$ 325,800	\$ —
Revenue by Geographic Region (a)			
United States	\$ 459,794	484,252	\$ 500,746
International	207,109	241,319	263,189
Revenue	\$ 666,903	\$ 725,571	\$ 763,935
Long-lived Assets by Geographic Region (b)			
United States	\$ 87,440	89,343	\$ 88,284
International	22,703	27,848	32,660
Total Long-Lived Assets	\$ 110,143	\$ 117,191	\$ 120,944

(a) Revenue by geographic region is generally based on the location of the Company's subsidiary.

(b) Total long-lived assets includes property and equipment, net.



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Due to the nature of the Company's operations, a majority of its assets are utilized across all segments. In addition, segment assets are not reported to, or used by, the Chief Operating Decision Maker to allocate resources or assess performance of the Company's segments. Accordingly, the Company has not disclosed asset information by segment.

**20. LEGAL MATTERS**

The Company is involved in various legal proceedings that are incidental to the conduct of its business. Aside from the matters discussed below, the Company is not involved in any pending or threatened legal proceedings that it believes could reasonably be expected to have a material adverse effect on its financial condition or results of operations.

On or about October 12, 2015, TalentBin, Inc., a subsidiary of the Company, was served with notice of a purported consumer class action for allegedly assembling, scoring and sharing candidate profiles in violation of the Fair Credit Reporting Act and the California Investigative Consumer Reporting Agencies Act. The lawsuit, entitled Eric Halvorson, et. al., individually and on behalf of all others similarly situated vs. TalentBin, Inc. (Case No. CGC 15 548270), was brought in the Superior Court of the State of California, County of San Francisco. On or about November 2015, the action was removed to the United States District Court, Northern District of California. The Plaintiff seeks injunctive relief, monetary damages, pre- and post-judgment interest, statutory penalties of between one hundred dollars and one thousand dollars per violation, punitive damages and other costs and attorney's fees. The Company intends to vigorously defend this matter and is currently unable to estimate any potential losses.

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MONSTER WORLDWIDE, INC.  
 FINANCIAL INFORMATION BY QUARTER (UNAUDITED)  
 (In thousands, except per share amounts)

	2015				
	First	Second	Third	Fourth	Full Year
	Quarter	Quarter	Quarter	Quarter	
Revenue	\$172,882	\$167,730	\$167,082	\$159,209	\$666,903
Salaries and related	89,350	85,363	79,787	71,375	325,875
Office and general	44,794	42,998	43,638	48,553	179,983
Marketing and promotion	30,631	30,416	30,044	28,086	119,177
Restructuring and other special charges	20,092	5,915	2,780	3,992	32,779
Total operating expenses	184,867	164,692	156,249	152,006	657,814
Operating (loss) income	(11,985	) 3,038	10,833	7,203	9,089
Gain on partial sale of equity method investment	8,849	—	—	—	8,849
Interest and other, net	(3,206	) (3,409	) (3,674	) (3,423	) (13,712
(Loss) income before income taxes and (loss) income in equity interests	(6,342	) (371	) 7,159	3,780	4,226
(Benefit from) provision for income taxes	(13,945	) 1,819	(2,361	) 6,018	(8,469
(Loss) income in equity interests, net	(220	) 292	249	144	465
Income (loss) from continuing operations	7,383	(1,898	) 9,769	(2,094	) 13,160
Income from discontinued operations, net of tax	1,806	2,036	2,163	58,508	64,513
Net income	9,189	138	11,932	56,414	77,673
Net income attributable to noncontrolling interest	1,019	1,181	1,512	349	4,061
Net income (loss) attributable to Monster Worldwide, Inc.	\$8,170	\$(1,043	) \$10,420	\$56,065	\$73,612
Basic earnings (loss) per share attributable to Monster Worldwide, Inc.:					
Income (loss) from continuing operations	\$0.08	\$(0.02	) \$0.11	\$(0.02	) \$0.15
Income from discontinued operations, net of tax	0.01	0.01	0.01	0.64	0.67
Basic earnings (loss) per share attributable to Monster Worldwide, Inc.	\$0.09	\$(0.01	) \$0.12	\$0.62	\$0.82
Diluted earnings (loss) per share attributable to Monster Worldwide, Inc.:					
Income (loss) from continuing operations	\$0.08	\$(0.02	) \$0.10	\$(0.02	) \$0.14
Income from discontinued operations, net of tax	0.01	0.01	0.01	0.64	0.64
Diluted earnings (loss) per share attributable to Monster Worldwide, Inc.	\$0.09	\$(0.01	) \$0.11	\$0.62	\$0.78
Weighted average shares outstanding:					
Basic	89,137	90,067	90,340	90,205	89,942
Diluted	91,474	90,067	96,839	90,205	94,867
Net income	\$9,189	\$138	\$11,932	\$56,414	\$77,673
Other comprehensive (loss) income:					
Foreign currency translation adjustments, net	(9,104	) 2,933	(4,925	) 3,877	(7,219



