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

FORM 10-Q

(Mark One)
[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2017

or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____to _____

Commission File Number: 001-07434



Aflac Incorporated

(Exact name of registrant as specified in its charter)

Georgia	58-1167100
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1932 Wynnton Road, Columbus, Georgia	**31999**
(Address of principal executive offices)	(ZIP Code)

706.323.3431

(Registrant's telephone number, including area code)

(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 ☐ No

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

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

Large accelerated filer ☑
Non-accelerated filer ☐ (Do not check if a smaller reporting company)
Accelerated filer ☐
Smaller reporting company ☐
Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date.

Class	July 26, 2017
Common Stock, $.10 Par Value	395,229,099

Aflac Incorporated and Subsidiaries
Quarterly Report on Form 10-Q
For the Quarter Ended June 30, 2017

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Items other than those listed above are omitted because they are not required or are not applicable.

As used in this report, “we,” “our,” “us” and “Registrant” refer to Aflac Incorporated.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

Review by Independent Registered Public Accounting Firm

The June 30, 2017 , and 2016 , consolidated financial statements included in this filing have been reviewed by KPMG LLP, an independent registered public accounting firm, in accordance with established professional standards and procedures for such a review.

The report of KPMG LLP commenting upon its review is included on the following page.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
Aflac Incorporated:

We have reviewed the consolidated balance sheet of Aflac Incorporated and subsidiaries (the Company) as of June 30, 2017 , the related consolidated statements of earnings, and comprehensive income for the three-month and six -month periods ended June 30, 2017 and 2016 , and the related consolidated statements of shareholders' equity, and cash flows for the six -month periods ended June 30, 2017 and 2016 . These consolidated financial statements are the responsibility of the Company's management.

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

Based on our reviews, we are not aware of any material modifications that should be made to the consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Aflac Incorporated and subsidiaries as of December 31, 2016 , and the related consolidated statements of earnings, comprehensive income (loss), shareholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated February 24, 2017 , we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of December 31, 2016 , is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ KPMG LLP

Atlanta, Georgia
August 3, 2017

Aflac Incorporated and Subsidiaries
Consolidated Statements of Earnings

(In millions, except for share and per-share amounts - Unaudited)	Three Months Ended June 30, 2017	Three Months Ended June 30, 2016	Six Months Ended June 30, 2017	Six Months Ended June 30, 2016
Revenues:				
Net premiums, principally supplemental health insurance	**$ 4,665**	$ 4,823	**$ 9,303**	$ 9,425
Net investment income	**802**	822	**1,596**	1,623
Realized investment gains (losses):				
Other-than-temporary impairment losses realized	**(9)**	(33)	**(19)**	(47)
Sales and redemptions	**5**	22	**(1)**	113
Derivative and other gains (losses)	**(52)**	(212)	**(176)**	(260)
Total realized investment gains (losses)	**(56)**	(223)	**(196)**	(194)
Other income (loss)	**17**	15	**34**	34
Total revenues	**5,428**	5,437	**10,737**	10,888
Benefits and expenses:				
Benefits and claims, net	**3,039**	3,254	**6,091**	6,279
Acquisition and operating expenses:				
Amortization of deferred policy acquisition costs	**283**	284	**577**	576
Insurance commissions	**335**	345	**664**	678
Insurance and other expenses	**665**	654	**1,339**	1,273
Interest expense	**61**	66	**122**	131
Total acquisition and operating expenses	**1,344**	1,349	**2,702**	2,658
Total benefits and expenses	**4,383**	4,603	**8,793**	8,937
Earnings before income taxes	**1,045**	834	**1,944**	1,951
Income taxes	**332**	286	**639**	672
Net earnings	**$ 713**	$ 548	**$ 1,305**	$ 1,279
Net earnings per share:				
Basic	**$ 1.80**	$ 1.33	**$ 3.27**	$ 3.08
Diluted	**1.79**	1.32	**3.25**	3.06
Weighted-average outstanding common shares used in computing earnings per share (In thousands):				
Basic	**396,433**	411,853	**398,768**	415,301
Diluted	**399,348**	414,326	**401,695**	417,623
Cash dividends per share	**$ .43**	$ .41	**$ .86**	$ .82

See the accompanying Notes to the Consolidated Financial Statements.

Aflac Incorporated and Subsidiaries
Consolidated Statements of Comprehensive Income (Loss)

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions - Unaudited)	**2017**	2016	**2017**	2016
Net earnings	**$ 713**	$ 548	**$ 1,305**	$ 1,279
Other comprehensive income (loss) before income taxes:				
Unrealized foreign currency translation gains (losses) during period	**9**	899	**383**	1,588
Unrealized gains (losses) on investment securities:				
Unrealized holding gains (losses) on investment securities during period	**1,075**	2,693	**549**	5,382
Reclassification adjustment for realized (gains) losses on investment securities included in net earnings	**1**	11	**17**	(66)
Unrealized gains (losses) on derivatives during period	**(2)**	8	**1**	11
Pension liability adjustment during period	**0**	(4)	**(2)**	(6)
Total other comprehensive income (loss) before income taxes	**1,083**	3,607	**948**	6,909
Income tax expense (benefit) related to items of other comprehensive income (loss)	**314**	1,111	**177**	2,102
Other comprehensive income (loss), net of income taxes	**769**	2,496	**771**	4,807
Total comprehensive income (loss)	**$ 1,482**	$ 3,044	**$ 2,076**	$ 6,086

See the accompanying Notes to the Consolidated Financial Statements.

Aflac Incorporated and Subsidiaries
Consolidated Balance Sheets

(In millions)	**June 30, 2017 (Unaudited)**	December 31, 2016
Assets:		
Investments and cash:		
Securities available for sale, at fair value:		
Fixed maturities (amortized cost $67,809 in 2017 and $62,195 in 2016)	**$ 74,698**	$ 68,778
Fixed maturities - consolidated variable interest entities (amortized cost $4,149 in 2017 and $4,168 in 2016)	**5,059**	4,982
Perpetual securities (amortized cost $1,319 in 2017 and $1,269 in 2016)	**1,627**	1,425
Perpetual securities - consolidated variable interest entities (amortized cost $241 in 2017 and $237 in 2016)	**216**	208
Equity securities (cost $257 in 2017 and $231 in 2016)	**280**	265
Equity securities - consolidated variable interest entities (cost $1,032 in 2017 and $972 in 2016)	**1,123**	1,044
Securities held to maturity, at amortized cost:		
Fixed maturities (fair value $39,307 in 2017 and $40,021 in 2016)	**32,613**	33,350
Other investments [1]	**2,016**	1,450
Cash and cash equivalents	**4,264**	4,859
Total investments and cash	**121,896**	116,361
Receivables	**871**	669
Accrued investment income	**760**	754
Deferred policy acquisition costs	**9,340**	8,993
Property and equipment, at cost less accumulated depreciation	**442**	433
Other [2]	**2,085**	2,609
Total assets	**$ 135,394**	$ 129,819

[1] Includes $1,200 in 2017 and $819 in 2016 of loan receivables from consolidated variable interest entities
[2] Includes $142 in 2017 and $127 in 2016 of derivatives from consolidated variable interest entities
See the accompanying Notes to the Consolidated Financial Statements.

(continued)

Aflac Incorporated and Subsidiaries
Consolidated Balance Sheets (continued)

(In millions, except for share and per-share amounts)	**June 30, 2017 (Unaudited)**	December 31, 2016
Liabilities and shareholders' equity:		
Liabilities:		
Policy liabilities:		
Future policy benefits	**$ 80,652**	$ 76,106
Unpaid policy claims	**4,281**	4,045
Unearned premiums	**6,547**	6,916
Other policyholders' funds	**6,978**	6,659
Total policy liabilities	**98,458**	93,726
Income taxes	**6,057**	5,387
Payables for return of cash collateral on loaned securities	**663**	526
Notes payable	**5,252**	5,360
Other [(3)]	**3,461**	4,338
Total liabilities	**113,891**	109,337
Commitments and contingent liabilities (Note 12)		
Shareholders' equity:		
Common stock of $.10 par value. In thousands: authorized 1,900,000 shares in 2017 and 2016; issued 672,037 shares in 2017 and 671,249 shares in 2016	**67**	67
Additional paid-in capital	**2,048**	1,976
Retained earnings	**26,942**	25,981
Accumulated other comprehensive income (loss):		
Unrealized foreign currency translation gains (losses)	**(1,580)**	(1,983)
Unrealized gains (losses) on investment securities	**5,173**	4,805
Unrealized gains (losses) on derivatives	**(23)**	(24)
Pension liability adjustment	**(169)**	(168)
Treasury stock, at average cost	**(10,955)**	(10,172)
Total shareholders' equity	**21,503**	20,482
Total liabilities and shareholders' equity	**$ 135,394**	$ 129,819

[(3)] Includes $133 in 2017 and $146 in 2016 of derivatives from consolidated variable interest entities
See the accompanying Notes to the Consolidated Financial Statements.

Aflac Incorporated and Subsidiaries
Consolidated Statements of Shareholders' Equity

(In millions - Unaudited)	Six Months Ended June 30, 2017	2016
Common stock:		
Balance, beginning of period	**$ 67**	$ 67
Balance, end of period	**67**	67
Additional paid-in capital:		
Balance, beginning of period	**1,976**	1,828
Exercise of stock options	**28**	25
Share-based compensation	**24**	34
Gain (loss) on treasury stock reissued	**20**	18
Balance, end of period	**2,048**	1,905
Retained earnings:		
Balance, beginning of period	**25,981**	24,007
Net earnings	**1,305**	1,279
Dividends to shareholders	**(344)**	(342)
Balance, end of period	**26,942**	24,944
Accumulated other comprehensive income (loss):		
Balance, beginning of period	**2,630**	625
Unrealized foreign currency translation gains (losses) during period, net of income taxes	**403**	1,349
Unrealized gains (losses) on investment securities during period, net of income taxes and reclassification adjustments	**368**	3,455
Unrealized gains (losses) on derivatives during period, net of income taxes	**1**	7
Pension liability adjustment during period, net of income taxes	**(1)**	(4)
Balance, end of period	**3,401**	5,432
Treasury stock:		
Balance, beginning of period	**(10,172)**	(8,819)
Purchases of treasury stock	**(813)**	(1,014)
Cost of shares issued	**30**	35
Balance, end of period	**(10,955)**	(9,798)
Total shareholders' equity	**$ 21,503**	$ 22,550

See the accompanying Notes to the Consolidated Financial Statements.

