UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT 1934

For the quarterly period ended July 31, 2016

Commission File No. 1-11507

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES ACT OF 1934

For the transition period from_____ to _____

JOHN WILEY & SONS, INC.

(Exact name of Registrant as specified in its charter)

NEW YORK	13-5593032
(State of other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
111 RIVER STREET, HOBOKEN NJ	07030
(Address of principal executive offices)	Zip Code
Registrant's telephone number, including area code	(201) 748-6000

NOT APPLICABLE

Former name, former address, and former fiscal year, if changed since last report

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 [x] No [ ]

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

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

Large accelerated filer [X]   Accelerated filer [ ]   Non-accelerated filer [ ]

Smaller reporting company [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
YES [ ] NO [X]

The number of shares outstanding of each of the Registrant's classes of Common Stock as of August 31, 2016 were:

Class A, par value $1.00 – 48,316,047
Class B, par value $1.00 – 9,474,719

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JOHN WILEY & SONS, INC.

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JOHN WILEY & SONS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(In thousands)

	July 31, 2016 (Unaudited)	July 31, 2015 (Unaudited)	April 30, 2016
Assets:			
Current Assets			
Cash and cash equivalents	**$ 185,894**	$ 369,413	$ 363,806
Accounts receivable	**213,968**	202,570	167,638
Inventories	**54,822**	58,680	57,779
Prepaid and other	**119,392**	76,276	81,456
Total Current Assets	**574,076**	706,939	670,679
Product Development Assets	**64,122**	61,623	72,126
Technology, Property & Equipment	**214,740**	198,889	214,770
Intangible Assets	**831,249**	919,996	877,007
Goodwill	**916,690**	971,407	951,663
Income Tax Deposits	**62,200**	58,877	62,912
Other Assets	**80,185**	63,869	71,939
Total Assets	**$ 2,743,262**	$ 2,981,600	$ 2,921,096
Liabilities & Shareholders' Equity:			
Current Liabilities			
Short-term debt	**$ -**	$ 100,000	$ -
Accounts and royalties payable	**138,397**	142,741	166,222
Deferred revenue	**321,616**	281,136	426,489
Accrued employment costs	**55,241**	59,910	97,902
Accrued income taxes	**3,368**	9,605	9,450
Accrued pension liability	**5,467**	4,603	5,492
Other accrued liabilities	**69,042**	61,839	76,252
Total Current Liabilities	**593,131**	659,834	781,807
Long-Term Debt	**653,000**	750,473	605,007
Accrued Pension Liability	**206,814**	202,230	224,170
Deferred Income Tax Liabilities	**191,388**	205,004	189,868
Other Long-Term Liabilities	**82,521**	83,395	83,138
Shareholders’ Equity			
Class A & Class B common stock	**83,190**	83,190	83,190
Additional paid-in-capital	**373,209**	358,761	368,698
Retained earnings	**1,686,417**	1,612,287	1,673,325
Accumulated other comprehensive loss	**(484,152)**	(387,918)	(447,686)
Treasury stock	**(642,256)**	(585,656)	(640,421)
Total Shareholders’ Equity	**1,016,408**	1,080,664	1,037,106
Total Liabilities & Shareholders' Equity	**$ 2,743,262**	$ 2,981,600	$ 2,921,096

The accompanying notes are an integral part of the condensed consolidated financial statements.

JOHN WILEY & SONS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME – UNAUDITED
(In thousands except per share information)

	For The Three Months Ended July 31,	
	2016	**2015**
Revenue	**$ 404,285**	$ 422,981
Costs and Expenses		
Cost of sales	**113,169**	119,729
Operating and administrative expenses	**235,649**	242,498
Restructuring (credits) charges	**(920)**	3,425
Amortization of intangibles	**12,573**	12,420
Total Costs and Expenses	**360,471**	378,072
Operating Income	**43,814**	44,909
Interest Expense	**(4,071)**	(3,573)
Foreign Exchange Transaction Gain (Loss)	**221**	(80)
Interest Income and Other	**377**	664
Income Before Taxes	**40,341**	41,920
Provision For Income Taxes	**9,327**	9,463
Net Income	**$ 31,014**	$ 32,457
Earnings Per Share		
Diluted	**$ 0.53**	$ 0.55
Basic	**$ 0.54**	$ 0.55
Cash Dividends Per Share		
Class A Common	**$ 0.31**	$ 0.30
Class B Common	**$ 0.31**	$ 0.30
Average Shares		
Diluted	**58,176**	59,366
Basic	**57,438**	58,675

The accompanying notes are an integral part of the condensed consolidated financial statements.

JOHN WILEY & SONS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) – UNAUDITED

(In thousands)

	For The Three Months Ended July 31,	
	2016	**2015**
Net Income	**$ 31,014**	$ 32,457
Other Comprehensive Income (Loss):		
Foreign currency translation adjustment	**(44,640)**	19,106
Unamortized retirement costs, net of tax provision (benefit) of $3,304 and $(217), respectively	**9,004**	(484)
Unrealized (loss) gain on interest rate swaps, net of tax (benefit) provision of $(509) and $55, respectively	**(830)**	93
Total Other Comprehensive Income (Loss)	**(36,466)**	18,715
Comprehensive Income (Loss)	**$ (5,452)**	$ 51,172

The accompanying notes are an integral part of the condensed consolidated financial statements.

JOHN WILEY & SONS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW – UNAUDITED
(In thousands)

	For The Three Months Ended July 31,	
	2016	**2015**
Operating Activities		
Net income	**$ 31,014**	$ 32,457
Adjustments to reconcile net income to cash used for operating activities:		
Amortization of intangibles	**12,573**	12,420
Amortization of composition costs	**9,731**	9,650
Depreciation of technology, property and equipment	**17,125**	16,491
Restructuring (credits) charges	**(920)**	3,425
Restructuring payments	**(6,461)**	(9,022)
Stock-based compensation expense	**224**	3,898
Excess tax benefit from stock-based compensation	**(260)**	(503)
Royalty advances	**(26,166)**	(24,811)
Earned royalty advances	**30,555**	32,060
Other non-cash charges	**16,798**	14,447
Change in deferred revenue	**(88,434)**	(95,940)
Net change in operating assets and liabilities	**(132,491)**	(118,654)
Cash Used for Operating Activities	**(136,712)**	(124,082)
Investing Activities		
Composition spending	**(7,989)**	(8,284)
Additions to technology, property and equipment	**(20,778)**	(22,283)
Acquisitions, net of cash acquired	**(8,600)**	(2,221)
Cash Used for Investing Activities	**(37,367)**	(32,788)
Financing Activities		
Repayments of long-term debt	**(153,707)**	(33,717)
Borrowings of long-term debt	**201,700**	134,100
Change in book overdrafts	**(12,261)**	(5,671)
Cash dividends	**(17,914)**	(17,609)
Purchase of treasury stock	**(11,289)**	(12,723)
Proceeds from exercise of stock options and other	**13,429**	375
Excess tax benefit from stock-based compensation	**260**	503
Cash Provided by Financing Activities	**20,218**	65,258
Effects of Exchange Rate Changes on Cash and Cash Equivalents	**(24,051)**	3,584
Cash and Cash Equivalents		
Decrease for the Period	**(177,912)**	(88,028)
Balance at Beginning of Period	**363,806**	457,441
Balance at End of Period	**$ 185,894**	$ 369,413
Cash Paid During the Period for:		
Interest	**$ 1,793**	$ 3,124
Income taxes, net	**$ 10,198**	$ 8,497

The accompanying notes are an integral part of the condensed consolidated financial statements.

1. Basis of Presentation

In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the financial condition, results of operations, comprehensive income (loss) and cash flows for the periods presented. Operating results for the interim period are not necessarily indicative of the results expected for the full year. These financial statements should be read in conjunction with the most recent audited financial statements included in the Company's Form 10-K for the fiscal year ended April 30, 2016.

The preparation of the Company's financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Certain prior year amounts have been reclassified to conform to the current year's presentation.

2. Recent Accounting Standards

In March 2016, the Financial Accounting Standards Board ("FASB") issued ASU 2016-09 "Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting" which simplifies the accounting for share-based payment transactions, including income taxes, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The new guidance also allows an entity to make an accounting policy election to account for forfeitures when they occur or to estimate the number of awards that are expected to vest with a subsequent true up to actual forfeitures (current GAAP). The standard is effective for the Company on May 1, 2017, with early adoption permitted. The Company is currently assessing the impact the new guidance will have on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02 "Leases (Topic 842)". ASU 2016-02 requires lessees to recognize most leases on the balance sheet which will result in an increase in reported assets and liabilities. The recognition of expenses within the income statement is consistent with the existing lease accounting standards. There are no significant changes in the new standard for lessors under operating leases. The standard is effective for the Company on May 1, 2019 with early adoption permitted. Adoption requires application of the new guidance for all periods presented. The Company is currently assessing the impact the new guidance will have on its consolidated financial statements.

In November 2015, the FASB issued ASU 2015-17 "Income Taxes- Balance Sheet Classification of Deferred Taxes". To simplify the presentation of deferred income taxes, the amendments in this update require that all deferred tax liabilities and assets, including those previously classified as current, be classified as noncurrent in a classified statement of financial position. The amendments in the standard will align the presentation of deferred income tax assets and liabilities International Financial Reporting Standards ("IFRS"). The standard is effective for the Company May 1, 2017 with early adoption permitted. The Company is currently assessing the impact the new guidance will have on its consolidated financial statements.