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Comprehensive income	85	3,071	7,007	60,291	70,454
Comprehensive income (loss) attributable to noncontrolling interest	1,270	852	(1,701)	3,740	4,161
Comprehensive (loss) income attributable to Monster Worldwide, Inc.	\$(1,185)	\$2,219	\$8,708	\$56,551	\$66,293

See further description of restructuring, gain on partial sale of equity method investment, income taxes, discontinued operations net income attributable to noncontrolling interest in Notes 7, 12, 17, 4 and 3, respectively.

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MONSTER WORLDWIDE, INC.  
 FINANCIAL INFORMATION BY QUARTER (UNAUDITED)  
 (In thousands, except per share amounts)

	2014				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
Revenue	\$187,626	\$183,040	\$179,591	\$175,314	\$725,571
Salaries and related	97,446	98,622	95,800	103,047	394,915
Office and general	53,931	47,889	50,376	49,246	201,442
Marketing and promotion	39,629	35,496	33,383	30,961	139,469
Goodwill impairment	—	—	—	325,800	325,800
Total operating expenses	191,006	182,007	179,559	509,054	1,061,626
Operating (loss) income	(3,380)	) 1,033	32	(333,740)	) (336,055)
Gain on deconsolidation of subsidiaries, net	11,828	—	—	—	11,828
Interest and other, net	(1,434)	) (1,759)	) (1,930)	) (3,825)	) (8,948)
Income (loss) before income taxes and loss in equity interests	7,014	(726)	) (1,898)	) (337,565)	) (333,175)
Provision for (benefit from) income taxes	5,660	414	841	(46,697)	) (39,782)
(Loss) income in equity interests, net	(133)	) 58	75	(78)	) (78)
Income (loss) from continuing operations	1,221	(1,082)	) (2,664)	) (290,946)	) (293,471)
Income from discontinued operations, net of tax	2,018	2,578	2,313	2,755	9,664
Net income (loss)	3,239	1,496	(351)	) (288,191)	) (283,807)
Net income attributable to noncontrolling interest	1,174	1,462	1,318	1,528	5,482
Net income (loss) attributable to Monster Worldwide, Inc.	\$2,065	\$34	\$(1,669)	) \$(289,719)	) \$(289,289)
Basic earnings (loss) per share attributable to Monster Worldwide, Inc.:					
Income (loss) from continuing operations	\$0.01	\$(0.01)	) \$(0.03)	) \$(3.33)	) \$(3.33)
Income from discontinued operations, net of tax	0.01	0.01	0.01	0.01	0.05
Basic earnings (loss) per share attributable to Monster Worldwide, Inc.	\$0.02	\$—	\$(0.02)	) \$(3.31)	) \$(3.29)
Diluted earnings (loss) per share attributable to Monster Worldwide, Inc.:					
Income (loss) from continuing operations	\$0.01	\$(0.01)	) \$(0.03)	) \$(3.33)	) \$(3.33)
Income from discontinued operations, net of tax	0.01	0.01	0.01	0.01	0.05
Diluted earnings (loss) per share attributable to Monster Worldwide, Inc.	\$0.02	\$—	\$(0.02)	) \$(3.31)	) \$(3.29)
Weighted average shares outstanding:					
Basic	91,102	87,080	86,576	87,478	88,045
Diluted	94,416	87,080	86,576	87,478	88,045
Net income (loss)	\$3,239	\$1,496	\$(351)	) \$(288,191)	) \$(283,807)
Other comprehensive income (loss):					
Foreign currency translation adjustments, net	3,496	(2,861)	) (27,563)	) (29,883)	) (56,811)
Comprehensive income (loss)	6,735	(1,365)	) (27,914)	) (318,074)	) (340,618)
Comprehensive income (loss) attributable to noncontrolling interest	347	4,379	(14)	) (1,918)	) 2,794
Comprehensive income (loss) attributable to Monster Worldwide, Inc.	\$6,388	\$(5,744)	) \$(27,900)	) \$(316,156)	) \$(343,412)