Aflac Incorporated and Subsidiaries
Consolidated Statements of Cash Flows

(In millions - Unaudited)	Six Months Ended June 30, 2017	2016
Cash flows from operating activities:		
Net earnings	**$ 1,305**	$ 1,279
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Change in receivables and advance premiums	**8**	53
Increase in deferred policy acquisition costs	**(116)**	(103)
Increase in policy liabilities	**1,326**	1,654
Change in income tax liabilities	**368**	(136)
Realized investment (gains) losses	**196**	194
Other, net	**78**	(87)
Net cash provided (used) by operating activities	**3,165**	2,854
Cash flows from investing activities:		
Proceeds from investments sold or matured:		
Securities available for sale:		
Fixed maturities sold	**2,114**	675
Fixed maturities matured or called	**451**	612
Perpetual securities matured or called	**9**	234
Equity securities sold	**157**	50
Securities held to maturity:		
Fixed maturities matured or called	**1,311**	736
Costs of investments acquired:		
Available-for-sale fixed maturities acquired	**(5,662)**	(3,827)
Available-for-sale equity securities acquired	**(178)**	(691)
Other investments, net	**(514)**	(324)
Settlement of derivatives, net	**(34)**	664
Cash received (pledged or returned) as collateral, net	**(129)**	(525)
Other, net	**(42)**	(33)
Net cash provided (used) by investing activities	**(2,517)**	(2,429)
Cash flows from financing activities:		
Purchases of treasury stock	**(813)**	(1,014)
Proceeds from borrowings	**524**	0
Principal payments under debt obligations	**(656)**	(1)
Dividends paid to shareholders	**(328)**	(330)
Change in investment-type contracts, net	**23**	82
Treasury stock reissued	**17**	19
Other, net	**2**	(37)
Net cash provided (used) by financing activities	**(1,231)**	(1,281)
Effect of exchange rate changes on cash and cash equivalents	**(12)**	206
Net change in cash and cash equivalents	**(595)**	(650)
Cash and cash equivalents, beginning of period	**4,859**	4,350
Cash and cash equivalents, end of period	**$ 4,264**	$ 3,700
Supplemental disclosures of cash flow information:		
Income taxes paid	**$ 293**	$ 944
Interest paid	**103**	101
Noncash interest	**19**	30
Impairment losses included in realized investment losses	**19**	47
Noncash financing activities:		
Capital lease obligations	**3**	2
Treasury stock issued for:		
Associate stock bonus	**16**	17
Shareholder dividend reinvestment	**16**	12

Share-based compensation grants	**1**	5

See the accompanying Notes to the Consolidated Financial Statements.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business

Aflac Incorporated (the Parent Company) and its subsidiaries (collectively, the Company) primarily sell supplemental health and life insurance in the United States and Japan. The Company's insurance business is marketed and administered through American Family Life Assurance Company of Columbus (Aflac), which operates in the United States (Aflac U.S.) and as a branch in Japan (Aflac Japan). American Family Life Assurance Company of New York (Aflac New York) is a wholly owned subsidiary of Aflac. Most of Aflac's policies are individually underwritten and marketed through independent agents. Additionally, Aflac U.S. markets and administers group products through Continental American Insurance Company (CAIC), branded as Aflac Group Insurance. Our insurance operations in the United States and our branch in Japan service the two markets for our insurance business. Aflac Japan's revenues, including realized gains and losses on its investment portfolio, accounted for 69% and 75% of the Company's total revenues in the six -month periods ended June 30, 2017 and 2016 , respectively. The percentage of the Company's total assets attributable to Aflac Japan was 84% at June 30, 2017 , compared with 83% at December 31, 2016 .

Basis of Presentation

We prepare our financial statements in accordance with U.S. generally accepted accounting principles (GAAP). These principles are established primarily by the Financial Accounting Standards Board (FASB). In these Notes to the Consolidated Financial Statements, references to U.S. GAAP issued by the FASB are derived from the FASB Accounting Standards Codification ™ (ASC). The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates when recording transactions resulting from business operations based on currently available information. The most significant items on our balance sheet that involve a greater degree of accounting estimates and actuarial determinations subject to changes in the future are the valuation of investments and derivatives, deferred policy acquisition costs, liabilities for future policy benefits and unpaid policy claims, and income taxes. These accounting estimates and actuarial determinations are sensitive to market conditions, investment yields, mortality, morbidity, commission and other acquisition expenses, and terminations by policyholders. As additional information becomes available, or actual amounts are determinable, the recorded estimates will be revised and reflected in operating results. Although some variability is inherent in these estimates, we believe the amounts provided are adequate.

The unaudited consolidated financial statements include the accounts of the Parent Company, its subsidiaries and those entities required to be consolidated under applicable accounting standards. All material intercompany accounts and transactions have been eliminated.

In the opinion of management, the accompanying unaudited consolidated financial statements of the Company contain all adjustments, consisting of normal recurring accruals, which are necessary to fairly present the consolidated balance sheets as of June 30, 2017 and December 31, 2016 , the consolidated statements of earnings and comprehensive income (loss) for the three- and six -month periods ended June 30, 2017 and 2016 , and the consolidated statements of shareholders' equity and cash flows for the six -month periods ended June 30, 2017 and 2016 . Results of operations for interim periods are not necessarily indicative of results for the entire year. As a result, these financial statements should be read in conjunction with the financial statements and notes thereto included in our annual report on Form 10-K for the year ended December 31, 2016 (2016 Annual Report).

Reclassifications : Certain reclassifications have been made to prior-year amounts to conform to current-year reporting classifications. These reclassifications had no impact on net earnings or total shareholders' equity.

Prior year foreign currency transaction gains and losses have been reclassified from Other income (loss) to Realized investment gains (losses) - Derivative and other gains (losses) to conform to current-year reporting classifications. These reclassifications had no impact on net earnings or total shareholders' equity. This change in classification was made to reflect that the major source of our foreign currency transaction gains and losses is directly or indirectly a result of our investment activity.

New Accounting Pronouncements

Recently Adopted Accounting Pronouncements

Consolidation - Interests Held through Related Parties That Are under Common Control: In October 2016, the FASB issued amendments which clarify the consolidation guidance on how a reporting entity that is the single decision maker of a variable interest entity (VIE) should treat indirect interests in the entity held through related parties that are under common control with the reporting entity when determining whether it is the primary beneficiary of that VIE. We adopted this guidance as of January 1, 2017. The adoption of this guidance did not have a significant impact on our financial position, results of operations or disclosures.

Compensation - Stock Compensation - Improvements to Employee Share-Based Payment Accounting: In March 2016, the FASB issued amendments which simplify several aspects for share-based payment award transactions, including income tax consequences, classification of awards as either liability or equity, and classification on the statement of cash flows. We adopted this guidance as of January 1, 2017.

The amendment requires prospective recognition of excess tax benefits and deficiencies in the income statement, rather than in paid-in capital. As a result of applying this requirement, we believe that recognition of excess tax benefits will increase volatility in our statement of operations but the adoption of this guidance did not have a significant impact on our financial position, results of operations or disclosures.

The amendment also requires all excess tax benefits and tax deficiencies (including tax benefits of dividends on share-based payment awards) to be recognized as income tax expense or benefit in the income statement. The guidance requires modified retrospective transition for settlements on all outstanding awards (both historical and future) that did not give rise to an excess benefit to be recorded through retained earnings on a cumulative-effect basis. The adoption of these amendments in the guidance did not have a significant impact on our financial position, results of operations or disclosures.

Additionally, the amendment requires that the minimum statutory tax withholding for all outstanding liability awards be reclassified at the date of adoption to equity (assuming equity classification results from the guidance change), and as a cumulative-effect adjustment to equity be recorded on a modified retrospective basis. The adoption of these amendments in the guidance did not have a significant impact on our financial position, results of operations or disclosures.

The guidance requires certain reclassifications of balances on the statement of cash flows to or from operating and financing activities. The reclassification guidance did not have a significant impact on our statement of cash flows.

The amendment allows an entity to elect whether to use estimates of forfeitures, or to account for forfeitures as they occur, using modified retrospective application. We have made an entity-wide accounting policy election to estimate the number of awards that are expected to vest (consistent with our prior policy) . The election and adoption of this guidance did not have a significant impact on our financial position, results of operations or disclosures.

Investments - Equity Method and Joint Ventures - Simplifying the Transition to the Equity Method of Accounting: In March 2016, the FASB issued amendments which eliminate the requirement that when an investment qualifies for use of the equity method as a result of an increase in the level of ownership interest or degree of influence, an investor must adjust the investment, results of operations, and retained earnings retroactively on a step-by-step basis as if the equity method had been in effect during all previous periods that the investment had been held. Per the amendments, upon qualifying for the equity method of accounting, no retroactive adjustment of the investment is required. The amendments also require that an entity that has an available-for-sale equity security that becomes qualified for the equity method of accounting recognize through earnings the unrealized holding gain or loss in accumulated other comprehensive income at the date the investment becomes qualified for use of the equity method. We adopted this guidance as of January 1, 2017. The adoption of this guidance did not have a significant impact on our financial position, results of operations or disclosures.

Derivatives and Hedging - Contingent Put and Call Options in Debt Instruments: In March 2016, the FASB issued amendments which clarify what steps are required when assessing whether the economic characteristics and risks of call (put) options are clearly and closely related to the economic characteristics and risks of their debt hosts, which is one of the criteria for bifurcating an embedded derivative. Consequently, when a call (put) option is contingently exercisable, an entity does not have to assess whether the event that triggers the ability to exercise a call (put) option is

related to interest rates or credit risks. We adopted this guidance as of January 1, 2017. The adoption of this guidance did not have a significant impact on our financial position, results of operations or disclosures.

Derivatives and Hedging - Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships: In March 2016, the FASB issued amendments which clarify that a change in the counterparty to a derivative instrument that has been designated as the hedging instrument does not, in and of itself, require dedesignation of that hedging relationship provided that all other hedge accounting criteria remain intact. We adopted this guidance as of January 1, 2017. The adoption of this guidance did not have a significant impact on our financial position, results of operations or disclosures.

Accounting Pronouncements Pending Adoption

Compensation-Stock Compensation: Scope of Modification Accounting: In May 2017, the FASB issued amendments to provide guidance clarifying when changes to the terms or conditions of a share-based payment award must be accounted for as modifications. An entity should apply modification accounting if the fair value, vesting conditions or classification of the award (as an equity instrument or liability instrument) changes as a result of the change in terms or conditions of the award. The amendments are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted and should be applied prospectively. The adoption of this guidance is not expected to have a significant impact on our financial position, results of operations or disclosures.