In April 2015, the FASB issued ASU 2015-05 "Intangibles- Goodwill and Other- Internal-Use Software (Subtopic 350-40): Customer's Accounting for Fees Paid in Cloud Computing Arrangements" ("ASU 2015-05"). Cloud computing arrangements represent the delivery of hosted services over the internet which includes software, platforms, infrastructure and other hosting arrangements. The ASU provides criteria to determine whether the cloud computing arrangement includes a software license. A software license can include customized development, maintenance, hosting and other related costs. If the criteria are met, the customer will capitalize the fee attributable to the software license portion of the arrangement as internal-use software. If the arrangement does not include a software license, it should be treated as a service contract. The Company adopted the new guidance on a prospective basis for all arrangements entered into or materially modified after May 1, 2016.

In May 2014, the FASB issued ASU 2014-09 "Revenue from Contracts with Customers" (Topic 606) ("ASU 2014-09"), and the International Accounting Standards Board ("IASB") published its equivalent standard, IFRS 15, "Revenue from Contracts with Customers". These joint comprehensive new revenue recognition standards will supersede most existing revenue recognition guidance and are intended to improve and converge revenue recognition and related financial reporting requirements. The standard is effective for the Company on May 1, 2018 with early adoption permitted on May 1, 2017. The standard allows for either "full retrospective" adoption, meaning the standard is applied to all periods presented, or "cumulative effect" adoption, meaning the standard is applied only to the most current period presented in the financial statements. Subsequently, the FASB issued ASU No. 2016-08, "Revenue from Contracts with Customers (Topic 606) – Principal versus Agent Considerations" ("ASU 2016-08"), ASU No. 2016-10, "Revenue from Contracts with Customers (Topic 606) – Identifying Performance Obligations and Licensing" ("ASU 2016-10"), and issued ASU 2016-12, "Revenue from Contracts with Customers (Topic 606) – Narrow Scope Improvements and Practical Expedients" ("ASU 2016-12"), which provide clarification and additional guidance related to ASU 2014-09. The Company must adopt ASU 2016-08, ASU 2016-10, and ASU 2016-12 with ASU 2014-09. The Company is currently assessing whether the adoption of the new guidance will have a significant impact on its consolidated financial statements.

3. Share-Based Compensation

The Company has share-based compensation plans under which employees may be granted performance-based stock awards and other restricted stock awards. Prior to fiscal year 2017, the Company also granted options to purchase shares of Company common stock at the fair market value at the time of grant. The Company recognizes the grant date fair value of share-based compensation in net income on a straight-line basis over the requisite service period. The measurement of performance for performance-based stock awards is based on actual financial results for targets established three years in advance. For the three months ended July 31, 2016 and 2015, the Company recognized share-based compensation expense, on a pre-tax basis, of $0.2 million and $3.9 million, respectively. The decrease from prior year was mainly driven by a reduction in the number of performance-based stock awards expected to vest based on the Company's financial results.

The following table provides restricted stock data for awards granted by the Company:

	For the Three Months Ended July 31,	
	2016	**2015**
Restricted Stock:		
Awards granted (in thousands)	**368**	285
Weighted average fair value of grant	**$51.04**	$55.99

For the three months ended July 31, 2016 the Company did not grant any stock option awards. For the three months ended July 31, 2015, the Company granted 160,153 stock option awards at a weighted average grant fair value of $14.77. The weighted average Black-Scholes fair value assumptions for the fiscal year 2015 stock option grants were as follows:

	For the Three Months Ended July 31,
	2015
Expected life of options (years)	7.2
Risk-free interest rate	2.1%
Expected volatility	29.7%
Expected dividend yield	2.1%
Fair value of common stock on grant date	$55.99

4. Accumulated Other Comprehensive Loss

Changes in Accumulated Other Comprehensive Loss by component, net of tax, for the three months ended July 31, 2016 and 2015 were as follows (in thousands):

	Foreign Currency Translation	**Unamortized Retirement Costs**	**Interest Rate Swaps**	**Total**
Balance at April 30, 2016	$(267,920)	$(179,405)	$(361)	$(447,686)
Other comprehensive income (loss) before reclassifications	(44,640)	9,668	(1,055)	(36,027)
Amounts reclassified from accumulated other comprehensive loss	-	(664)	225	(439)
Total other comprehensive income (loss)	(44,640)	9,004	(830)	(36,466)
Balance at July 31, 2016	**$(312,560)**	**$(170,401)**	**$(1,191)**	**$(484,152)**
Balance at April 30, 2015	$(246,854)	$(159,434)	$(345)	$(406,633)
Other comprehensive income (loss) before reclassifications	19,106	(2,457)	(84)	16,565
Amounts reclassified from accumulated other comprehensive loss	-	1,973	177	2,150
Total other comprehensive income (loss)	19,106	(484)	93	18,715
Balance at July 31, 2015	$(227,748)	$(159,918)	$(252)	$(387,918)

During the three months ended July 31, 2016 and 2015, pre-tax actuarial losses included in Unamortized Retirement Costs of approximately $(1.3) million and $3.0 million, respectively, were amortized from Accumulated Other Comprehensive Loss and recognized as pension expense in Operating and Administrative Expenses in the Condensed Consolidated Statements of Income.

5. Reconciliation of Weighted Average Shares Outstanding and Share Repurchases

A reconciliation of the shares used in the computation of earnings per share follows (in thousands):

	For the Three Months Ended July 31,	
	2016	**2015**
Weighted average shares outstanding	**57,665**	58,892
Less: Unearned restricted shares	**(227)**	(217)
Shares used for basic earnings per share	**57,438**	58,675
Dilutive effect of stock options and other stock awards	**738**	691
Shares used for diluted earnings per share	**58,176**	59,366

Since their inclusion in the calculation of diluted earnings per share would have been anti-dilutive, options to purchase 331,575 and 338,297 shares of Class A Common Stock have been excluded for the three months ended July 31, 2016 and July 31, 2015, respectively. In addition, for the three months ended July 31, 2016, 44,650 unearned restricted shares have been excluded as their inclusion would have been anti-dilutive. There were no unearned restricted shares excluded for the three months ended July 31, 2015. During the three months ended July 31, 2016 and 2015, the Company repurchased 221,305 and 230,400 shares of common stock at an average price of $51.01 and $55.22, respectively.

6. Restructuring and Reinvestment Program:

Beginning in fiscal year 2013, the Company initiated a program (the "Restructuring and Reinvestment Program") to restructure and realign its cost base with current and anticipated future market conditions. The Company is targeting a majority of the cost savings achieved to improve margins and earnings, while the remainder will be reinvested in high growth digital business opportunities.

The following tables summarize the pre-tax restructuring charges (credits) related to this program (in thousands):

	For the Three Months Ended July 31,		Cumulative Program Charges to Date
	2016	**2015**	
Charges (Credits) by Segment:			
Research	**$(69)**	$370	$20,204
Professional Development	**352**	10	25,158
Education	**1**	(11)	4,787
Shared Services	**(1,204)**	3,056	73,520
Total	**$(920)**	$3,425	$123,669
Charges (Credits) by Activity:			
Severance	**$257**	$1,817	$79,461
Process Reengineering Consulting	**7**	3,246	18,673
Other Activities	**(1,184)**	(1,638)	25,535
Total	**$(920)**	$3,425	$123,669

Other Activities reflects leased facility consolidations, contract termination costs and the curtailment of certain defined benefit pension plans. The credits in Other Activities for the three months ended July 31, 2016 and 2015 mainly reflect changes in estimates for previously accrued restructuring charges related to facility lease reserves.

The following table summarizes the activity for the Restructuring and Reinvestment Program liability for the three months ended July 31, 2016 (in thousands):

	April 30, 2016	**Charges/ (Credits)**	**Payments**	**Foreign Translation & Reclassifications**	**July 31, 2016**
Severance	$16,657	257	$(4,689)	$(13)	**$12,212**
Process Reengineering Consulting	-	7	(7)	-	**-**
Other Activities	11,852	(1,184)	(1,765)	2,963	**11,866**
Total	$28,509	(920)	$(6,461)	$2,950	**$24,078**

The restructuring liability for accrued Severance costs is reflected in Accrued Employment Costs in the Condensed Consolidated Statements of Financial Position. Approximately $1.0 million and $10.9 million of the Other Activities are reflected in Other Accrued Liabilities and Other Long-Term Liabilities, respectively.

7. Segment Information

The Company is a global provider of knowledge and knowledge-enabled services that improve outcomes in areas of research, professional practice and education. Through the Research segment, the Company provides digital and print scientific, technical, medical and scholarly journals, reference works, books, database services and advertising. The

Professional Development segment provides digital and print books, corporate learning solutions, employment assessment and training sources, and test prep and certification. In Education, the Company provides print and digital content, and education solutions including online program management services for higher education institutions and course management tools for instructors and students. The Company takes full advantage of its content from all three businesses in developing and cross-marketing products to its diverse customer base of researchers, professionals, students, and educators. The use of technology enables the Company to make its content efficiently more accessible to its customers around the world. The Company's operations are primarily located in the United States, Canada, Europe, Asia, and Australia.

In fiscal year 2017, certain amounts were reclassified between the expenses included in each segment's contribution to profit and unallocated shared services and administrative costs. As a result, prior year amounts have been reclassified to reflect these same reporting methodologies. The Company uses occupied square footage of space; number of employees; units shipped; specific identification/activity-based; gross profit; revenue and number of invoices to allocate shared service costs to each business segment.