See further description of goodwill impairment, gain on deconsolidation of subsidiaries, net, income taxes, discontinued operations and net income attributable to noncontrolling interest in Notes 6, 11, 17, 4 and 3, respectively.

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(a) Earnings per share calculations for each quarter include the weighted average effect of stock issuances and common stock equivalents for the quarter; therefore, the sum of quarterly earnings per share amounts may not equal full-year earnings per share amounts, which reflect the weighted average effect on an annual basis. Diluted earnings per share calculations for each quarter include the effect of stock options, non-vested restricted stock units and non-vested restricted stock, and the 3.50% convertible senior notes due 2019, when dilutive to the quarter. In addition, basic earnings per share and diluted earnings per share may not add due to rounding.

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Monster Worldwide maintains “disclosure controls and procedures,” as such term is defined under Exchange Act Rule 13a-15(e), that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. In designing and evaluating the disclosure controls and procedures, the Company’s management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and the Company’s management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. The Company has carried out an evaluation, as of the end of the period covered by this report, under the supervision and with the participation of the Company’s management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company’s disclosure controls and procedures. Based upon their evaluation and subject to the foregoing, the Chief Executive Officer and Chief Financial Officer concluded that the Company’s disclosure controls and procedures were reasonably effective in ensuring that material information relating to the Company is made known to the Chief Executive Officer and Chief Financial Officer by others within the Company as of the end of the period covered by this report.

Management’s Report on Internal Control Over Financial Reporting.

The Company’s management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Securities Exchange Act Rules 13a-15(f) or 15d-15(f)). The Company’s internal control system is designed to provide reasonable assurance to the Company’s management and Board of Directors regarding the preparation and fair presentation of published financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Company’s management assessed the effectiveness of its internal control over financial reporting as of December 31, 2015. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control – Integrated Framework (2013). Based on this assessment, the Company’s management, including the Chief Executive Officer and Chief Financial Officer, believe that as of December 31, 2015, the Company’s internal control over financial reporting is effective based on those criteria.

There have been no significant changes in the Company’s internal controls or in other factors which could materially affect internal controls subsequent to the date the Company’s management carried out its evaluation.

The Company’s independent registered public accounting firm has issued an attestation report on the effectiveness of the Company’s internal control over financial reporting.

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Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders

Monster Worldwide, Inc.

New York, New York

We have audited Monster Worldwide, Inc.'s (the "Company") internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Monster Worldwide, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Monster Worldwide, Inc. as of December 31, 2015 and 2014 and the related consolidated statements of operations and comprehensive income (loss), stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2015 and our report dated February 11, 2016 expressed an unqualified opinion thereon.

/s/ BDO USA, LLP

New York, New York

February 11, 2016

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ITEM 9B. OTHER INFORMATION

None.

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PART III

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Certain of the information required by this item is incorporated by reference to the information appearing under the headings “Corporate Governance and Board of Directors Matters,” “Proposal 1: Election of Directors” and “Section 16(a) Beneficial Ownership Reporting Compliance” from our definitive proxy statement to be filed with the SEC within 120 days after the Company’s fiscal year end of December 31, 2015 pursuant to Regulation 14A of the Exchange Act. The information under the heading “Executive Officers” in “Item 1. Business” of this Annual Report on Form 10-K is also incorporated herein by reference.