Receivables-Nonrefundable Fees and Other Costs: Premium Amortization on Purchased Callable Debt Securities: In March 2017, the FASB issued amendments to shorten the amortization period for certain callable debt securities held at a premium. Specifically, the amendments require the premium to be amortized to the earliest call date. The amendments do not require an accounting change for securities held at a discount. The amendments are effective for public business entities for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption is permitted, including adoption in an interim period. The adoption of this guidance is not expected to have a significant impact on our financial position, results of operations or disclosures.

Compensation-Retirement Benefit: Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost: In March 2017, the FASB issued amendments requiring that an employer report the service cost component of net periodic pension cost and net periodic postretirement benefit cost in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net periodic pension cost and net periodic postretirement benefit cost are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations, if one is presented. If a separate line item or items are used to present the other components of net benefit cost, that line item or items must be appropriately described. If a separate line item or items are not used, the line item or items used in the income statement to present the other components of net benefit cost must be disclosed. The amendments in this update also allow only the service cost component to be eligible for capitalization when applicable. The amendments are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted. The adoption of this guidance is not expected to have a significant impact on our financial position, results of operations, disclosures or statements of cash flows.

Other Income - Gains and Losses from the Derecognition of Nonfinancial Assets - Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets: In February 2017, the FASB issued amendments that clarify the scope and accounting guidance for the derecognition of a nonfinancial asset or a financial asset that meets the definition of an "in substance nonfinancial asset." The amendments define an "in substance nonfinancial asset," and provide additional accounting guidance for partial sales of nonfinancial assets. The amendments are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Earlier adoption is permitted for fiscal years beginning after December 15, 2016, including interim periods therein. An entity is required to apply the amendments at the same time that it applies the FASB amendments for Revenue from Contracts with Customers. We are evaluating the impact of adoption of this guidance on our financial position, results of operations, disclosures and statements of cash flows.

Intangibles - Goodwill and Other - Simplifying the Test for Goodwill Impairment: In January 2017, the FASB issued amendments simplifying the subsequent measurement of goodwill. An entity, under this update, is no longer required to perform a hypothetical purchase price allocation to measure goodwill impairment. Instead, the entity should perform its annual or interim goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. The amendments are effective for public business entities that are U.S. Securities and Exchange Commission

(SEC) filers for annual or any interim goodwill impairment tests in fiscal years beginning after Dec. 15, 2019. Early adoption is permitted for any goodwill impairment tests performed on testing dates after January 1, 2017. We do not expect the adoption of this guidance to have a significant impact on our financial position, results of operations or disclosures.

Business Combinations - Clarifying the Definition of a Business: In January 2017, the FASB issued amendments clarifying when a set of assets and activities is a business. The amendments provide a screen to exclude transactions where substantially all the fair value of the transferred set is concentrated in a single asset, or group of similar assets, from being evaluated as a business. The amendments are effective for public business entities beginning after December 15, 2017, including interim periods within those periods. We do not expect the adoption of this guidance to have a significant impact on our financial position, results of operations or disclosures.

Statement of Cash Flows - Restricted Cash: In November 2016, the FASB issued amendments requiring that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. The amendments are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted. We do not expect the adoption of this guidance to have a significant impact on our financial position, results of operations, disclosures or statement of cash flows.

Income Taxes - Intra-Entity Transfers of Assets Other Than Inventory: In October 2016, the FASB issued amendments that require an entity to recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. The amendments are effective for public business entities for annual reporting periods beginning after December 15, 2017, including interim reporting periods within those annual reporting periods. Early adoption is permitted. We are evaluating the impact of adoption of this guidance on our financial position, results of operations and disclosures.

Statement of Cash Flows - Classification of Certain Cash Receipts and Cash Payment s: In August 2016, the FASB issued amendments that provide guidance on eight specific statement of cash flows classification issues. The amendments are effective for public companies for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted for any interim or annual period. The adoption of this guidance is not expected to have a significant impact on our financial position, results of operations, disclosures or statements of cash flows.

Financial Instruments - Credit Losses - Measurement of Credit Losses on Financial Instruments: In June 2016, the FASB issued amendments that require a financial asset (or a group of financial assets) measured on an amortized cost basis to be presented net of an allowance for credit losses in order to reflect the amount expected to be collected on the financial asset(s). The measurement of expected credit losses is amended by replacing the incurred loss impairment methodology in current U.S. GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform about a credit loss. Credit losses on available-for-sale debt securities will continue to be measured in a manner similar to current U.S. GAAP. However, the amendments require that credit losses be presented as an allowance rather than as a writedown. Other amendments include changes to the balance sheet presentation and interest income recognition of purchased financial assets with a more-than-insignificant amount of credit deterioration since origination. The amendments are effective for public companies for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Companies may early adopt this guidance as of the fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. We have identified certain financial instruments in scope of this guidance to include certain fixed maturity securities, loans and loan receivables and reinsurance recoverables (See Notes 3 and 7 for current balances of instruments in scope). We are continuing to evaluate the impact of adoption of this guidance on our financial position, results of operations and disclosures.

Leases: In February 2016, the FASB issued updated guidance for accounting for leases. Per the amendments, lessees will be required to recognize all leases on the balance sheet, with the exception of short-term leases. A lease liability will be recorded for the obligation of a lessee to make lease payments arising from a lease. A right-of-use asset, will be recorded which represents the lessee’s right to use, or to control the use of, a specified asset for a lease term. Under the new guidance, lessor accounting is largely unchanged. The amendments are effective for public companies for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted, including adoption in an interim period. We have identified certain operating leases in scope of this guidance to include office space and equipment leases (See Note 15 of the Notes to the Consolidated Financial Statements in the 2016 Annual Report for current balances of leases in scope). The leases within scope of this guidance will increase our

right-of-use assets recorded on our financial position, however we estimate leases within scope of the guidance to represent less than 1% of our total assets as of June 30, 2017 . We estimate that the adoption of this guidance will not have a significant impact on our financial position, results of operations and disclosures.

Financial Instruments - Overall - Recognition and Measurement of Financial Assets and Financial Liabilities: In January 2016, the FASB issued guidance to address certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. The main provisions require that equity investments be measured at fair value with changes recognized in net income; that changes in instrument-specific credit risk for financial liabilities that are measured under the fair value option be recognized in other comprehensive income; and that entities would make the assessment of the ability to realize a deferred tax asset (DTA) related to an available-for-sale (AFS) debt security in combination with the entity's other DTAs. The amendments are effective for public companies for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is not permitted, with the exception of the own credit provision if an entity has elected to measure a liability at fair value. We have identified certain financial instruments in scope of this guidance to include certain fixed maturity securities, perpetual securities and equity securities (See Note 3 for current balances of instruments in scope). We estimate that the impact of this guidance will increase volatility in our statement of operations and we are continuing to evaluate the impact of this guidance on our statement of financial position, operations and disclosures.

Revenue from Contracts with Customers: In May 2014, the FASB issued updated guidance that affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards (e.g., insurance contracts or lease contracts). The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In August 2015, the FASB deferred the effective date for this standard to annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods. We have identified revenue in scope of this guidance to include certain revenues associated with affiliated entities in support of our operations. We estimate the revenue within scope of the guidance to represent less than 1% of our total revenues as of June 30, 2017 . We estimate that the adoption of this guidance will not have a significant impact on our financial position, results of operations and disclosures.

Recent accounting guidance not discussed above is not applicable, did not have, or is not expected to have a material impact to our business.

For additional information on new accounting pronouncements and recent accounting guidance and their impact, if any, on our financial position or results of operations, see Note 1 of the Notes to the Consolidated Financial Statements in the 2016 Annual Report.

2. BUSINESS SEGMENT INFORMATION

The Company consists of two reportable insurance business segments: Aflac Japan and Aflac U.S., both of which sell supplemental health and life insurance. Operating business segments that are not individually reportable and business activities, including reinsurance retrocession activities, not included in Aflac Japan or Aflac U.S. are included in the "Other business segments" category.

We do not allocate corporate overhead expenses to business segments. Consistent with U.S. GAAP accounting guidance for segment reporting, we evaluate and manage our business segments using a financial performance measure called pretax operating earnings. Our definition of operating earnings includes interest cash flows associated with notes payable and amortized hedge costs related to foreign currency denominated investments, but excludes certain items that cannot be predicted or that are outside of management's control, such as realized investment gains and losses from securities transactions, impairments, change in loan loss reserves and certain derivative and foreign currency activities; nonrecurring items; and other non-operating income (loss) from net earnings. Nonrecurring and other non-operating items consist of infrequent events and activity not associated with the normal course of the Company’s insurance operations and do not reflect Aflac’s underlying business performance. We exclude income taxes related to operations to arrive at pretax operating earnings. Information regarding operations by segment follows:

(In millions)	Three Months Ended June 30, 2017	Three Months Ended June 30, 2016	Six Months Ended June 30, 2017	Six Months Ended June 30, 2016
Revenues:				
Aflac Japan:				
Net earned premiums	**$ 3,222**	$ 3,402	**$ 6,416**	$ 6,581
Net investment income, less amortized hedge costs [1]	**557**	605	**1,115**	1,195
Other income	**10**	11	**20**	19
Total Aflac Japan	**3,789**	4,018	**7,551**	7,795
Aflac U.S.:				
Net earned premiums	**1,388**	1,362	**2,778**	2,729
Net investment income	**180**	176	**358**	350
Other income	**2**	0	**3**	3
Total Aflac U.S.	**1,570**	1,538	**3,139**	3,082
Other business segments	**72**	68	**144**	136
Total business segment revenues	**5,431**	5,624	**10,834**	11,013
Corporate and eliminations	**16**	21	**31**	43
Total operating revenues	**5,447**	5,645	**10,865**	11,056
Realized investment gains (losses) [1], [2], [3]	**(19)**	(208)	**(128)**	(168)
Total revenues	**$ 5,428**	$ 5,437	**$ 10,737**	$ 10,888

[1] Amortized hedge costs related to hedging U.S. dollar-denominated investments held in Aflac Japan were $56 and $37 for the three-month periods and $108 and $69 for the six -month periods ended June 30, 2017 , and 2016 , respectively, and have been reclassified from realized investment gains (losses) and reported as a deduction from net investment income when analyzing segment operations to conform to current year reporting.