Segment information is as follows (in thousands):

	For the Three Months Ended July 31,	
	2016	**2015**
RESEARCH		
Revenue	**$234,441**	$237,390
Direct Contribution to Profit	**$106,417**	$106,614
Allocated Shared Services and Administrative Costs:		
Distribution and Operation Services	**(9,386)**	(10,245)
Technology and Content Management	**(28,272)**	(24,056)
Occupancy and Other	**(5,449)**	(7,235)
Contribution to Profit	**$63,310**	$65,078
PROFESSIONAL DEVELOPMENT		
Revenue	**$96,066**	$98,665
Direct Contribution to Profit	**$39,884**	$41,281
Allocated Shared Services and Administrative Costs:		
Distribution and Operation Services	**(5,842)**	(6,871)
Technology and Content Management	**(9,856)**	(9,804)
Occupancy and Other	**(4,568)**	(5,593)
Contribution to Profit	**$19,618**	$19,013
EDUCATION		
Revenue	**$73,778**	$86,926
Direct Contribution to Profit	**$17,716**	$23,289
Allocated Shared Services and Administrative Costs:		
Distribution and Operation Services	**(3,270)**	(3,425)
Technology and Content Management	**(12,952)**	(10,887)
Occupancy and Other	**(3,486)**	(3,944)
Contribution to Profit (Loss)	**$(1,992)**	$5,033
Total Contribution to Profit	**$80,936**	$89,124
Unallocated Shared Services and Administrative Costs	**(37,122)**	(44,215)
Operating Income	**$43,814**	$44,909

The following table reflects total Shared Services and Administrative costs by function, which are partially allocated to business segments based on the methodologies described above:

Total Shared Services and Administrative Costs:	**For the Three Months Ended July 31,**	
	2016	**2015**
Distribution & Operation Services	**$19,529**	$19,892
Technology & Content Management	**70,070**	60,792
Finance	**11,559**	13,399
Other Administration	**20,249**	29,136
Restructuring Charges (Credits) (see Note 6)	**(1,204)**	3,056
Total	**$120,203**	$126,275

Total Revenue by Product/Service:	**For the Three Months Ended July 31,**	
	2016	**2015**
Journal Revenue	**$204,956**	$202,386
Books and Custom Material	**129,915**	157,390
Online Program Management	**23,172**	20,502
Talent Solutions	**28,928**	26,023
Course Workflow Solutions (WileyPlus)	**866**	1,020
Other	**16,448**	15,660
Total	**$404,285**	$422,981

8. Inventories

Inventories were as follows (in thousands):

	As of July 31,		**As of April 30,**
	2016	**2015**	**2016**
Finished goods	**$43,102**	$47,887	$45,170
Work-in-process	**6,422**	6,439	7,592
Paper, cloth and other	**3,968**	4,051	4,867
	$53,492	$58,377	$57,629
Inventory value of estimated sales returns	**6,179**	7,087	4,924
LIFO reserve	**(4,849)**	(6,784)	(4,774)
Total inventories	**$54,822**	$58,680	$57,779

9. Intangible Assets

Intangible assets consisted of the following (in thousands):

	As of July 31,		As of April 30,
	2016	**2015**	**2016**
Intangible assets with indefinite lives:			
Brands and trademarks	**$137,339**	$155,254	$147,683
Content and publishing rights	**84,976**	85,502	87,202
	$222,315	$240,756	$234,885
Net intangible assets with determinable lives:			
Content and publishing rights	**$429,826**	$482,967	$456,881
Customer relationships	**164,900**	179,458	170,162
Brands and trademarks	**13,679**	16,221	14,403
Covenants not to compete	**529**	594	676
	$608,934	$679,240	$642,122
Total	**$831,249**	$919,996	$877,007

10. Income Taxes

The effective tax rate for the three months ended July 31, 2016 was 23.1% as compared to 22.6% at July 31, 2015. The increase was principally due to a higher proportion of income in high tax jurisdictions, partially offset by certain tax-free insurance settlements received in the current year.

Payments Related to Tax Audit in Germany

In fiscal year 2003, the Company merged several of its German subsidiaries into a new operating entity which enabled the Company to increase (“step-up”) the tax deductible net asset basis of the merged subsidiaries to fair market value. The expected tax benefits to be derived from the step-up are approximately 50 million euros claimed as amortization over 15 years beginning in fiscal year 2003.

In May 2012, as part of its routine tax audit process, the German tax authorities filed a challenge to the Company’s tax position with respect to the amortization of certain stepped-up assets. The Company filed an appeal with the local finance court in September 2014. Under German tax law, the Company must pay all contested taxes and the related interest to have the right to defend its position. The Company has made all required payments to date with total deposits paid of 48 million euros through July 31, 2016. The Company does not expect to have to make any additional deposits in future periods.

In October 2014, the Company received an unfavorable decision from the local finance court and is in the process of appealing the court decision. The Company’s management and its advisors continue to believe that the Company is “more likely than not” to successfully defend that the tax treatment was proper and in accordance with German tax regulations. As such, the Company has not recorded any charges related to the loss of the step-up benefit. The Company filed its appeal in January 2015.

On September 7, 2016, a hearing was conducted with the German Federal Court regarding the Company’s tax appeal, with a final judgement expected to be received during the quarter ended October 31, 2016. If the Company is ultimately successful, the tax deposits will be returned with 6% simple interest, based on current German legislation. If the Company’s tax positon is denied, deposited funds will not be returned to the company and a corresponding non-cash charge will be incurred, along with an additional cash expense of up to $5 million. No further appeals are available beyond the current proceedings. As of July 31, 2016, the USD equivalent of the deposit and accrued interest was $62.2 million, which is recorded as Income Tax Deposits on the Condensed Consolidated Statements of Financial Position. The Company records the accrued interest at 6% within the Provision for Income Taxes in the Condensed Consolidated Statements of Income. The Company expects this matter to be finally resolved during the quarter ended October 31, 2016.

11. Retirement Plans

The components of net pension expense (income) for the Company's global defined benefit plans were as follows (in thousands):

	For the Three Months Ended July 31,	
	2016	**2015**
Service cost	**$252**	$370
Interest cost	**7,198**	7,638
Expected return on plan assets	**(9,375)**	(10,172)
Net amortization of prior service cost	**(25)**	(25)
Recognized net actuarial loss	**1,362**	1,170
Settlement	**-**	1,857
Net pension expense (income)	**$(588)**	$838

The settlement noted above for the three months ended July 31, 2015 relates to a disability payment made subject to terms of the Company's Supplemental Executive Retirement Plan. Employer defined benefit pension plan contributions were $7.6 million and $7.8 million for the three months ended July 31, 2016 and 2015, respectively. Contributions for employer defined contribution plans were approximately $4.9 million and $5.8 million for the three months ended July 31, 2016 and 2015, respectively.

In July 2016, the Company announced a voluntary, limited-time opportunity for terminated vested employees who are participants in the U.S. Employees' Retirement Plan of John Wiley & Sons, Inc. (the Pension Plan) to request early payment of their entire Pension Plan benefit in the form of a single lump sum payment. Eligible participants who wish to receive the lump sum payment must make an election between July 15 and August 29, 2016. Several weeks will be allowed for administration of all participant responses. Payment is scheduled to be made on or before October 31, 2016. The target population has a total liability of $60.5 million which will be paid from the Pension Plan trust assets. The amount of the total payments will depend on the participation rate of eligible participants. Settlement accounting rules will apply in the period in which the payments are made which will result in a plan remeasurement and the recognition of a pro-rata portion of unamortized net actuarial loss in the second quarter fiscal 2017 earnings. The amount of net actuarial loss to be recorded is unknown as it is dependent on the rate of participation. Should there be full participation, which the Company does not expect, the actuarial loss would be approximately $20 million.

12. Derivative Instruments and Hedging Activities

The Company, from time-to-time, enters into forward exchange and interest rate swap contracts as a hedge against foreign currency asset and liability commitments, changes in interest rates and anticipated transaction exposures, including intercompany purchases. All derivatives are recognized as assets or liabilities and measured at fair value. Derivatives that are not determined to be effective hedges are adjusted to fair value with a corresponding adjustment to earnings. The Company does not use financial instruments for trading or speculative purposes.

Interest Rate Contracts:

The Company had $653.0 million of variable rate loans outstanding at July 31, 2016, which approximated fair value.

On April 4, 2016, the Company entered into a forward starting interest rate swap agreement which fixed a portion of the variable interest due on a variable rate debt renewal on May 16, 2016. Under the terms of the agreement, the Company will pay a fixed rate of 0.92% and receives a variable rate of interest based on one-month LIBOR (as defined) from the counterparty which is reset every month for a three-year period ending May 15, 2019. As of July 31, 2016, the notional amount of the interest rate swap was $350.0 million.

On August 15, 2014, the Company entered into an interest rate swap agreement which fixed a portion of the variable interest due on its variable rate loans outstanding. Under the terms of the agreement, the Company pays a fixed rate of 0.65% and receives a variable rate of interest based on one-month LIBOR (as defined) from the counterparty which is reset every month for a two-year period ending August 15, 2016. As of July 31, 2016, the notional amount of the interest rate swap was $150.0 million.