The Company has adopted a Code of Business Conduct and Ethics applicable to its directors, officers (including its principal executive officer, principal financial officer, principal accounting officer and controller) and employees. The Code of Business Conduct and Ethics is available on the Investor Relations portion of the Company’s website under the “Corporate Governance” link. The Company intends to satisfy the disclosure requirement under Item 5.05 of Form 8-K relating to amendments or waivers from any provision of the Company’s Code of Business Conduct and Ethics applicable to the Company’s principal executive officer, principal financial officer, principal accounting officer or controller by either filing a Form 8-K or posting this information on the Company’s website within four business days following the date of amendment or waiver. The Company’s website address is <http://www.monster.com/about>.

**ITEM 11. EXECUTIVE COMPENSATION**

The information required by this item is incorporated by reference from our definitive proxy statement to be filed with the SEC within 120 days after the Company’s fiscal year end of December 31, 2015 pursuant to Regulation 14A of the Exchange Act.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by this item is incorporated by reference from our definitive proxy statement to be filed with the SEC within 120 days after the Company’s fiscal year end of December 31, 2015 pursuant to Regulation 14A of the Exchange Act.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this item is incorporated by reference from our definitive proxy statement to be filed with the SEC within 120 days after the Company’s fiscal year end of December 31, 2015 pursuant to Regulation 14A of the Exchange Act.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by this item is incorporated by reference from our definitive proxy statement to be filed with the SEC within 120 days after the Company’s fiscal year end of December 31, 2015 pursuant to Regulation 14A of the Exchange Act.

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PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(A) DOCUMENT LIST

1. Financial Statements

The financial statements of the Company filed herewith are set forth in Part II, Item 8 of this Report.

2. Financial Statement Schedules

None.

3. Exhibits Required by Securities and Exchange Commission Regulation S-K

See the Exhibit Index immediately following the signature page of this Report.



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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

MONSTER WORLDWIDE, INC.  
(REGISTRANT)

By: /s/ TIMOTHY T. YATES  
Timothy T. Yates  
Chief Executive Officer

Dated: February 11, 2016

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, THIS REPORT HAS BEEN SIGNED BELOW BY THE FOLLOWING PERSONS ON BEHALF OF THE REGISTRANT IN THE CAPACITIES AND ON THE DATES INDICATED.

Signature	Title	Date
/s/ TIMOTHY T. YATES Timothy T. Yates	Chief Executive Officer and Director (principal executive officer)	February 11, 2016
/s/ MICHAEL B. MCGUINNESS Michael B. McGuinness	Executive Vice President and Chief Financial Officer (principal financial officer and principal accounting officer)	February 11, 2016
/s/ EDMUND P. GIAMBASTIANI, JR. Edmund P. Giambastiani, Jr.	Chairman of the Board and Director	February 11, 2016
/s/ JOHN GAULDING John Gaulling	Director	February 11, 2016
/s/ JAMES P. MCVEIGH James P. McVeigh	Director	February 11, 2016
/s/ GILLIAN MUNSON Gillian Munson	Director	February 11, 2016
/s/ JEFFREY F. RAYPORT Jeffrey F. Rayport	Director	February 11, 2016
/s/ ROBERTO TUNIOLI Roberto Tunoli	Director	February 11, 2016