[2] Excluding a gain of $20 and $21 for the three-month periods and $41 and $43 for the six -month periods ended June 30, 2017 , and 2016 , respectively, related to the interest rate component of the change in fair value of foreign currency swaps on notes payable which is classified as an operating gain when analyzing segment operations

[3] Prior year foreign currency transaction gains and losses have been reclassified from other non-operating income (loss) to realized investment gains (losses) to conform to current-year reporting classifications. These reclassifications had no impact on total revenues.

(In millions)	Three Months Ended June 30, 2017	Three Months Ended June 30, 2016	Six Months Ended June 30, 2017	Six Months Ended June 30, 2016
Pretax earnings:				
Aflac Japan [1]	**$ 791**	$ 802	**$ 1,560**	$ 1,608
Aflac U.S.	**330**	291	**640**	623
Other business segments	**3**	5	**3**	8
Total business segment pretax operating earnings	**1,124**	1,098	**2,203**	2,239
Interest expense, noninsurance operations	**(30)**	(30)	**(59)**	(59)
Corporate and eliminations	**(21)**	(26)	**(44)**	(61)
Pretax operating earnings	**1,073**	1,042	**2,100**	2,119
Realized investment gains (losses) [1], [2], [3]	**(19)**	(208)	**(128)**	(168)
Other non-operating income (loss) [3]	**(9)**	0	**(28)**	0
Total earnings before income taxes	**$ 1,045**	$ 834	**$ 1,944**	$ 1,951
Income taxes applicable to pretax operating earnings	**$ 342**	$ 359	**$ 694**	$ 731
Effect of foreign currency translation on after-tax operating earnings	**(9)**	36	**(3)**	49

[1] *Amortized hedge costs related to hedging U.S. dollar-denominated investments held in Aflac Japan were $56 and $37 for the three-month periods and $108 and $69 for the six-month periods ended June 30, 2017 , and 2016 , respectively, and have been reclassified from realized investment gains (losses) and reported as a deduction from pretax operating earnings when analyzing segment operations to conform to current year reporting.*

[2] *Excluding a gain of $20 and $21 for the three-month periods and $41 and $43 for the six -month periods ended June 30, 2017 , and 2016 , respectively, related to the interest rate component of the change in fair value of foreign currency swaps on notes payable which is classified as an operating gain when analyzing segment operations*

[3] *Prior year foreign currency transaction gains and losses have been reclassified from other non-operating income (loss) to realized investment gains (losses) to conform to current-year reporting classifications. These reclassifications had no impact on total earnings before income taxes.*

Assets were as follows:

(In millions)	June 30, 2017	December 31, 2016
Assets:		
Aflac Japan	**$ 113,497**	$ 107,858
Aflac U.S.	**19,996**	19,453
Other business segments	**471**	270
Total business segment assets	**133,964**	127,581
Corporate and eliminations	**1,430**	2,238
Total assets	**$ 135,394**	$ 129,819

3. INVESTMENTS

Investment Holdings

The amortized cost for our investments in debt and perpetual securities, the cost for equity securities and the fair values of these investments are shown in the following tables.

	June 30, 2017			
(In millions)	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities available for sale, carried at fair value:				
Fixed maturities:				
Yen-denominated:				
Japan government and agencies	$ 27,020	$ 3,262	$ 396	$ 29,886
Municipalities	305	26	14	317
Mortgage- and asset-backed securities	261	31	0	292
Public utilities	1,654	367	8	2,013
Sovereign and supranational	1,482	181	3	1,660
Banks/financial institutions	3,150	460	64	3,546
Other corporate	3,657	715	14	4,358
Total yen-denominated	37,529	5,042	499	42,072
U.S. dollar-denominated:				
U.S. government and agencies	131	12	0	143
Municipalities	891	143	7	1,027
Mortgage- and asset-backed securities	175	13	0	188
Public utilities	5,263	770	42	5,991
Sovereign and supranational	326	88	0	414
Banks/financial institutions	2,684	573	7	3,250
Other corporate	24,959	2,267	554	26,672
Total U.S. dollar-denominated	34,429	3,866	610	37,685
Total fixed maturities	71,958	8,908	1,109	79,757
Perpetual securities:				
Yen-denominated:				
Banks/financial institutions	1,317	256	31	1,542
Other corporate	197	31	0	228
U.S. dollar-denominated:				
Banks/financial institutions	46	27	0	73
Total perpetual securities	1,560	314	31	1,843
Equity securities:				
Yen-denominated	668	86	5	749
U.S. dollar-denominated	621	47	14	654
Total equity securities	1,289	133	19	1,403
Total securities available for sale	$ 74,807	$ 9,355	$ 1,159	$ 83,003

(In millions)	June 30, 2017 Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities held to maturity, carried at amortized cost:				
Fixed maturities:				
Yen-denominated:				
Japan government and agencies	$ 21,527	$ 5,126	$ 0	$ 26,653
Municipalities	362	105	0	467
Mortgage- and asset-backed securities	29	1	0	30
Public utilities	3,329	450	0	3,779
Sovereign and supranational	1,537	304	0	1,841
Banks/financial institutions	3,119	218	15	3,322
Other corporate	2,710	505	0	3,215
Total yen-denominated	32,613	6,709	15	39,307
Total securities held to maturity	$ 32,613	$ 6,709	$ 15	$ 39,307

(In millions)	December 31, 2016 Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities available for sale, carried at fair value:				
Fixed maturities:				
Yen-denominated:				
Japan government and agencies	$ 22,857	$ 3,359	$ 160	$ 26,056
Municipalities	246	29	8	267
Mortgage- and asset-backed securities	1,096	33	8	1,121
Public utilities	1,533	318	3	1,848
Sovereign and supranational	862	186	5	1,043
Banks/financial institutions	2,673	403	74	3,002
Other corporate	3,192	623	3	3,812
Total yen-denominated	32,459	4,951	261	37,149
U.S dollar-denominated:				
U.S. government and agencies	148	10	0	158
Municipalities	894	142	8	1,028
Mortgage- and asset-backed securities	196	20	0	216
Public utilities	5,205	690	60	5,835
Sovereign and supranational	335	91	0	426
Banks/financial institutions	2,570	507	16	3,061
Other corporate	24,556	2,021	690	25,887
Total U.S. dollar-denominated	33,904	3,481	774	36,611
Total fixed maturities	66,363	8,432	1,035	73,760
Perpetual securities:				
Yen-denominated:				
Banks/financial institutions	1,266	128	49	1,345
Other corporate	189	24	0	213
U.S. dollar-denominated:				
Banks/financial institutions	51	24	0	75
Total perpetual securities	1,506	176	49	1,633
Equity securities:				
Yen-denominated	624	83	2	705
U.S. dollar-denominated	579	31	6	604
Total equity securities	1,203	114	8	1,309
Total securities available for sale	$ 69,072	$ 8,722	$ 1,092	$ 76,702

(In millions)	December 31, 2016 Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities held to maturity, carried at amortized cost:				
Fixed maturities:				
Yen-denominated:				
Japan government and agencies	$ 20,702	$ 5,338	$ 0	$ 26,040
Municipalities	350	107	0	457
Mortgage- and asset-backed securities	30	2	0	32
Public utilities	3,201	358	23	3,536
Sovereign and supranational	2,602	283	8	2,877
Banks/financial institutions	3,731	195	26	3,900
Other corporate	2,734	452	7	3,179
Total yen-denominated	33,350	6,735	64	40,021
Total securities held to maturity	$ 33,350	$ 6,735	$ 64	$ 40,021

The methods of determining the fair values of our investments in fixed-maturity securities, perpetual securities and equity securities are described in Note 5.

During the second quarter of 2017, we reclassified three investments from the held-to-maturity category to the available-for-sale category as a result of the issuers' credit rating being downgraded to below investment grade. At the time of the transfer, the securities had an amortized cost of $773 million and an unrealized gain of $47 million . During the first quarter of 2017, we did not reclassify any investments from the held-to-maturity category to the available-for-sale category.

During the first and second quarters of 2016, we did not reclassify any investments from the held-to-maturity category to the available-for-sale category.

Contractual and Economic Maturities

The contractual maturities of our investments in fixed maturities at June 30, 2017 , were as follows:

(In millions)	Aflac Japan Amortized Cost	Fair Value	Aflac U.S. Amortized Cost	Fair Value
Available for sale:				
Due in one year or less	$ 140	$ 153	$ 114	$ 117
Due after one year through five years	4,639	4,905	639	685
Due after five years through 10 years	9,668	10,114	3,118	3,360
Due after 10 years	44,106	49,639	8,500	9,688
Mortgage- and asset-backed securities	304	346	40	42
Total fixed maturities available for sale	$ 58,857	$ 65,157	$ 12,411	$ 13,892
Held to maturity:				
Due in one year or less	$ 491	$ 504	$ 0	$ 0
Due after one year through five years	929	981	0	0
Due after five years through 10 years	1,648	1,826	0	0
Due after 10 years	29,516	35,965	0	0
Mortgage- and asset-backed securities	29	31	0	0
Total fixed maturities held to maturity	$ 32,613	$ 39,307	$ 0	$ 0

At June 30, 2017 , the Parent Company and other business segments had portfolios of available-for-sale fixed-maturity securities totaling $690 million at amortized cost and $708 million at fair value, which are not included in the table above.

Expected maturities may differ from contractual maturities because some issuers have the right to call or prepay obligations with or without call or prepayment penalties.

The majority of our perpetual securities are subordinated to other debt obligations of the issuer, but rank higher than the issuer's equity securities. Perpetual securities have characteristics of both debt and equity investments, along with unique features that create economic maturity dates for the securities. Although perpetual securities have no contractual maturity date, they have stated interest coupons that were fixed at their issuance and subsequently change to a floating short-term interest rate after some period of time. The instruments are generally callable by the issuer at the time of changing from a fixed coupon rate to a new variable rate of interest, which is determined by the combination of some market index plus a fixed amount of basis points. The net effect is to create an expected maturity date for the instrument. The economic maturities of our investments in perpetual securities, which were all reported as available for sale at June 30, 2017 , were as follows:

	Aflac Japan		**Aflac U.S.**	
(In millions)	**Amortized Cost**	**Fair Value**	**Amortized Cost**	**Fair Value**
Due in one year or less	$ 85	$ 82	$ 0	$ 0
Due after one year through five years	197	229	0	0
Due after 10 years	1,239	1,473	39	59
Total perpetual securities available for sale	$ 1,521	$ 1,784	$ 39	$ 59

Investment Concentrations

Our process for investing in credit-related investments begins with an independent approach to underwriting each issuer's fundamental credit quality. We evaluate independently those factors that we believe could influence an issuer's ability to make payments under the contractual terms of our instruments. This includes a thorough analysis of a variety of items including the issuer's country of domicile (including political, legal, and financial considerations); the industry in which the issuer competes (with an analysis of industry structure, end-market dynamics, and regulation); company specific issues (such as management, assets, earnings, cash generation, and capital needs); and contractual provisions of the instrument (such as financial covenants and position in the capital structure). We further evaluate the investment considering broad business and portfolio management objectives, including asset/liability needs, portfolio diversification, and expected income.