The interest rate swap agreements maintained by the Company were designated as fully effective cash flow hedges as defined under Accounting Standards Codification ("ASC") 815 "Derivatives and Hedging". As a result, there was no impact on the Company's Condensed Consolidated Statements of Income for changes in the fair value of the interest rate swaps as they were fully offset by changes in the interest expense on the underlying variable rate debt instruments. Under ASC 815, fully effective derivative instruments that are designated as cash flow hedges have changes in their fair value recorded initially within Accumulated Other Comprehensive Loss in the Condensed Consolidated Statements of Financial Position. As interest expense is recognized based on the variable rate loan agreements, the corresponding deferred gain or loss on the interest rate swaps is reclassified from Accumulated Other Comprehensive Loss to Interest Expense in the Condensed Consolidated Statements of Income. It is management's intention that the notional amount of interest rate swaps be less than the variable rate loans outstanding during the life of the derivatives.

The Company records the fair value of its interest rate swaps on a recurring basis using Level 2 inputs of quoted prices for similar assets or liabilities in active markets. The fair value of the interest rate swaps as of July 31, 2016 and 2015 and April 30, 2016 was a deferred loss of $2.1 million, $0.5 million, and $0.6 million, respectively. Based on the maturity dates of the contracts, approximately $0.1 million, $0.2 million and $0.1 million of the deferred losses as of July 31, 2016, 2015 and April 30, 2016 were recorded in Other Accrued Liabilities, respectively, with the remaining deferred losses in each period of $2.0 million, $0.3 million and $0.5 million recorded in Other Long-Term Liabilities, respectively. The pre-tax losses that were reclassified from Accumulated Other Comprehensive Loss into Interest Expense for the three months ended July 31, 2016 and 2015 were $0.5 million and $0.3 million, respectively.

Foreign Currency Contracts:

The Company may enter into forward exchange contracts to manage the Company's exposure on certain foreign currency denominated assets and liabilities. The forward exchange contracts are marked to market through Foreign Exchange Transaction Gains (Losses) in the Condensed Consolidated Statements of Income, and carried at their fair value in the Condensed Consolidated Statements of Financial Position. Foreign currency denominated assets and liabilities are remeasured at spot rates in effect on the balance sheet date, with the effects of changes in spot rates reported in Foreign Exchange Transaction Gains (Losses).

As of July 31, 2016 the Company maintained two open forward contracts with notional amounts of 274 million pounds sterling and 75 million pounds sterling. The Company did not maintain any open forward contracts as of July 31, 2015. As of April 30, 2016, the Company maintained two open forward contracts with notional amounts of 31 million Euros and 274 million pounds sterling. During the first three months of fiscal year 2017, the Company did not designate any forward contracts as hedges under current accounting standards as the benefits of doing so were not material due to the short-term nature of the contracts. The fair value changes in the forward exchange contracts substantially mitigated the changes in the value of the applicable foreign currency denominated assets and liabilities. As of July 31, 2016, the fair value of the open forward exchange contracts was a gain of approximately $40.6 million and recorded within the Prepaid and Other current assets in the Condensed Consolidated Statements of Financial Position. The fair value was measured on a recurring basis using Level 2 inputs. For the three months ended July 31, 2016, the gains recognized on the forward contracts were $39.3 million.

13. Subsequent Event

In August 2016, the Company announced it has signed a definitive agreement, subject to Hart-Scott-Rodino Act review, to acquire the net assets of Atypon Systems, Inc. ("Atypon"), a Silicon Valley-based publishing-software company, for $120 million in cash. Atypon is a publishing-software and service provider that enables scholarly societies and publishers to deliver, host, enhance, market and manage their content on the web. Atypon is privately held and headquartered in Santa Clara, CA, with approximately 260 employees in the U.S. and EMEA. The company provides services through *Literatum*, an innovative platform that primarily serves the large scientific, technical, medical and scholarly industry. This software gives publishers direct control over how their content is displayed, promoted and monetized on the web. The company generated over $31 million in calendar year 2015 revenue. Atypon's customers include some of the largest and most prestigious names in the industry. *Literatum* hosts nearly 9,000 journals, 13 million journal articles and more than 1,800 publication web sites for over 200 societies and publishers, accounting for a third of the world's English-language scholarly journal articles. The transaction is expected to close with an effective date of October 1, 2016.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS – FIRST QUARTER ENDED JULY 31, 2016

Throughout this report, references to variances "excluding foreign exchange", "currency neutral basis" and "performance basis" exclude both foreign currency translation effects and transactional gains and losses. Foreign currency translation effects are based on the change in average exchange rates for each reporting period multiplied by the current period's volume of activity in local currency for each non-U.S. location. For the first quarters of fiscal years 2017 and 2016, the average exchange rates to convert British pounds sterling to U.S. dollars were 1.40 and 1.55, respectively; the average exchange rates to convert euros into U.S. dollars were 1.12 and 1.11, respectively; and the average exchange rates to convert Australian dollars to U.S. dollars were 0.74 and 0.77, respectively. Unless otherwise noted, all variance explanations below are on a currency neutral basis.

Revenue:

Revenue for the first quarter of fiscal year 2017 decreased 4% to $404.3 million, or 2% excluding the unfavorable impact of foreign exchange. The decrease was mainly driven by a decline in print books ($21 million) and Education custom materials ($3 million), partially offset by the favorable impact of the previously announced transition to time-based digital journal subscription agreements for calendar year 2016 ($4 million); growth in Online Program Management ($3 million), Corporate Learning ($3 million), Author-Funded Access ($2 million), and other ($2 million), mainly new society agreements.

As previously announced, the Company transitioned from issue-based to time-based digital journal subscription agreements for calendar year 2016. The transition to time-based digital journal subscription agreements shifted approximately $4 million of revenue from fiscal year 2016 to the remainder of calendar year 2016 (fiscal year 2017). The change had no impact on free cash flow. The Company made these changes to simplify the contracting and administration of digital journal subscriptions.

Cost of Sales and Gross Profit:

Cost of sales for the first quarter of fiscal year 2017 decreased 5% to $113.2 million, or 3% excluding the favorable impact of foreign exchange. The decrease was mainly driven by lower print book sales volume ($6 million) and lower cost digital products in Research ($1 million), partially offset by business growth in Online Program Management ($1 million) and Corporate Learning ($1 million); and other costs, mainly higher royalties on society owned journals ($3 million).

Gross profit margin for the first quarter of fiscal year 2017 increased 30 basis points to 72.0% mainly driven by growth in higher margin digital products.

Operating and Administrative Expenses:

Operating and administrative expenses for the first quarter of fiscal year 2017 decreased 3% to $235.6 million, or 1% excluding the favorable impact of foreign exchange. The decrease was mainly driven by restructuring and other cost savings ($6 million); one-time benefits related to changes in the Company's retiree and long term disability health plans ($4 million), a life insurance settlement ($2 million) in the current year and a disability settlement in the prior year ($2 million); lower Online Program Management marketing costs ($2 million); and lower accrued variable incentive compensation ($3 million). Partially offsetting these reductions in expenses were investment in the Company's Enterprise Resource Planning and related systems ($4 million) and other technology development and maintenance costs ($6 million);

salary merit increases ($3 million); higher journal editorial costs to support business growth ($2 million); and other, ($2 million) mainly higher bad debt provisions.

Restructuring Charges (Credits):

In the first quarters of fiscal years 2017 and 2016, the Company recorded pre-tax restructuring (credits) charges of ($0.9) million ($0.01 per share) and $3.4 million ($0.03 per share), respectively, which are described in more detail below.

The following table summarizes the pre-tax restructuring (credits) charges related to the Restructuring and Reinvestment program, which are reflected in Restructuring (Credits) Charges in the Condensed Consolidated Statements of Income (in thousands):

	For the Three Months Ended July 31,		Cumulative Program Charges to Date
	2016	**2015**	
Charges (Credits) by Segment:			
Research	**$(69)**	$370	$20,204
Professional Development	**352**	10	25,158
Education	**1**	(11)	4,787
Shared Services	**(1,204)**	3,056	73,520
Total	**$(920)**	$3,425	$123,669
Charges (Credits) by Activity:			
Severance	**$257**	$1,817	$79,461
Process Reengineering Consulting	**7**	3,246	18,673
Other Activities	**(1,184)**	(1,638)	25,535
Total	**$(920)**	$3,425	$123,669

Other Activities reflects leased facility consolidations, contract termination costs and the curtailment of certain defined benefit pension plans. The credits above mainly reflect changes in estimates for previously accrued restructuring charges related to facility lease reserves.

Amortization of Intangibles:

Amortization of intangibles was $12.6 million in the first quarter of fiscal year 2017 and flat with the prior year period.

Interest Expense/Income, Foreign Exchange and Other:

Interest expense for the first quarter of fiscal year 2017 increased $0.5 million due to an increase in the Company's average borrowing rate from 1.8% to 2.3%, partially offset by lower average debt balances outstanding.

Provision for Income Taxes:

The effective tax rate for the first quarter of fiscal year 2017 was 23.1% compared to 22.6% in the prior year. The increase was principally due to a higher proportion of income in high tax jurisdictions, partially offset by certain tax-free insurance settlements received in the current year.

Earnings Per Share:

Earnings per diluted share for the first quarter of fiscal year 2017 decreased $0.02 per share to $0.53 per share, or $0.06 per share excluding the current and prior year restructuring (credits) charges and the unfavorable impact of foreign exchange. The decline was mainly driven by lower print book revenue and technology investments in the Company's internal systems (including the Company's Enterprise Resource Planning system), partially offset by growth in Online Program Management; restructuring and other cost savings; and one-time favorable cost reductions related to certain employment benefit plans, described above.