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## EXHIBIT INDEX

Exhibit Number	Description
3.1	Certificate of Incorporation, as amended – Incorporated by reference to Exhibit 3.1 to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2006 filed on March 1, 2007
3.2	Amended and Restated Bylaws – Incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed on January 27, 2010
4.1	Form of Common Stock Certificate – Incorporated by reference to Exhibit 4.1 to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2006 filed on March 1, 2007
4.2	Indenture, dated as of October 22, 2014, between Monster Worldwide, Inc. and Wilmington Trust, National Association, as trustee – Incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed on October 22, 2014
10.1*	Form of Indemnification Agreement – Incorporated by reference to Exhibit 10.2 to the Company’s Registration Statement on Form S-1 (Registration No. 333-12471) filed on September 23, 1996
10.2*	Monster Worldwide, Inc. Amended and Restated 2008 Equity Incentive Plan – Incorporated by reference to Exhibit A to the Company’s Definitive Proxy Statement on Schedule 14A filed on April 24, 2014
10.3*	Monster Worldwide, Inc. 1999 Long Term Incentive Plan, as amended as of January 1, 2008 – Incorporated by reference to Exhibit 10.2 to the Company’s Quarterly Report on Form 10-Q filed on May 8, 2008
10.4*	Monster Worldwide, Inc. Second Amended and Restated Executive Incentive Plan – Incorporated by reference to Exhibit B to the Company’s Definitive Proxy Statement on Schedule 14A filed on April 24, 2014
10.5*	Form of Monster Worldwide, Inc. Restricted Stock Unit Award Grant Notice for Executive Officers and Senior Employees (Time-Based Vesting, December 2015 Version) – Filed herewith
10.6*	Form of Monster Worldwide, Inc. Restricted Stock Unit Award Grant Notice for Executive Officers and Senior Employees (Stock Price Targets, December 2015 Version) – Filed herewith
10.7*	Form of Monster Worldwide, Inc. Restricted Stock Unit Award Grant Notice for January 7, 2015 Awards to Timothy T. Yates and Mark C. Stoever (Stock Price Targets) – Filed herewith
10.8*	Form of Monster Worldwide, Inc. Restricted Stock Unit Award Grant Notice for January 7, 2015 Awards to Timothy T. Yates and Mark C. Stoever (Adjusted EBITDA Margin Targets) – Filed herewith
10.9*	Form of Monster Worldwide, Inc. Restricted Stock Unit Award Grant Notice for Executive Officers and Senior Employees (Time-Based Vesting, 2014 Version) – Incorporated by reference to Exhibit 10.5 to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2014 filed on February 10, 2015
10.10*	Form of Monster Worldwide, Inc. Performance-Based Restricted Stock Unit Award Grant Notice for Executive Officers and Senior Employees (Stock Price Targets, 2013 Version) – Incorporated by reference to Exhibit 10.5 to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2013 filed on February 10, 2014
10.11*	Form of Monster Worldwide, Inc. Restricted Stock Unit Award Grant Notice for Executive Officers and Senior Employees (Time-Based Vesting, 2012 Version) – Incorporated by reference to Exhibit 10.2 to the Company’s Quarterly Report on Form 10-Q filed on April 27, 2012
10.12*	Form of Monster Worldwide, Inc. Restricted Stock Award Grant Notice for Executive Officers and Senior Employees (Time-Based Vesting) – Incorporated by reference to Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q filed on April 27, 2012
10.13*	Form of Monster Worldwide, Inc. Non-Employee Director Restricted Stock Unit Award Agreement for Initial Grants of Restricted Stock Units – Filed herewith
10.14*	Form of Monster Worldwide, Inc. Non-Employee Director Restricted Stock Unit Award Agreement for Annual Grants of Restricted Stock Units – Incorporated by reference to Exhibit 10.9 to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2014 filed on February 10, 2015
10.15*	

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Form of Monster Worldwide, Inc. Non-Employee Director Restricted Stock Agreement for Initial Grants of Restricted Stock (Prior to 2014) – Incorporated by reference to Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q filed on April 29, 2011

10.16\* Form of Monster Worldwide, Inc. Non-Employee Director Restricted Stock Agreement for Annual Grants of Restricted Stock (Prior to 2014) – Incorporated by reference to Exhibit 10.2 to the Company’s Quarterly Report on Form 10-Q filed on April 29, 2011

10.17\* Employment Agreement, effective as of November 4, 2014, by and between Monster Worldwide, Inc. and Timothy T. Yates – Incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K/A filed on January 13, 2015

10.18\* Amended and Restated Employment Agreement, effective as of February 28, 2012, by and between Monster Worldwide, Inc. and Mark Stoeber – Incorporated by reference to Exhibit 10.21 to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed on February 13, 2013