Investment exposures that individually exceeded 10% of shareholders' equity were as follows:

	June 30, 2017			December 31, 2016		
(In millions)	**Credit Rating**	**Amortized Cost**	**Fair Value**	Credit Rating	Amortized Cost	Fair Value
Japan National Government [(1)]	**A**	**$47,844**	**$55,723**	A	$42,931	$51,345

[(1)] *Japan Government Bonds (JGBs) or JGB-backed securities*

Realized Investment Gains and Losses

Information regarding pretax realized gains and losses from investments is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	**2017**	2016	**2017**	2016
Realized investment gains (losses):				
Fixed maturities:				
Available for sale:				
Gross gains from sales	**$ 5**	$ 6	**$ 17**	$ 8
Gross losses from sales [1]	**(16)**	(12)	**(31)**	(16)
Net gains (losses) from redemptions	**(9)** [1]	4	**(37)** [1]	87
Other-than-temporary impairment losses	**(3)**	(9) [1]	**(7)**	(21) [1]
Total fixed maturities	**(23)**	(11)	**(58)**	58
Perpetual securities:				
Available for sale:				
Net gains (losses) from redemptions	**4**	30	**4**	40
Other-than-temporary impairment losses	**0**	0	**0**	(2) [1]
Total perpetual securities	**4**	30	**4**	38
Equity securities:				
Gross gains from sales	**23**	2	**48**	5
Gross losses from sales	**(2)**	(8) [1]	**(2)**	(11)
Other-than-temporary impairment losses	**(6)**	(24)	**(12)**	(24)
Total equity securities	**15**	(30)	**34**	(30)
Derivatives and other:				
Derivative gains (losses)	**(51)**	(167)	**(103)**	(171)
Foreign currency gains (losses)	**(1)**	(45)	**(73)**	(89)
Total derivatives and other	**(52)**	(212)	**(176)**	(260)
Total realized investment gains (losses)	**$ (56)**	$ (223)	**$ (196)**	$ (194)

[1] *Primarily driven by foreign exchange*

Prior year foreign currency transaction gains and losses have been reclassified to conform to current-year reporting classifications

Unrealized Investment Gains and Losses

Effect on Shareholders' Equity

The net effect on shareholders' equity of unrealized gains and losses from investment securities was as follows:

(In millions)	**June 30, 2017**	December 31, 2016
Unrealized gains (losses) on securities available for sale	**$ 8,196**	$ 7,630
Deferred income taxes	**(3,023)**	(2,825)
Shareholders' equity, unrealized gains (losses) on investment securities	**$ 5,173**	$ 4,805

Gross Unrealized Loss Aging

The following tables show the fair values and gross unrealized losses of our available-for-sale and held-to-maturity investments that were in an unrealized loss position, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position.

	June 30, 2017					
	Total		Less than 12 months		12 months or longer	
(In millions)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Fixed Maturities:						
Japan government and agencies:						
Yen-denominated	$ 6,241	$ 396	$ 6,234	$ 395	$ 7	$ 1
Municipalities:						
U.S. dollar-denominated	45	7	0	0	45	7
Yen-denominated	128	14	116	11	12	3
Public utilities:						
U.S. dollar-denominated	1,121	42	623	14	498	28
Yen-denominated	96	8	96	8	0	0
Sovereign and supranational:						
Yen-denominated	42	3	42	3	0	0
Banks/financial institutions:						
U.S. dollar-denominated	232	7	216	5	16	2
Yen-denominated	1,523	79	590	27	933	52
Other corporate:						
U.S. dollar-denominated	8,252	554	4,772	155	3,480	399
Yen-denominated	169	14	132	13	37	1
Total fixed maturities	17,849	1,124	12,821	631	5,028	493
Perpetual securities:						
Yen-denominated	429	31	0	0	429	31
Total perpetual securities	429	31	0	0	429	31
Equity securities:						
U.S. dollar-denominated	268	14	255	11	13	3
Yen-denominated	99	5	80	3	19	2
Total equity securities	367	19	335	14	32	5
Total	$ 18,645	$ 1,174	$ 13,156	$ 645	$ 5,489	$ 529

	December 31, 2016					
	Total		Less than 12 months		12 months or longer	
(In millions)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Fixed Maturities:						
Japan government and agencies:						
Yen-denominated	$ 3,958	$ 160	$ 3,958	$ 160	$ 0	$ 0
Municipalities:						
U.S. dollar-denominated	44	8	0	0	44	8
Yen-denominated	105	8	105	8	0	0
Mortgage- and asset-backed securities:						
Yen-denominated	713	8	713	8	0	0
Public utilities:						
U.S. dollar-denominated	1,265	60	790	32	475	28
Yen-denominated	635	26	347	14	288	12
Sovereign and supranational:						
Yen-denominated	244	13	38	5	206	8
Banks/financial institutions:						
U.S. dollar-denominated	268	16	238	10	30	6
Yen-denominated	1,521	100	636	19	885	81
Other corporate:						
U.S. dollar-denominated	10,462	690	7,252	346	3,210	344
Yen-denominated	321	10	321	10	0	0
Total fixed maturities	19,536	1,099	14,398	612	5,138	487
Perpetual securities:						
Yen-denominated	479	49	85	1	394	48
Total perpetual securities	479	49	85	1	394	48
Equity securities:						
U.S. dollar-denominated	211	6	211	6	0	0
Yen-denominated	49	2	49	2	0	0
Total equity securities	260	8	260	8	0	0
Total	$ 20,275	$ 1,156	$ 14,743	$ 621	$ 5,532	$ 535

Analysis of Securities in Unrealized Loss Positions

The unrealized losses on our fixed maturity or perpetual securities investments have been primarily related to general market changes in interest rates, foreign exchange rates, and/or the levels of credit spreads rather than specific concerns with the issuer's ability to pay interest and repay principal. The unrealized losses on our investments in equity securities are primarily related to foreign exchange rates, general market conditions which reflect prospects for the economy as a whole, or specific information pertaining to an industry or an individual company.

For any significant declines in fair value of our fixed income or perpetual securities, we perform a more focused review of the related issuers' credit profile. For corporate issuers, we evaluate their assets, business profile including industry dynamics and competitive positioning, financial statements and other available financial data. For non-corporate issuers, we analyze all sources of credit support, including issuer-specific factors. We utilize information available in the public domain and, for certain private placement issuers, from consultations with the issuers directly. We also consider ratings from Nationally Recognized Statistical Rating Organizations (NRSROs), as well as the specific characteristics of the security we own including seniority in the issuer's capital structure, covenant predictions, or other relevant features. From

these reviews, we evaluate the issuers' continued ability to service our investment through payment of interest and principal.

For any significant declines in fair value of our equity securities, we review the severity of the security's decline in fair value coupled with the length of time the fair value of the security has been below cost. We also perform a more focused review of the financial condition and near-term prospects of the issuer as well as general market conditions reflecting the prospects for the economy as a whole, and determine whether we have the intent to hold the securities until they recover in value.

Assuming no credit-related factors develop, unrealized gains and losses on fixed maturities and perpetual securities are expected to diminish as investments near maturity. Based on our credit analysis, we believe that the issuers of our fixed maturity and perpetual security investments in the sectors shown in the table above have the ability to service their obligations to us.

Other Investments

The table below reflects the composition of the carrying value for other investments as of the periods presented.

(In millions)	**June 30, 2017**	December 31, 2016
Other investments:		
Commercial mortgage loans	**$ 1,052**	$ 855
Middle market loans	**578**	319
Short-term investments	**138**	89
Policy loans	**201**	184
Other	**47**	3
Total other investments	**$ 2,016**	$ 1,450

Loans and Loan Receivables

We classify our commercial mortgage loans (CMLs) and middle market loans (MMLs) as held-for-investment and include them in the other investments line on the consolidated balance sheets. We carry them on the balance sheet at amortized cost less an estimated allowance for loan losses. Our allowance for loan losses is established using both general and specific allowances. The general allowance is used for loans grouped by similar risk characteristics where a loan-specific or market-specific risk has not been identified, but for which we estimate probable incurred losses. The specific allowance is used on an individual loan basis when it is probable that a loss has been incurred. As of June 30, 2017 and December 31, 2016 , our allowance for loan losses was $6 million and $3 million , respectively. As of June 30, 2017 and December 31, 2016 , we had no loans that were past due in regards to principal and/or interest payments. Additionally, we held no loans that were on nonaccrual status or considered impaired as of June 30, 2017 and December 31, 2016 . We had no troubled debt restructurings during the six months ended June 30, 2017 and 2016.

Commercial Mortgage Loans

Commercial mortgage loans include transitional real estate (TRE) loans. As of June 30, 2017 , we had $336 million in outstanding commitments to fund commercial mortgage loans, inclusive of loans held in unit trust structures. These commitments are contingent on the final underwriting and due diligence to be performed.

Middle Market Loans

Middle market loans are generally considered to be below investment grade. The carrying value for middle market loans included an unfunded amount of $147 million and $91 million , as of June 30, 2017 , and December 31, 2016, respectively, that is reflected in other liabilities on the consolidated balance sheets.

As of June 30, 2017 , we had commitments of approximately $600 million to fund potential future loan originations related to this investment program, inclusive of loans held in unit trust structures. These commitments are contingent upon the availability of middle market loans that meet our underwriting criteria.

Other

As of June 30, 2017 , we had $200 million in outstanding commitments to fund alternative investments in limited partnerships.

Variable Interest Entities (VIEs)

As a condition of our involvement or investment in a VIE, we enter into certain protective rights and covenants that preclude changes in the structure of the VIE that would alter the creditworthiness of our investment or our beneficial interest in the VIE.

For those VIEs other than certain unit trust structures, our involvement is passive in nature. We are not, nor have we been, required to purchase any securities issued in the future by these VIEs.