BUSINESS SEGMENT RESULTS

In fiscal year 2017, certain amounts were reclassified between direct expenses and shared services and administrative costs. As a result, prior year amounts have been reclassified to reflect these same reporting methodologies. The Company uses occupied square footage of space; number of employees; units shipped; specific identification/activity-based; gross profit; revenue and number of invoices to allocate shared service costs to each business segment.

	For the Three Months Ended July 31,			% change
RESEARCH:	**2016**	**2015**	**% change**	**w/o FX (a)**
Revenue:				
Journal Revenue:				
Journal Subscriptions	**$160,081**	$159,068	1%	3%
Author-Funded Access	**7,513**	5,692	32%	39%
Licensing, Reprints, Backfiles, and Other	**37,362**	37,626	-1%	3%
Total Journal Revenue	**$204,956**	$202,386	1%	4%
Books and References:				
Print Books	**18,568**	23,382	-21%	-17%
Digital Books	**8,441**	8,827	-4%	0%
Licensing and Other	**2,476**	2,795	-11%	-4%
Total Books and References Revenue	**$29,485**	$35,004	-16%	-12%
Total Revenue	**$234,441**	$237,390	-1%	2%
Cost of Sales	**(63,357)**	(66,083)	-4%	0%
Gross Profit	**$171,084**	$171,307	0%	3%
Gross Profit Margin	**73.0%**	72.2%		
Direct Expenses	**(57,807)**	(57,493)	1%	4%
Amortization of Intangibles	**(6,929)**	(6,830)	1%	7%
Restructuring Credits (Charges) (see Note 6)	**69**	(370)		
Direct Contribution to Profit	**$106,417**	$106,614	0%	2%
Direct Contribution Margin	**45.4%**	44.9%		
Shared Services and Administrative Costs:				
Distribution and Operation Services	**(9,386)**	(10,245)	-8%	-5%
Technology and Content Management	**(28,272)**	(24,056)	18%	20%
Occupancy and Other	**(5,449)**	(7,235)	-25%	-25%
Contribution to Profit	**$63,310**	$65,078	-3%	0%
Contribution Margin	**27.0%**	27.4%		

(a) Adjusted to exclude the fiscal year 2017 and 2016 Restructuring Credits (Charges)

Revenue:

Research revenue for fiscal year 2017 decreased 1% to $234.4 million, but increased 2% excluding the unfavorable impact of foreign exchange. As previously announced, the Company transitioned from issue-based to time-based digital journal subscription agreements for calendar year 2016. The change shifted approximately $4 million of revenue from fiscal year 2016 to the remainder of calendar year 2016 (fiscal year 2017). The change had no impact on free cash flow. The Company made these changes to simplify the contracting and administration of digital journal subscriptions. Excluding the impact of the transition to time-based subscriptions and foreign exchange, Research revenue was flat with the prior year as growth in Journal Revenue was offset by a decline in Book and Reference Revenue.

Journal Subscriptions revenue increased 3% on a constant currency basis mainly due to the impact of moving to time-based digital journal subscriptions ($4 million) and growth from new society agreements ($1 million). Excluding the impact of transitioning to time-based journal subscription agreements and foreign exchange, Journal Subscription revenue grew 1% in the first quarter of fiscal year 2017 over the prior year period. As of July 31, 2016, calendar year 2016 journal subscription renewals were 1% higher than calendar year 2015 billings on a constant currency basis with approximately 98% of targeted business under contract for the 2016 calendar year.

Author-Funded Access, which represents article publication fees that provide for free access to articles, grew $1.8 million in the first quarter of fiscal year 2017 due to new titles ($0.8 million) and new authors ($1 million). Licensing, Reprints, Backfiles and Other revenue of $37.4 million increased 3% on a constant currency basis mainly driven by higher revenue from the licensing of intellectual property rights ($2 million), partially offset by lower advertising revenue ($1 million).

On a currency neutral basis, Books and References revenue decreased 12% to $29.5 million in the first quarter of fiscal year 2017 mainly driven by a decline in Print Books.

Revenue by Region is as follows (in millions):

	For the Three Months Ended July 31, 2016	2015	% of Revenue	% change w/o FX
Revenue by Region				
Americas	**$92.0**	$95.5	39%	-3%
EMEA	**130.6**	130.0	56%	6%
Asia-Pacific	**11.8**	11.9	6%	1%
Total Revenue	**$234.4**	$237.4	100%	2%

Cost of Sales:

Cost of Sales for the first quarter of fiscal year 2017 decreased 4% to $63.4 million, but was flat excluding the favorable impact of foreign exchange. Lower cost digital journal products ($1 million) and lower print book inventory provisions ($1 million) were offset by higher royalty costs due to society title growth and increased royalty rates on society owned journals.

Gross Profit:

Gross Profit Margin increased 80 basis points to 73.0% mainly due to lower inventory costs (100 bps) partially offset by higher royalty rates on society owned journals.

Direct Expenses and Amortization:

Direct Expenses for the first quarter of fiscal year 2017 increased 1% to $57.8 million, or 4% excluding the favorable impact of foreign exchange. The increase was mainly driven by higher journal editorial ($1 million) and selling ($1 million) costs to support business growth; and other ($2 million), mainly higher employment costs, partially offset by restructuring and other cost savings ($2 million). Amortization of Intangibles in the first quarter of fiscal year 2017 was $6.9 million and flat with the prior year period.

Contribution to Profit:

Contribution to Profit for the first quarter of fiscal year 2017 decreased 3% to $63.3 million, but was flat with the prior year excluding the unfavorable impact of foreign exchange and the current and prior year Restructuring Credits (Charges). The revenue results were offset by higher direct expenses and technology investments to support business growth. Contribution Margin was 27.0% compared to 27.4% in the prior year period.

Society Partnerships

- 3 new society journals were signed with combined annual revenue of approximately $3 million
- 13 renewals/extensions were signed with approximately $13 million in combined annual revenue
- 4 journals were not renewed with annual revenue of approximately $1 million

Journal Impact Index

In July 2016, Wiley announced an increase in impact factors across more than half of its indexed titles. According to the 2015 Journal Citation Reports ("JCR"), recently released by Thomson Reuters, 58% of Wiley journals increased their impact factor from 2014 to 2015. Wiley had 1,204 journals indexed (73% of the Wiley portfolio), an increase on the previous year, with 11 Wiley titles receiving their first impact factor in this year's JCR release. In addition, 26 Wiley journals achieved a top-category rank, including CA-A Cancer Journal for Clinicians (Impact Factor of 131.7, ranked #1 in Oncology), World Psychiatry (Impact Factor of 20.2, ranked #1 in Psychiatry – an increase of 42% on last year) and Biological Reviews (Impact Factor of 10.7, ranked #1 in Biology). The Thomson Reuters index is a barometer of journal influence across the research community.

Atypon Acquisition

In August 2016, the Company announced it has signed a definitive agreement, subject to Hart-Scott-Rodino Act review, to acquire the net assets of Atypon Systems, Inc. ("Atypon"), a Silicon Valley-based publishing-software company, for $120 million in cash. Atypon is a publishing- software and service provider that enables scholarly societies and publishers to deliver, host, enhance, market and manage their content on the web. Atypon is privately held and headquartered in Santa Clara, CA, with approximately 260 employees in the U.S. and EMEA. The company provides services through *Literatum*, an innovative platform that primarily serves the large scientific, technical, medical and scholarly industry. This software gives publishers direct control over how their content is displayed, promoted and monetized on the web. The company generated over $31 million in calendar year 2015 revenue. Atypon's customers include some of the largest and most prestigious names in the industry. *Literatum* hosts nearly 9,000 journals, 13 million journal articles and more than 1,800 publication web sites for over 200 societies and publishers, accounting for a third of the world's English-language scholarly journal articles. The transaction is expected to close with an effective date of October 1, 2016.

PROFESSIONAL DEVELOPMENT:	For the Three Months Ended July 31, 2016	2015	% change	% change w/o FX (a)
Revenue:				
Knowledge Services:				
Print Books	**$41,513**	$48,712	-15%	-13%
Digital Books	**11,194**	10,633	5%	7%
Online Test Preparation and Certification	**9,707**	7,906	23%	23%
Other Knowledge Service Revenue	**4,724**	5,391	-12%	-11%
	67,138	72,642	-8%	-6%
Talent Solutions:				
Assessment	**13,522**	13,275	2%	2%
Corporate Learning	**15,406**	12,748	21%	20%
	28,928	26,023	11%	11%
Total Revenue	**$96,066**	$98,665	-3%	-2%
Cost of Sales	**(26,742)**	(26,789)	0%	0%
Gross Profit	**69,324**	71,876	-4%	-2%
Gross Profit Margin	**72.2%**	72.8%		
Direct Expenses	**(25,828)**	(27,380)	-6%	-5%
Amortization of Intangibles	**(3,260)**	(3,205)	2%	2%
Restructuring Charges (see Note 6)	**(352)**	(10)		
Direct Contribution to Profit	**$39,884**	$41,281	-3%	-1%
Direct Contribution Margin	**41.5%**	41.8%		
Shared Services and Administrative Costs:				
Distribution and Operation Services	**(5,842)**	(6,871)	-15%	-12%
Technology and Content Management	**(9,856)**	(9,804)	1%	1%
Occupancy and Other	**(4,568)**	(5,593)	-18%	-18%
Contribution to Profit	**$19,618**	$19,013	3%	7%
Contribution Margin	**20.4%**	19.3%		

(a) Adjusted to exclude the fiscal year 2017 and 2016 Restructuring Charges

Revenue:

Professional Development (PD) revenue for the first quarter of fiscal year 2017 decreased 3% to $96.1 million, or 2% excluding the unfavorable impact of foreign exchange. The decrease was mainly driven by weaker book demand across multiple categories, including Technology, partially offset by growth in Corporate Learning and Online Test Preparation and Certification.