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Exhibit Number	Description
10.19*	Employment Agreement, effective as of May 28, 2012, by and between Monster Worldwide, Inc. and Michael B. McGuinness – Incorporated by reference to Exhibit 10.14 to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2013 filed on February 10, 2014
10.20*	Amendment to Employment Agreement, effective as of October 29, 2015, by and between Monster Worldwide, Inc. and Michael B. McGuinness – Filed herewith
10.21*	Employment Agreement, effective as of October 15, 2007, by and between Monster Worldwide, Inc. and Michael C. Miller, as amended effective as of January 1, 2009 and February 28, 2012 – Filed herewith
10.22*	Letter Agreement, dated November 3, 2014, between Monster Worldwide, Inc. and Salvatore Iannuzzi – Incorporated by reference to Exhibit 10.18 to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2014 filed on February 10, 2015
10.23	Purchase Agreement, dated October 16, 2014, by and among Monster Worldwide, Inc. and the initial purchasers named therein – Incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on October 17, 2014
10.24	Base Capped Call Transaction, dated October 16, 2014, by and between Monster Worldwide, Inc. and Bank of America, N.A. – Incorporated by reference to Exhibit 10.2 to the Company’s Current Report on Form 8-K filed on October 17, 2014
10.25	Additional Capped Call Transaction, dated October 21, 2014, by and between Monster Worldwide, Inc. and Bank of America, N.A. – Incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on October 22, 2014
10.26	Third Amended and Restated Credit Agreement, dated October 31, 2014, by and among Monster Worldwide, Inc., certain of Monster Worldwide, Inc.’s subsidiaries that may be designated as borrowers, Bank of America, N.A., in its capacity as administrative agent, swing line lender and l/c issuer and the other lenders identified – Incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on November 4, 2014
10.27	First Amendment to Third Amended and Restated Credit Agreement, dated February 6, 2015, made by Monster Worldwide, Inc. and the lenders party thereto – Incorporated by reference to Exhibit 10.23 to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2014 filed on February 10, 2015
10.28	Second Amendment to Third Amended and Restated Credit Agreement, dated as of April 23, 2015, made by Monster Worldwide, Inc. and the lenders party thereto – Incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on April 28, 2015
10.29	Third Amended and Restated Subsidiary Guaranty, dated October 31, 2014, by the domestic subsidiaries of Monster Worldwide, Inc., party thereto in favor of Bank of America, N.A., in its capacity as administrative agent – Incorporated by reference to Exhibit 10.2 to the Company’s Current Report on Form 8-K filed on November 4, 2014
10.30	Second Amended and Restated U.S. Pledge Agreement, dated October 31, 2014, by Monster Worldwide, Inc., and the domestic subsidiaries of Monster Worldwide, Inc., party thereto in favor of Bank of America, N.A., in its capacity as administrative agent – Incorporated by reference to Exhibit 10.3 to the Company’s Current Report on Form 8-K filed on November 4, 2014
10.31	Security Agreement, dated October 31, 2014, by Monster Worldwide, Inc., and the domestic subsidiaries of Monster Worldwide, Inc., party thereto in favor of Bank of America, N.A., in its capacity as administrative agent – Incorporated by reference to Exhibit 10.4 to the Company’s Current Report on Form 8-K filed on November 4, 2014
10.32	Unit Purchase Agreement, dated as of November 6, 2013, by and among Odyssey Partners Private Equity Fund, Monster Worldwide, Inc. and KJB Holding Corp. – Incorporated by reference to Exhibit 2.1 to the Company’s Current Report on Form 8-K filed on November 7, 2013
10.33	

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Unit Purchase Agreement, dated as of September 28, 2015, by and among Jupiter Holdings Co., Ltd, Monster Worldwide, Inc. and KJB Holding Corp. – Incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed on September 28, 2015

21.1 Subsidiaries of the Company – Filed herewith

23.1 Consent of BDO USA, LLP – Filed herewith

31.1 Certification by Timothy T. Yates pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 – Filed herewith

31.2 Certification by Michael B. McGuinness pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 – Filed herewith

32.1 Certification by Timothy T. Yates pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 – Furnished herewith

32.2 Certification by Michael B. McGuinness pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 – Furnished herewith

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Exhibit Number	Description
101.INS	XBRL Instance Document – Filed herewith
101.SCH	XBRL Taxonomy Extension Schema Document – Filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document – Filed herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document – Filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase Document – Filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document – Filed herewith

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\*Management contract or compensatory plan or arrangement