Our ownership interest in VIEs is limited to holding the obligations issued by them. We have no direct or contingent obligations to fund the limited activities of these VIEs, nor do we have any direct or indirect financial guarantees related to the limited activities of these VIEs. We have not provided any assistance or any other type of financing support to any of the VIEs we invest in, nor do we have any intention to do so in the future. For those VIEs in which we hold debt obligations, the weighted-average lives of our notes are very similar to the underlying collateral held by these VIEs where applicable.

We also utilize unit trust structures in our Aflac Japan segment to invest in various asset classes. As the sole investor of these VIEs, we are required to consolidate these entities under U.S. GAAP.

Our risk of loss related to our interests in any of our VIEs is limited to the carrying value of the related investments held in the VIE.

VIEs - Consolidated

The following table presents the cost or amortized cost, fair value and balance sheet caption in which the assets and liabilities of consolidated VIEs are reported.

Investments in Consolidated Variable Interest Entities

	June 30, 2017		December 31, 2016	
(In millions)	**Cost or Amortized Cost**	**Fair Value**	Cost or Amortized Cost	Fair Value
Assets:				
Fixed maturities, available for sale	**$ 4,149**	**$ 5,059**	$ 4,168	$ 4,982
Perpetual securities, available for sale	**241**	**216**	237	208
Equity securities	**1,032**	**1,123**	972	1,044
Other investments [1]	**1,200**	**1,186**	819	789
Other assets [2]	**142**	**142**	127	127
Total assets of consolidated VIEs	**$ 6,764**	**$ 7,726**	$ 6,323	$ 7,150
Liabilities:				
Other liabilities [2]	**$ 133**	**$ 133**	$ 146	$ 146
Total liabilities of consolidated VIEs	**$ 133**	**$ 133**	$ 146	$ 146

[1] Consists of CMLs and MMLs
[2] Consist entirely of derivatives

We are substantively the only investor in the consolidated VIEs listed in the table above. As the sole investor in these VIEs, we have the power to direct the activities of a variable interest entity that most significantly impact the entity's economic performance and are therefore considered to be the primary beneficiary of the VIEs that we consolidate. We also participate in substantially all of the variability created by these VIEs. The activities of these VIEs are limited to holding invested assets and foreign currency, and/or credit default swaps (CDS), as appropriate, and utilizing the cash flows from these securities to service our investment. Neither we nor any of our creditors are able to obtain the underlying

collateral of the VIEs unless there is an event of default or other specified event. For those VIEs that contain a swap, we are not a direct counterparty to the swap contracts and have no control over them. Our loss exposure to these VIEs is limited to our original investment. Our consolidated VIEs do not rely on outside or ongoing sources of funding to support their activities beyond the underlying collateral and swap contracts, if applicable. With the exception of our investment in unit trust structures, the underlying collateral assets and funding of our consolidated VIEs are generally static in nature and the underlying collateral and the reference corporate entities covered by any CDS contracts were all investment grade at the time of issuance.

Investments in Unit Trust Structures

We invest through unit trust structures in yen-denominated public equity securities, U.S. dollar-denominated public equity securities, bank loans, commercial mortgage loans, infrastructure debt, and middle market loans in which we are the only investor, requiring us to consolidate these trusts under U.S. GAAP. The yen-denominated and U.S. dollar-denominated equity securities, bank loans and certain infrastructure debt are classified as available-for-sale in the financial statements. The commercial mortgage loans, middle market loans and certain infrastructure debt that meets the criteria to be classified as a loan are classified as loans held for investment and reflected in other investments on the consolidated balance sheets at amortized cost.

VIEs-Not Consolidated

The table below reflects the amortized cost, fair value and balance sheet caption in which our investment in VIEs not consolidated are reported.

Investments in Variable Interest Entities Not Consolidated

	June 30, 2017		December 31, 2016	
(In millions)	**Amortized Cost**	**Fair Value**	Amortized Cost	Fair Value
Assets:				
Fixed maturities, available for sale	**$ 4,832**	**$ 5,433**	$ 4,729	$ 5,261
Perpetual securities, available for sale	**179**	**230**	172	200
Fixed maturities, held to maturity	**2,662**	**3,085**	2,563	2,948
Other investments	**47**	**48**	1	1
Total investments in VIEs not consolidated	**$ 7,720**	**$ 8,796**	$ 7,465	$ 8,410

The VIEs that we are not required to consolidate are investments that are in the form of debt obligations from the VIEs that are irrevocably and unconditionally guaranteed by their corporate parents or sponsors. These VIEs are the primary financing vehicles used by their corporate sponsors to raise financing in the capital markets. The variable interests created by these VIEs are principally or solely a result of the debt instruments issued by them. We do not have the power to direct the activities that most significantly impact the entity's economic performance, nor do we have the obligation to absorb losses of the entity or the right to receive benefits from the entity. As such, we are not the primary beneficiary of these VIEs and are therefore not required to consolidate them. These VIE investments comprise securities from 147 separate issuers with an average credit rating of BBB as of June 30, 2017 , compared with 145 separate issuers with an average credit rating of BBB as of December 31, 2016 .

Securities Lending and Pledged Securities

We lend fixed-maturity and public equity securities to financial institutions in short-term security-lending transactions. These short-term security-lending arrangements increase investment income with minimal risk. Our security lending policy requires that the fair value of the securities and/or unrestricted cash received as collateral be 102% or more of the fair value of the loaned securities. These securities continue to be carried as investment assets on our balance sheet during the terms of the loans and are not reported as sales. We receive cash or other securities as collateral for such loans. For loans involving unrestricted cash or securities as collateral, the collateral is reported as an asset with a corresponding liability for the return of the collateral.

Details of our securities lending activities were as follows:

Securities Lending Transactions Accounted for as Secured Borrowings			
June 30, 2017			
Remaining Contractual Maturity of the Agreements			
(In millions)	**Overnight and Continuous [1]**	**Up to 30 days**	**Total**
Securities lending transactions:			
Public utilities	**$ 63**	**$ 0**	**$ 63**
Banks/financial institutions	**38**	**0**	**38**
Other corporate	**556**	**0**	**556**
Equity securities	**6**	**0**	**6**
Total borrowings	**$ 663**	**$ 0**	**$ 663**
Gross amount of recognized liabilities for securities lending transactions			**$ 663**
Amounts related to agreements not included in offsetting disclosure in Note 4			**$ 0**

[1] These securities are pledged as collateral under our U.S. securities lending program and can be called at our discretion; therefore, they are classified as Overnight and Continuous.

Securities Lending Transactions Accounted for as Secured Borrowings			
December 31, 2016			
Remaining Contractual Maturity of the Agreements			
(In millions)	Overnight and Continuous [1]	Up to 30 days	Total
Securities lending transactions:			
Public utilities	$ 62	$ 0	$ 62
Banks/financial institutions	34	0	34
Other corporate	430	0	430
Total borrowings	$ 526	$ 0	$ 526
Gross amount of recognized liabilities for securities lending transactions			$ 526
Amounts related to agreements not included in offsetting disclosure in Note 4			$ 0

[1] These securities are pledged as collateral under our U.S. securities lending program and can be called at our discretion; therefore, they are classified as Overnight and Continuous.

We did not have any repurchase agreements or repurchase-to-maturity transactions outstanding as of June 30, 2017 and December 31, 2016 , respectively.

Certain fixed-maturity securities can be pledged as collateral as part of derivative transactions, or pledged to support state deposit requirements or certain investment programs. For additional information regarding pledged securities related to derivative transactions, see Note 4.

4. DERIVATIVE INSTRUMENTS

Our freestanding derivative financial instruments have historically consisted of: (1) foreign currency forwards and options used in hedging foreign exchange risk on U.S. dollar-denominated investments in Aflac Japan's portfolio; (2) foreign currency forwards and options used to hedge foreign exchange risk from our net investment in Aflac Japan and economically hedge certain portions of forecasted cash flows denominated in yen; (3) swaps associated with our notes payable, consisting of cross-currency interest rate swaps, also referred to as foreign currency swaps, associated with certain senior notes and our subordinated debentures; (4) foreign currency swaps and credit default swaps that are associated with investments in special-purpose entities, including VIEs where we are the primary beneficiary; and (5) options on interest rate swaps (or interest rate swaptions) and futures used to hedge interest rate risk for certain available-for-sale securities. We do not use derivative financial instruments for trading purposes, nor do we engage in leveraged derivative transactions. Some of our derivatives are designated as cash flow hedges, fair value hedges or net investment hedges; however, other derivatives do not qualify for hedge accounting or we elect not to designate them as an accounting hedge. We utilize a net investment hedge to mitigate foreign exchange exposure resulting from our net investment in Aflac Japan. In addition to designating derivatives as hedging instruments, we have designated the majority of the Parent Company's yen-denominated liabilities (notes payable and loans) as nonderivative hedging instruments for this net investment hedge.

Derivative Types

Foreign currency forwards and options are executed for the Aflac Japan segment in order to hedge the currency risk on the carrying value of certain U.S. dollar-denominated investments. The average maturity of these forwards and options can change depending on factors such as market conditions and types of investments being held. In situations where the maturity of the forwards and options are shorter than the underlying investment being hedged, we may enter into new forwards and options near maturity of the existing derivative in order to continue hedging the underlying investment. In forward transactions, Aflac Japan agrees with another party to buy a fixed amount of yen and sell a corresponding amount of U.S. dollars at a specified future date. Aflac Japan also executes foreign currency option transactions in a collar strategy, where Aflac Japan agrees with another party to simultaneously purchase a fixed amount of U.S. dollar put options and sell U.S. dollar call options. The combination of these two actions results in no net premium being paid (i.e. a costless or zero-cost collar). The foreign currency forwards and options are used in fair value hedging relationships to mitigate the foreign exchange risk associated with U.S. dollar-denominated investments supporting yen-denominated liabilities.

Foreign currency forwards and options are also used to hedge the currency risk associated with the net investment in Aflac Japan. In these forward transactions, Aflac agrees with another party to buy a fixed amount of U.S. dollars and sell a corresponding amount of yen at a specified future date. In the option transactions, we use a combination of foreign currency options to protect expected future cash flows by simultaneously purchasing yen put options (options that protect against a weakening yen) and selling yen call options (options that limit participation in a strengthening yen). The combination of these two actions results in no net premium being paid (i.e. a costless or zero-cost collar).