Knowledge Services revenue decreased 8% to $67.1 million, or 6% excluding the unfavorable impact of foreign exchange. The decrease was mainly driven by Print Books ($7 million), partially offset by growth in Online Test Preparation and Certification ($2 million). The decline in Print Books was partially offset by growth in Digital Books and reflects expected softness in the print book market and title reductions. The increase in Online Test Preparation and Certification was mainly driven by proprietary sales of the Company’s new college entrance examination ACT test preparation products.

Talent Solutions revenue increased 11% to $28.9 million. Revenue growth in Corporate Learning ($3 million) was driven by global growth from new and existing customers. Assessment revenue grew 2% in fiscal year 2017 and was driven by continued growth in post-hire assessment revenue ($1 million), partially offset by an expected decline in pre-hire assessment revenue following portfolio actions to optimize longer-term profitable growth.

Revenue by Region is as follows (in millions):

	For the Three Months Ended July 31, 2016	2015	% of Revenue	% change w/o FX
Revenue by Region:				
Americas	**$67.9**	$71.1	71%	-4%
EMEA	**23.7**	22.0	25%	11%
Asia-Pacific	**4.5**	5.6	5%	-18%
Total Revenue	**$96.1**	$98.7	100%	-2%

Cost of Sales:

Cost of Sales for the first quarter of fiscal year 2017 remained flat at $26.7 million. Costs associated with revenue growth in Corporate Learning ($1 million) were offset by a decline in Print Books sales volume ($1 million).

Gross Profit:

Gross Profit Margin decreased 60 basis points to 72.2% in the first quarter of fiscal year 2017 principally driven by product mix in Corporate Learning.

Direct Expenses and Amortization:

Direct Expenses for the first quarter of fiscal year 2017 decreased 6% to $25.8 million, or 5% excluding the favorable impact of foreign exchange. The reduction was driven by restructuring and other cost savings ($2 million), partially offset by investments in Corporate Learning to support business growth ($1 million). Amortization of Intangibles increased 2% to $3.3 million in the first quarter of fiscal year 2017.

Contribution to Profit:

Contribution to Profit for the first quarter of fiscal year 2017 increased 3% to $19.6 million, or 7% excluding the unfavorable impact of foreign exchange and the current and prior year Restructuring Charges. The improvement was mainly due to restructuring and other cost savings, partially offset by lower Print Book volume. Contribution Margin was 20.4% compared to 19.3% in the prior year period.

Partnerships:

In August, Wiley announced a publishing agreement with Amazon Web Services (AWS) to introduce official study guide learning tools for the AWS Certification Program. The AWS Certification Program recognizes IT professionals that possess the skills and technical knowledge necessary for building and maintaining applications and services on the AWS Cloud. To earn an AWS Certification, individuals must demonstrate their proficiency in a particular area by passing an AWS Certification Exam.

EDUCATION:	For the Three Months Ended July 31, 2016	2015	% change	% change w/o FX (a)
Revenue:				
Books:				
Print Textbooks	**$23,489**	$34,544	-32%	-31%
Digital Books	**4,836**	5,754	-16%	-14%
	28,325	40,298	-30%	-28%
Custom Materials	**19,398**	22,743	-15%	-15%
Course Workflow Solutions (WileyPLUS)	**866**	1,020	-15%	-15%
Online Program Management	**23,172**	20,502	13%	13%
Other Education Revenue	**2,017**	2,363	-15%	-10%
Total Revenue	**$73,778**	$86,926	-15%	-14%
Cost of Sales	**(23,073)**	(26,858)	-14%	-13%
Gross Profit	**$50,705**	$60,068	-16%	-15%
Gross Profit Margin	**68.7%**	69.1%		
Direct Expenses	**(30,606)**	(34,408)	-11%	-10%
Amortization of Intangibles	**(2,382)**	(2,382)		
Restructuring Charges (see Note 6)	**(1)**	11		
Direct Contribution to Profit	**$17,716**	$23,289	-24%	-24%
Direct Contribution Margin	**24.0%**	26.8%		
Shared Service Costs:				
Distribution and Operation Services	**(3,270)**	(3,425)	-5%	-5%
Technology and Content Management	**(12,952)**	(10,887)	19%	19%
Occupancy and Other	**(3,486)**	(3,944)	-12%	-12%
Contribution to Profit (Loss)	**$(1,992)**	$5,033	-140%	-138%
Contribution Margin	**-2.7%**	5.8%		

(a) Adjusted to exclude the fiscal year 2017 and 2016 Restructuring Credits (Charges)

Revenue:

Education revenue for the first quarter of fiscal year 2017 decreased 15% to $73.8 million, or 14% excluding the unfavorable impact of foreign exchange. Books declined 28% to $28.3 million and Custom Materials declined 15% to $19.4 million. Market pressure was particularly strong in June and July, which we believe to be driven by continued market-share gain for textbook rental, retailers tightening their inventory levels and fine-tuning inventory practices following high 2015-2016 returns, and timing and visibility impact of continued shift to digital from print. Digital purchases are transacted at or shortly after each semester begins.

Online Program Management revenue increased 13% to $23.2 million reflecting an increase in enrollments and institutional partners. As of July 31, 2016, Wiley had 37 partners and 232 degree programs under contract compared to 38 partners and 210 degree programs as of July 31, 2015. Revenue generating programs increased 10% to 183 programs since July 31, 2015. One partnership and 4 programs expired in the quarter, while 10 new programs were contracted with existing partners.

Revenue by Region is as follows (in millions):

	For the Three Months Ended July 31, 2016	2015	% of Revenue	% change w/o FX
Revenue by Region:				
Americas	**$61.3**	$72.1	83%	-15%
EMEA	**2.9**	3.9	4%	-22%
Asia-Pacific	**9.6**	10.9	13%	-9%
Total Revenue	**$73.8**	$86.9	100%	-14%

Cost of Sales:

Cost of Sales for the first quarter of fiscal year 2017 decreased 14% to $23.1 million, or 13% excluding the favorable impact of foreign exchange. The decrease was mainly driven by lower Books sales volume ($5 million), partially offset by Online Program Management program growth ($1 million).

Gross Profit:

Gross Profit Margin for the first quarter of fiscal year 2017 declined 40 basis points to 68.7% mainly due to lower gross margins in Online Program Management.

Direct Expenses and Amortization:

Direct Expenses decreased 11% to $30.6 million in the first quarter of fiscal year 2017, or 10% excluding the favorable impact of foreign exchange. The decrease was mainly driven by lower Online Program Management student recruitment costs ($2 million) and restructuring and other cost savings ($1 million). Amortization of Intangibles of $2.4 million was flat to prior year.

Contribution to Profit (Loss):

Contribution to Profit (Loss) was a $2.0 million loss in the first quarter of fiscal year 2017 compared to a $5.0 million profit in the prior year. The decline was mainly driven by lower Books and Custom Materials revenue and higher technology support costs, partially offset by Online Program Management business growth and restructuring and other cost savings.

SHARED SERVICES AND ADMINISTRATIVE COSTS:

In fiscal year 2017, certain amounts were reclassified between each segments direct expenses and shared services and administrative costs. As a result, prior year amounts have been reclassified to reflect these same reporting methodologies. The Company uses occupied square footage of space; number of employees; units shipped; specific identification/activity-based; gross profit; revenue and number of invoices to allocate shared service costs to each business segment.

	For the Three Months Ended July 31, 2016	2015	% change	% change w/o FX (a)
Distribution and Operation Services	**$19,529**	$19,892	-2%	2%
Technology and Content Management	**70,070**	60,792	15%	17%
Finance	**11,559**	13,399	-14%	-12%
Other Administration	**20,249**	29,136	-31%	-29%
Restructuring (Credits) Charges (see Note 6)	**(1,204)**	3,056		
Total	**$120,203**	$126,275	-5%	0%

(a) Adjusted to exclude the fiscal year 2017 and 2016 Restructuring (Credits) Charges

Shared Services and Administrative Costs for the first quarter of fiscal year 2017 decreased 5% to $120.2 million, but remained flat on a currency neutral basis and excluding the current and prior year Restructuring (Credits) Charges. Technology and Content Management increased mainly due to incremental investments in the Company's Enterprise Resource Planning and related systems ($4 million); higher system development costs and the related depreciation ($4 million); higher license, maintenance and hosting costs ($2 million); and investments in Online Program Management ($1 million), partially offset by restructuring and other cost savings ($1 million). Finance costs decreased due to lower employment costs ($1 million) and other ($1 million), mainly higher consulting costs in the prior year. Other Administration Costs decreased mainly due to one-time benefits related to changes in the Company's retiree and long-term disability health plans ($4 million); a life insurance settlement in the current year ($2 million); a disability settlement in the prior year ($2 million); and lower accrued variable incentive compensation ($2 million), partially offset by higher consulting ($1 million) and other employment costs ($1 million).

LIQUIDITY AND CAPITAL RESOURCES

The Company's Cash and Cash Equivalents balance was $185.9 million at the end of the first quarter of fiscal year 2017, compared with $369.4 million a year earlier. Cash Used for Operating Activities in the first quarter of fiscal year 2017 increased $12.6 million over the first quarter of fiscal year 2016 to $136.7 million principally due to lower cash earnings; higher incentive compensation payments ($5 million); the timing of vendor ($7 million) and income tax ($2 million) payments and higher royalty advance payments ($2 million), partially offset by higher journal subscription cash collections ($17 million) due to timing and business growth; and lower payments related to the Company's restructuring programs ($3 million).

Cash Used for Investing Activities in the first quarter of fiscal year 2017 was $37.4 million compared to $32.8 million in the prior year. Composition spending was $8.0 million in the first quarter of fiscal year 2017 compared to $8.2 million in the prior year. Cash used for technology, property and equipment was $20.8 million in the first quarter of fiscal year 2017 compared to $22.3 million in the prior year. The decrease mainly reflects lower capital spending on computer hardware and related internally developed software, partially offset by increased spend on ERP and related systems ($1 million). Acquisitions in both periods mainly reflect the acquisition of publication rights for society journals.

Cash Provided by Financing Activities was $20.2 million in the first quarter of fiscal year 2017 compared to $65.3 million in the prior year. During the first quarter of fiscal year 2017, net debt borrowings were $48.0 million compared to $100.4 million in the prior year. The Company's net debt (debt less cash and cash equivalents) decreased $14.0 million from the prior year to $467.1 million.

During the first quarter of fiscal year 2017, the Company repurchased 221,305 shares of common stock at an average price of $51.01 compared to 230,400 shares at an average price of $55.22 in the prior year. In the first quarter of fiscal year 2017, the Company increased its quarterly dividend to shareholders by 3% to $0.31 per share versus $0.30 per share in the prior year. Higher proceeds from the exercise of stock options mainly reflect a higher volume of stock option exercises in the first quarter of fiscal year 2017 compared to the prior year.

The Company's operating cash flow is affected by the seasonality and timing of receipts from its Research Journal Subscriptions and its Education business. Cash receipts for calendar year Research Subscription Journals occur primarily from December through April. Reference is made to the Customer Credit Risk section, which follows, for a description of the impact on the Company as it relates to independent journal agents' financial position and liquidity. Sales primarily in the U.S. higher education market tend to be concentrated in June through August, and again in November through January. Due to this seasonality, the Company normally requires increased funds for working capital from May through October.

Cash and Cash Equivalents held outside the U.S. were approximately $168 million as of July 31, 2016. The balances in equivalent U.S. dollars were comprised primarily of pound sterling ($77 million), euros ($40 million), Singapore dollars ($12 million), Australian dollars ($12 million), U.S. dollars ($9 million), and other ($18 million). Maintenance of these cash and cash equivalent balances outside the U.S. does not have a material impact on the liquidity or capital resources of the Company's global, including U.S., operations. Cash and cash equivalent balances outside the U.S. may be subject to U.S. taxation, if repatriated. The Company intends to reinvest cash outside the U.S. except in instances where repatriating such earnings would result in no additional income tax. Accordingly, the Company has not accrued for U.S. income tax on the repatriation of non-U.S. earnings. It is not practical to determine the U.S. income tax liability that would be payable if such cash and cash equivalents were not indefinitely reinvested.

As of July 31, 2016, the Company had approximately $653 million of debt outstanding and approximately $454 million of unused borrowing capacity under its Revolving Credit and other facilities. The Company believes that its operating cash flow, together with its revolving credit facilities and other available debt financing, will be adequate to meet its operating, investing and financing needs in the foreseeable future, although there can be no assurance that continued or increased volatility in the global capital and credit markets will not impair its ability to access these markets on terms commercially acceptable. The Company does not have any off-balance-sheet debt.

The Company's working capital can be negative due to the seasonality of its businesses. The primary driver of the negative working capital is unearned deferred revenue related to subscriptions for which cash has been collected in advance. Cash received in advance for subscriptions is used by the Company for a number of purposes including acquisitions; debt repayments; funding operations; dividend payments; and purchasing treasury shares. The deferred revenue will be recognized as income when the products are shipped or made available online to the customers over the term of the subscription. Current liabilities as of July 31, 2016 include $321.6 million of such deferred subscription revenue for which cash was collected in advance.

Projected capital spending for Technology, Property and Equipment and Composition for fiscal year 2017 is forecast to be approximately $115 million and $50 million, respectively. The increase in fiscal year 2017 Technology, Property and Equipment projected spending is mainly driven by investment in new enterprise resource systems to enable future operating efficiency gains and spending to transform the Company's Hoboken headquarters to enable consolidation and productivity gains. Projected spending for author advances, which is classified as an operating activity, for fiscal year 2017 is forecast to be approximately $110 million.

In July 2016, the Company announced a voluntary, limited-time opportunity for terminated vested employees who are participants in the U.S. Employees' Retirement Plan of John Wiley & Sons, Inc. (the Pension Plan) to request early payment of their entire Pension Plan benefit in the form of a single lump sum payment. Eligible participants who wish to receive the lump sum payment must make an election between July 15 and August 29, 2016. Several weeks will be allowed for administration of all participant responses. Payment is scheduled to be made on or before October 31, 2016. The target population has a total liability of $60.5 million which will be paid from the Pension Plan trust assets. The amount of the total payments will depend on the participation rate of eligible participants. Settlement accounting rules will apply in the period in which the payments are made which will result in a plan remeasurement and the recognition in earnings of a pro-rata portion of unamortized net actuarial loss in the second quarter of fiscal year 2017. The amount of net actuarial loss to be recorded is dependent on the rate of participation. Should there be full participation, which the Company does not anticipate, the actuarial loss recognized would be approximately $20 million.

“Safe Harbor” Statement under the
<u>Private Securities Litigation Reform Act of 1995</u>

This report contains certain forward-looking statements concerning the Company’s operations, performance, and financial condition. Reliance should not be placed on forward-looking statements, as actual results may differ materially from those in any forward-looking statements. Any such forward-looking statements are based upon a number of assumptions and estimates that are inherently subject to uncertainties and contingencies, many of which are beyond the control of the Company, and are subject to change based on many important factors. Such factors include, but are not limited to (i) the level of investment in new technologies and products; (ii) subscriber renewal rates for the Company’s journals; (iii) the financial stability and liquidity of journal subscription agents; (iv) the consolidation of book wholesalers and retail accounts; (v) the market position and financial stability of key retailers; (vi) the seasonal nature of the Company’s educational business and the impact of the used-book market; (vii) worldwide economic and political conditions; (viii) the Company’s ability to protect its copyrights and other intellectual property worldwide; (ix) the ability of the Company to successfully integrate acquired operations and realize expected opportunities and (x) other factors detailed from time to time in the Company’s filings with the Securities and Exchange Commission. The Company undertakes no obligation to update or revise any such forward-looking statements to reflect subsequent events or circumstances.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market Risk

The Company is exposed to market risk primarily related to interest rates, foreign exchange and credit risk. It is the Company's policy to monitor these exposures and to use derivative financial investments and/or insurance contracts from time to time to reduce fluctuations in earnings and cash flows when it is deemed appropriate to do so. The Company does not use derivative financial instruments for trading or speculative purposes.

Interest Rates

The Company had $653.0 million of variable rate loans outstanding at July 31, 2016, which approximated fair value.

On April 4, 2016, the Company entered into a forward starting interest rate swap agreement which fixed a portion of the variable interest due on a variable rate debt renewal on May 16, 2016. Under the terms of the agreement, the Company will pay a fixed rate of 0.92% and receives a variable rate of interest based on one-month LIBOR (as defined) from the counterparty which is reset every month for a three-year period ending May 15, 2019. As of July 31, 2016, the notional amount of the interest rate swap was $350.0 million.

On August 15, 2014, the Company entered into an interest rate swap agreement which fixed a portion of the variable interest due on its variable rate loans outstanding. Under the terms of the agreement, the Company pays a fixed rate of 0.65% and receives a variable rate of interest based on one-month LIBOR (as defined) from the counterparty which is reset every month for a two-year period ending August 15, 2016. As of July 31, 2016, the notional amount of the interest rate swap was $150.0 million.

It is management's intention that the notional amount of interest rate swaps be less than the variable rate loans outstanding during the life of the derivatives. During the three months ended July 31, 2016, the Company recognized losses on its hedge contracts of approximately $0.5 million, which are reflected in Interest Expense in the Condensed Consolidated Statements of Income. At July 31, 2016, the fair value of the outstanding interest rate swaps was a deferred loss of $2.1 million. Based on the maturity dates of the contracts, approximately $0.1 million of the deferred loss as of July 31, 2016 was recorded in Other Accrued Liabilities, with the remaining deferred loss of $2.0 million recorded in Other Long term Liabilities. On an annual basis, a hypothetical one percent change in interest rates for the $153.0 million of unhedged variable rate debt as of July 31, 2016 would affect net income and cash flow by approximately $0.9 million.

Foreign Exchange Rates

Fluctuations in the currencies of countries where the Company operates outside the U.S. may have a significant impact on financial results. The Company is primarily exposed to movements in British pound sterling, euros, Canadian and Australian dollars, and certain currencies in Asia. The Statements of Financial Position of non-U.S. business units are translated into U.S. dollars using period-end exchange rates for assets and liabilities and weighted-average exchange rates for revenues and expenses.