We enter into foreign currency swaps pursuant to which we exchange an initial principal amount in one currency for an initial principal amount of another currency, with an agreement to re-exchange the currencies at a future date at an agreed upon exchange rate. There may also be periodic exchanges of payments at specified intervals based on the agreed upon rates and notional amounts. Foreign currency swaps are used primarily in the consolidated VIEs in our Aflac Japan portfolio to convert foreign-denominated cash flows to yen, the functional currency of Aflac Japan, in order to minimize cash flow fluctuations. We also use foreign currency swaps to economically convert certain of our U.S. dollar-denominated senior note and subordinated debenture principal and interest obligations into yen-denominated obligations.

The only CDS that we currently hold relates to components of an investment in a VIE and is used to assume credit risk related to an individual security. This CDS contract entitles the consolidated VIE to receive periodic fees in exchange for an obligation to compensate the derivative counterparties should the referenced security issuer experience a credit event, as defined in the contract.

Interest rate swaps involve the periodic exchange of cash flows with other parties, at specified intervals, calculated using agreed upon rates or other financial variables and notional principal amounts. Typically, at the time a swap is entered into, the cash flow streams exchanged by the counterparties are equal in value. No cash or principal payments are exchanged at the inception of the contract. Interest rate swaps are primarily used to convert interest receipts on floating-rate fixed-maturity securities contracts to fixed rates. These derivatives are predominantly used to better match cash receipts from assets with cash disbursements required to fund liabilities.

Interest rate swaptions are options on interest rate swaps. Interest rate collars are combinations of two swaption positions and are executed in order to hedge certain U.S. dollar-denominated available-for-sale securities that are held in the Aflac Japan segment. We use collars to protect against significant changes in the fair value associated with our U.S. dollar-denominated available-for-sale securities due to interest rates. In order to maximize the efficiency of the collars while minimizing cost, we set the strike price on each collar so that the premium paid for the 'payer leg' is offset by the premium received for having sold the 'receiver leg.'

Periodically, we may enter into other derivative transactions depending on general economic conditions.

Derivative Balance Sheet Classification

The tables below summarize the balance sheet classification of our derivative fair value amounts, as well as the gross asset and liability fair value amounts. The fair value amounts presented do not include income accruals. The notional amount of derivative contracts represents the basis upon which pay or receive amounts are calculated and are not reflective of exposure or credit risk.

	June 30, 2017			December 31, 2016		
(In millions)		**Asset Derivatives**	**Liability Derivatives**		Asset Derivatives	Liability Derivatives
Hedge Designation/ Derivative Type	**Notional Amount**	**Fair Value**	**Fair Value**	Notional Amount	Fair Value	Fair Value
Cash flow hedges:						
Foreign currency swaps	**$ 75**	**$ 0**	**$ (8)**	$ 75	$ 0	$ (10)
Total cash flow hedges	**75**	**0**	**(8)**	75	0	(10)
Fair value hedges:						
Foreign currency forwards	**9,268**	**0**	**(469)**	10,965	0	(759)
Foreign currency options	**5,585**	**0**	**(6)**	4,224	2	(32)
Total fair value hedges	**14,853**	**0**	**(475)**	15,189	2	(791)
Net investment hedge:						
Foreign currency forwards	**287**	**2**	**(3)**	209	5	(2)
Foreign currency options	**926**	**20**	**(10)**	843	41	(17)
Total net investment hedge	**1,213**	**22**	**(13)**	1,052	46	(19)
Non-qualifying strategies:						
Foreign currency swaps	**5,882**	**307**	**(191)**	6,266	490	(220)
Foreign currency forwards	**10,676**	**212**	**(434)**	21,218	667	(956)
Foreign currency options	**0**	**0**	**0**	41	0	(2)
Credit default swaps	**89**	**2**	**0**	86	2	0
Total non-qualifying strategies	**16,647**	**521**	**(625)**	27,611	1,159	(1,178)
Total derivatives	**$ 32,788**	**$ 543**	**$ (1,121)**	$ 43,927	$ 1,207	$ (1,998)
Balance Sheet Location						
Other assets	**$ 12,108**	**$ 543**	**$ 0**	$ 18,329	$ 1,207	$ 0
Other liabilities	**20,680**	**0**	**(1,121)**	25,598	0	(1,998)
Total derivatives	**$ 32,788**	**$ 543**	**$ (1,121)**	$ 43,927	$ 1,207	$ (1,998)

Cash Flow Hedges

Certain of our consolidated VIEs have foreign currency swaps that qualify for hedge accounting treatment. For those that have qualified, we have designated the derivative as a hedge of the variability in cash flows of a forecasted transaction or of amounts to be received or paid related to a recognized asset ("cash flow" hedge). We expect to continue this hedging activity for a weighted-average period of approximately nine years. The remaining derivatives in our consolidated VIEs that have not qualified for hedge accounting are included in "non-qualifying strategies."

Fair Value Hedges

We designate and account for certain foreign currency forwards and options as fair value hedges when they meet the requirements for hedge accounting. These foreign currency forwards and options hedge the foreign currency exposure of certain U.S. dollar-denominated investments. We recognize gains and losses on these derivatives and the related hedged items in current earnings within derivative and other gains (losses). The change in the fair value of the foreign currency forwards related to the changes in the difference between the spot rate and the forward price is excluded from the assessment of hedge effectiveness. The change in fair value of the foreign currency option related to the time value of the option is excluded from the assessment of hedge effectiveness.

We designate and account for interest rate swaptions as fair value hedges when they meet the requirements for hedge accounting. These interest rate swaptions hedge the interest rate exposure of certain U.S. dollar-denominated fixed maturity securities within the investment portfolio of our Aflac Japan segment. We recognize gains and losses on these derivatives and the related hedged items in current earnings within derivative and other gains (losses). The change in the fair value of the interest rate swaptions related to the time value of the option is excluded from the assessment of hedge effectiveness.

The following table presents the gains and losses on derivatives and the related hedged items in fair value hedges.

Fair Value Hedging Relationships

(In millions)		Hedging Derivatives			Hedged Items	
Hedging Derivatives	**Hedged Items**	**Total Gains (Losses)**	**Gains (Losses) Excluded from Effectiveness Testing**	**Gains (Losses) Included in Effectiveness Testing**	**Gains (Losses)**	**Ineffectiveness Recognized for Fair Value Hedge**
Three Months Ended June 30, 2017:						
Foreign currency forwards	Fixed-maturity and equity securities	**$ (34)**	**$ (50)**	**$ 16**	**$ (15)**	**$ 1**
Foreign currency options	Fixed-maturity securities	**(7)**	**(7)**	**0**	**0**	**0**
Six Months Ended June 30, 2017:						
Foreign currency forwards	Fixed-maturity and equity securities	**$ 307**	**$ (98)**	**$ 405**	**$ (387)**	**$ 18**
Foreign currency options	Fixed-maturity securities	**17**	**6**	**11**	**(10)**	**1**
Three Months Ended June 30, 2016:						
Foreign currency forwards	Fixed-maturity securities	$ 1,156	$ (48)	$ 1,204	$ (1,236)	$ (32)
Foreign currency options	Fixed-maturity securities	7	7	0	0	0
Six Months Ended June 30, 2016:						
Foreign currency forwards	Fixed-maturity securities	$ 2,013	$ (92)	$ 2,105	$ (2,118)	$ (13)
Foreign currency options	Fixed-maturity securities	6	6	0	0	0

Net Investment Hedge

Our investment in Aflac Japan is affected by changes in the yen/dollar exchange rate. To mitigate this exposure, we have designated the Parent Company's yen-denominated liabilities (see Note 8) as non-derivative hedges and designated foreign currency forwards and options as derivative hedges of the foreign currency exposure of our net investment in Aflac Japan.

As of June 30, 2017 , we had foreign exchange forwards and options as part of a hedge on 45.0 billion yen of profit repatriation received from Aflac Japan in July 2017 and 90.8 billion yen of future profit repatriation.

Our net investment hedge was effective during the three- and six -month periods ended June 30, 2017 and 2016 , respectively.

Non-qualifying Strategies

For our derivative instruments in consolidated VIEs that do not qualify for hedge accounting treatment, all changes in their fair value are reported in current period earnings within derivative and other gains (losses). The amount of gain or loss recognized in earnings for our VIEs is attributable to the derivatives in those investment structures. While the change in value of the swaps is recorded through current period earnings, the change in value of the available-for-sale fixed-maturity or perpetual securities associated with these swaps is recorded through other comprehensive income.

We have cross-currency interest rate swap agreements related to our $550 million senior notes due March 2020, $350 million senior notes due February 2022, $700 million senior notes due June 2023, $750 million senior notes due November 2024, $450 million senior notes due March 2025, and $500 million subordinated debentures due September 2052. Changes in the values of these swaps are recorded through current period earnings. For additional information regarding these swaps, see Note 8 in this report and Note 9 of the Notes to the Consolidated Financial Statements in the 2016 Annual Report.

In 2016, we began using foreign exchange forwards to mitigate the currency risk of our U.S. dollar-denominated loan receivables held within the Aflac Japan segment. As of June 30, 2017 , the outstanding derivative notional amounts associated with these U.S. dollar-denominated loan receivables were approximately $1.1 billion . We have not elected to apply hedge accounting for these loan receivables due to the change in fair value of the foreign exchange forwards and the foreign currency remeasurement of the loan receivables being recorded through current period earnings, and generally offsetting each other within realized investment gains (losses).

Impact of Derivatives and Hedging Instruments

The following table summarizes the impact to realized investment gains (losses) and other comprehensive income (loss) from all derivatives and hedging instruments.