The Company's significant investments in non-U.S. businesses are exposed to foreign currency risk. Adjustments resulting from translating assets and liabilities are reported as a separate component of Accumulated Other Comprehensive Loss within Shareholders' Equity under the caption Foreign Currency Translation Adjustment. During the three months ended July 31, 2016, the Company recorded foreign currency translation losses in Other Comprehensive Income of approximately $44.6 million. The loss for the three months ended July 31, 2016 was primarily as a result of the strengthening of the U.S. dollar relative to the British pound sterling.

Exchange rate gains or losses related to foreign currency transactions are recognized as transaction gains or losses in the Condensed Consolidated Statements of Income as incurred. Under certain circumstances, the Company may enter into derivative financial instruments in the form of foreign currency forward contracts to hedge against specific transactions, including intercompany purchases and loans. The Company does not use derivative financial instruments for trading or speculative purposes.

The Company may enter into forward exchange contracts to manage the Company's exposure on certain foreign currency denominated assets and liabilities. The forward exchange contracts are marked to market through Foreign Exchange Transaction Gains and Losses on the Condensed Consolidated Statements of Income, and carried at their fair value on the Condensed Consolidated Statements of Financial Position. Foreign currency denominated assets and liabilities are remeasured at spot rates in effect on the balance sheet date, with the effects of changes in spot rates reported in Foreign Exchange Transaction Gains and Losses. As of July 31, 2016, the Company maintained two open forward contracts with notional amounts of 274 million pounds sterling and 75 million pounds sterling. During the three months ended July 31, 2016, the Company did not designate any forward exchange contracts as hedges under current accounting standards as the benefits of doing so were not material due to the short-term nature of the contracts. The fair value changes in the forward exchange contracts substantially mitigated the changes in the value of the applicable foreign currency denominated assets and liabilities. As of July 31, 2016, the fair value of the open forward exchange contracts was a gain of approximately $40.6 million and recorded within the Prepaid and Other current assets in the Condensed Consolidated Statements of Financial Position. The fair value was measured on a recurring basis using Level 2 inputs. For the three months ended July 31, 2016, the gains recognized on the forward contracts were $39.3 million.

Sales Return Reserves

The estimated allowance for print book sales returns is based upon historical return patterns, as well as current market trends in the businesses in which we operate. Associated with the estimated sales return reserves, the Company also includes a related reduction in inventory and royalty costs as a result of the expected returns.

Net print book sales return reserves amounted to $23.3 million, $31.4 million and $19.9 million as July 31, 2016 and 2015, and April 30, 2016, respectively. The reserves are reflected in the following accounts of the Condensed Consolidated Statements of Financial Position – increase (decrease):

	July 31, 2016	**July 31, 2015**	**April 30, 2016**
Accounts Receivable	**$(34,700)**	$(45,167)	$(29,447)
Inventories	**6,179**	7,087	4,924
Accounts and Royalties Payable	**(5,239)**	(6,649)	(4,662)
Decrease in Net Assets	**$(23,282)**	$(31,431)	$(19,861)

A one percent change in the estimated sales return rate could affect net income by approximately $2.0 million. A change in the pattern or trends in returns could affect the estimated allowance.

Customer Credit Risk

In the journal publishing business, subscriptions are primarily sourced through journal subscription agents who, acting as agents for library customers, facilitate ordering by consolidating the subscription orders/billings of each subscriber with various publishers. Cash is generally collected in advance from subscribers by the subscription agents and is principally remitted to the Company between the months of December and April. Future calendar-year subscription receipts from these agents are highly dependent on their financial condition and liquidity. Subscription agents account for approximately 22% of total annual consolidated revenue and no one agent accounts for more than 11% of total annual consolidated revenue.

The Company’s book business is not dependent upon a single customer; however, the industry is concentrated in national, regional, and online bookstore chains. Although no one book customer accounts for more than 9% of total annual consolidated revenue and 13% of accounts receivable at July 31, 2016, the top 10 book customers account for approximately 19% of total annual consolidated revenue and approximately 35% of accounts receivable at July 31, 2016.

The European Union, Canada and United States have imposed sanctions on business relationships with Iran, including restrictions on financial transactions and prohibitions on direct and indirect trading with listed “designated persons.” In the first nine months of fiscal year 2016, the Company recorded revenue and net profits of approximately $0.2 million and $0.1 million, respectively, related to the sale of scientific and medical content to certain publicly funded universities, hospitals and institutions that meet the definition of the “Government of Iran” as defined under section 560.304 of title 31, Code of Federal Regulations. The Company has assessed its business relationship and transactions with Iran and believes it is in compliance with the regulations governing the sanctions. The Company intends to continue in these or similar sales as long as they continue to be consistent with all applicable sanction-related regulations.

ITEM 4. CONTROLS AND PROCEDURES

The Company's Chief Executive Officer and Chief Financial Officer, together with the Chief Accounting Officer and other members of the Company's management, have conducted an evaluation of the Company’s disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the “Exchange Act”) as of the end of the period covered by this report. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in reports filed or submitted under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission's rules and forms and (ii) accumulated and communicated to the Company’s management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

We are in the process of implementing a new global enterprise resource planning system (“ERP”) that will enhance our business and financial processes and standardize our information systems. We have completed the implementation with respect to certain subsidiaries/locations and will continue to roll out the ERP in phases over the next three years.

As with any new information system we implement, this application, along with the internal controls over financial reporting included in this process, will require testing for effectiveness. In connection with this ERP implementation, we are updating our internal controls over financial reporting, as necessary, to accommodate modifications to our business processes and accounting procedures. We do not believe that the ERP implementation will have an adverse effect on our internal control over financial reporting.

Except as described above, there were no changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) during the quarter ended July 31, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

There have been no significant developments related to legal proceedings during the first quarter of fiscal year 2017. For information regarding legal proceedings, see the Company’s Form 10-K for the fiscal year ended April 30, 2016 Note 15 Commitment and Contingencies.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the first quarter of fiscal year 2017, the Company made the following purchases of Class A Common Stock under its stock repurchase program:

	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as part of a Publicly Announced Program	Maximum Number of Shares that May be Purchased Under the Program
May 2016	-	-	-	746,836
June 2016	153,871	50.32	153,871	592,965
July 2016	67,434	52.60	67,434	525,531
Total	**221,305**	**51.01**	**221,305**	

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

31.1 – Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes – Oxley Act of 2002

31.2 – Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes – Oxley Act of 2002

32.1 – 18 U.S.C. Section 1350 Certificate by the President and Chief Executive Officer

32.2 – 18 U.S.C. Section 1350 Certificate by the Chief Financial and Operations Officer

101.INS – XBRL Instance Document*

101.SCH – XBRL Taxonomy Extension Schema Document*

101.CAL – XBRL Taxonomy Extension Calculation Linkbase Document*

101.LAB – XBRL Taxonomy Extension Label Linkbase Document*

101.PRE – XBRL Taxonomy Extension Presentation Linkbase Document*

101.DEF – XBRL Taxonomy Extension Definition Linkbase Document*

(b) The following reports on Form 8-K were submitted to the Securities and Exchange Commission since the filing of the Company's 10-K on June 29, 2016:

i. Announcement of the acquisition of Atypon issued on Form 8-K dated August 18, 2016.

ii. Earnings release on the first quarter fiscal year 2017 results issued on Form 8-K dated September 7, 2016 which included the condensed consolidated financial statements of the Company.

*Pursuant to Rule 406T of Regulation S-T, this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

SIGNATURES

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

JOHN WILEY & SONS, INC.
Registrant

By /s/ Mark Allin
Mark Allin
President and
Chief Executive Officer

By /s/ John A. Kritzmacher
John A. Kritzmacher
Chief Financial Officer and
Executive Vice President, Technology and Operations

By /s/ Edward J. Melando
Edward J. Melando
Senior Vice President, Controller and
Chief Accounting Officer

Dated: September 8, 2016

CERTIFICATIONS PERSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Mark Allin, certify that:

I have reviewed this quarterly report on Form 10-Q of John Wiley & Sons, Inc.:

- Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; and

- Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented.

- The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the Company and we have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and
    d. Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

- The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the board of directors:

    a. all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting that are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
    b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls.

By /s/ Mark Allin

Mark Allin
President and
Chief Executive Officer

September 8, 2016

I, John A. Kritzmacher, certify that:

I have reviewed this quarterly report on Form 10-Q of John Wiley & Sons, Inc.:

- Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; and

- Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented

- The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the Company and we have:

  a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  c. Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and
  d. Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

- The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the board of directors:

  a. all significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting that are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls.

By /s/ John A. Kritzmacher

John A. Kritzmacher
Chief Financial Officer and
Executive Vice President, Technology and Operations

September 8, 2016

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

In connection with the Quarterly Report of John Wiley & Sons, Inc. (the “Company”) on Form 10-Q for the period ending July 31, 2016, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Mark Allin, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that based on my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15 (d) of the Securities Exchange Act of 1934 (as amended), as applicable; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By /s/ Mark Allin
Mark Allin
President and
Chief Executive Officer

September 8, 2016

Exhibit 32.2

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

In connection with the Quarterly Report of John Wiley & Sons, Inc. (the “Company”) on Form 10-Q for the period ending July 31, 2016, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, John A. Kritzmacher, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that based on my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15 (d) of the Securities Exchange Act of 1934 (as amended), as applicable; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By /s/ John A. Kritzmacher
John A. Kritzmacher
Chief Financial Officer and
Executive Vice President, Technology and Operations

September 8, 2016