	Three Months Ended June 30,				Six Months Ended June 30,			
	2017		2016		**2017**		2016	
(In millions)	**Realized Investment Gains (Losses)**	**Other Comprehensive Income (Loss) [1]**	Realized Investment Gains (Losses)	Other Comprehensive Income (Loss) [1]	**Realized Investment Gains (Losses)**	**Other Comprehensive Income (Loss) [1]**	Realized Investment Gains (Losses)	Other Comprehensive Income (Loss) [1]
Qualifying hedges:								
Cash flow hedges:								
Foreign currency swaps	**$ 0**	**$ (2)**	$ 1	$ 8	**$ 0**	**$ 1**	$ 1	$ 11
Total cash flow hedges	**0**	**(2)**	1	8	**0**	**1**	1	11
Fair value hedges:								
Foreign currency forwards [2]	**(49)**	**0**	(80)	0	**(80)**	**0**	(105)	0
Foreign currency options [2]	**(7)**	**0**	7	0	**7**	**0**	6	0
Total fair value hedges	**(56)**	**0**	(73)	0	**(73)**	**0**	(99)	0
Net investment hedge:								
Non-derivative hedging instruments	**0**	**(1)**	0	(22)	**0**	**(18)**	0	(37)
Foreign currency forwards	**0**	**(19)**	0	(83)	**0**	**(28)**	0	(133)
Foreign currency options	**0**	**31**	0	(15)	**0**	**8**	0	(31)
Total net investment hedge	**0**	**11**	0	(120)	**0**	**(38)**	0	(201)
Non-qualifying strategies:								
Foreign currency swaps	**34**	**0**	(104)	0	**26**	**0**	(94)	0
Foreign currency forwards	**(29)**	**0**	10	0	**(56)**	**0**	21	0
Credit default swaps	**0**	**0**	(1)	0	**0**	**0**	0	0
Total non-qualifying strategies	**5**	**0**	(95)	0	**(30)**	**0**	(73)	0
Total	**$ (51)**	**$ 9**	$ (167)	$ (112)	**$ (103)**	**$ (37)**	$ (171)	$ (190)

[1] Cash flow hedge items are recorded as unrealized gains (losses) on derivatives and net investment hedge items are recorded in the unrealized foreign currency translation gains (losses) line in the consolidated statement of comprehensive income (loss).

[2] Impact shown net of effect of hedged items (see Fair Value Hedges section of this Note 4 for further detail)

We reclassified an immaterial amount related to our cash flow hedges from accumulated other comprehensive income (loss) into earnings for the three- and six-month periods ended June 30, 2017 , and reclassified a $1 million gain for the three- and six-month periods ended June 30, 2016 , respectively. There was no gain or loss reclassified from accumulated other comprehensive income (loss) into earnings related to the net investment hedge for the three- and six-month periods ended June 30, 2017 and 2016, respectively. As of June 30, 2017 , deferred gains and losses on derivative instruments

recorded in accumulated other comprehensive income that are expected to be reclassified to earnings during the next twelve months were immaterial.

Credit Risk Assumed through Derivatives

For the foreign currency and credit default swaps associated with our VIE investments for which we are the primary beneficiary, we bear the risk of loss due to counterparty default even though we are not a direct counterparty to those contracts.

We are a direct counterparty to the foreign currency swaps that we have entered into in connection with certain of our senior notes and subordinated debentures; foreign currency forwards; foreign currency options; and interest rate swaptions, and therefore we are exposed to credit risk in the event of nonperformance by the counterparties in those contracts. The risk of counterparty default for our foreign currency swaps, certain foreign currency forwards, foreign currency options and interest rate swaptions is mitigated by collateral posting requirements that counterparties to those transactions must meet.

As of June 30, 2017 , there were 16 counterparties to our derivative agreements, with five comprising 68% of the aggregate notional amount. The counterparties to these derivatives are financial institutions with the following credit ratings:

	June 30, 2017			December 31, 2016		
(In millions)	**Notional Amount of Derivatives**	**Asset Derivatives Fair Value**	**Liability Derivatives Fair Value**	Notional Amount of Derivatives	Asset Derivatives Fair Value	Liability Derivatives Fair Value
Counterparties' credit rating:						
AA	**$ 24,508**	**$ 385**	**$ (977)**	$ 6,844	$ 247	$ (308)
A	**7,839**	**149**	**(76)**	36,019	900	(1,621)
BBB	**441**	**9**	**(68)**	1,064	60	(69)
Total	**$ 32,788**	**$ 543**	**$ (1,121)**	$ 43,927	$ 1,207	$ (1,998)

We engage in derivative transactions directly with unaffiliated third parties under International Swaps and Derivatives Association, Inc. (ISDA) agreements and other documentation. Most of the ISDA agreements also include Credit Support Annexes (CSAs) provisions, which generally provide for two-way collateral postings at the first dollar of exposure. We mitigate the risk that counterparties to transactions might be unable to fulfill their contractual obligations by monitoring counterparty credit exposure and collateral value while generally requiring that collateral be posted at the outset of the transaction. In addition, a significant portion of the derivative transactions have provisions that give the counterparty the right to terminate the transaction upon a downgrade of Aflac’s financial strength rating. The actual amount of payments that we could be required to make, depends on market conditions, the fair value of outstanding affected transactions, and other factors prevailing at and after the time of the downgrade.

Collateral posted by us to third parties for derivative transactions can generally be repledged or resold by the counterparties. The aggregate fair value of all derivative instruments with credit-risk-related contingent features that were in a net liability position by counterparty was approximately $703 million and $1.2 billion as of June 30, 2017 and December 31, 2016 , respectively. We are generally allowed to sell or repledge collateral obtained from our derivative counterparties, although we do not typically exercise such rights. (See the Offsetting tables below for collateral posted or received as of the reported balance sheet dates.)

Offsetting of Financial Instruments and Derivatives

Most of the Company's derivative instruments are subject to enforceable master netting arrangements that provide for the net settlement of all derivative contracts between the Parent Company or Aflac and its respective counterparty in the event of default or upon the occurrence of certain termination events. Collateral support agreements with the master netting arrangements generally provide that the Company will receive or pledge financial collateral at the first dollar of exposure.

We have securities lending agreements with unaffiliated financial institutions that post collateral to us in return for the use of our fixed maturity and public equity securities (see Note 3). When we have entered into securities lending agreements with the same counterparty, the agreements generally provide for net settlement in the event of default by the

counterparty. This right of set-off allows us to keep and apply collateral received if the counterparty failed to return the securities borrowed from us as contractually agreed.

The tables below summarize our derivatives and securities lending transactions, and as reflected in the tables, in accordance with U.S. GAAP, our policy is to not offset these financial instruments in the Consolidated Balance Sheets.

Offsetting of Financial Assets and Derivative Asset

	June 30, 2017						
				Gross Amounts Not Offset in Balance Sheet			
(In millions)	Gross Amount of Recognized Assets	Gross Amount Offset in Balance Sheet	Net Amount of Assets Presented in Balance Sheet	Financial Instruments	Securities Collateral	Cash Collateral Received	Net Amount
Derivative assets:							
Derivative assets subject to a master netting agreement or offsetting arrangement	**$ 401**	**$ 0**	**$ 401**	**$ (285)**	**$ 0**	**$ (114)**	**$ 2**
Derivative assets not subject to a master netting agreement or offsetting arrangement	**142**		**142**				**142**
Total derivative assets	**543**	**0**	**543**	**(285)**	**0**	**(114)**	**144**
Securities lending and similar arrangements	**647**	**0**	**647**	**0**	**0**	**(647)**	**0**
Total	**$ 1,190**	**$ 0**	**$ 1,190**	**$ (285)**	**$ 0**	**$ (761)**	**$ 144**

December 31, 2016							
				Gross Amounts Not Offset in Balance Sheet			
(In millions)	Gross Amount of Recognized Assets	Gross Amount Offset in Balance Sheet	Net Amount of Assets Presented in Balance Sheet	Financial Instruments	Securities Collateral	Cash Collateral Received	Net Amount
Derivative assets:							
Derivative assets subject to a master netting agreement or offsetting arrangement	$ 1,080	$ 0	$ 1,080	$ (698)	$ 0	$ (382)	$ 0
Derivative assets not subject to a master netting agreement or offsetting arrangement	127		127				127
Total derivative assets	1,207	0	1,207	(698)	0	(382)	127
Securities lending and similar arrangements	513	0	513	0	0	(513)	0
Total	$ 1,720	$ 0	$ 1,720	$ (698)	$ 0	$ (895)	$ 127

Offsetting of Financial Liabilities and Derivative Liabilities

June 30, 2017							
				Gross Amounts Not Offset in Balance Sheet			
(In millions)	Gross Amount of Recognized Liabilities	Gross Amount Offset in Balance Sheet	Net Amount of Liabilities Presented in Balance Sheet	Financial Instruments	Securities Collateral	Cash Collateral Pledged	Net Amount
Derivative liabilities:							
Derivative liabilities subject to a master netting agreement or offsetting arrangement	**$ (988)**	**$ 0**	**$ (988)**	**$ 285**	**$ 697**	**$ 7**	**$ 1**
Derivative liabilities not subject to a master netting agreement or offsetting arrangement	**(133)**		**(133)**				**(133)**
Total derivative liabilities	**(1,121)**	**0**	**(1,121)**	**285**	**697**	**7**	**(132)**
Securities lending and similar arrangements	**(663)**	**0**	**(663)**	**647**	**0**	**0**	**(16)**
Total	**$ (1,784)**	**$ 0**	**$ (1,784)**	**$ 932**	**$ 697**	**$ 7**	**$ (148)**

December 31, 2016							
				Gross Amounts Not Offset in Balance Sheet			
(In millions)	Gross Amount of Recognized Liabilities	Gross Amount Offset in Balance Sheet	Net Amount of Liabilities Presented in Balance Sheet	Financial Instruments	Securities Collateral	Cash Collateral Pledged	Net Amount
Derivative liabilities:							
Derivative liabilities subject to a master netting agreement or offsetting arrangement	$ (1,852)	$ 0	$ (1,852)	$ 698	$ 1,130	$ 21	$ (3)
Derivative liabilities not subject to a master netting agreement or offsetting arrangement	(146)		(146)				(146)
Total derivative liabilities	(1,998)	0	(1,998)	698	1,130	21	(149)
Securities lending and similar arrangements	(526)	0	(526)	513	0	0	(13)
Total	$ (2,524)	$ 0	$ (2,524)	$ 1,211	$ 1,130	$ 21	$ (162)

For additional information on our financial instruments, see the accompanying Notes 1, 3 and 5 and Notes 1, 3 and 5 of the Notes to the Consolidated Financial Statements in the 2016 Annual Report.

5. FAIR VALUE MEASUREMENTS

Fair Value Hierarchy

U.S. GAAP specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. These two types of inputs create three valuation hierarchy levels. Level 1 valuations reflect quoted market prices for identical assets or liabilities in active markets. Level 2 valuations reflect quoted market prices for similar assets or liabilities in an active market, quoted market prices for identical or similar assets or liabilities in non-active markets or model-derived valuations in which all significant valuation inputs are observable in active markets. Level 3 valuations reflect valuations in which one or more of the significant inputs are not observable in an active market.

The following tables present the fair value hierarchy levels of the Company's assets and liabilities that are measured and carried at fair value on a recurring basis.

(In millions)	June 30, 2017			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Securities available for sale, carried at fair value:				
Fixed maturities:				
Government and agencies	$ 29,129	$ 900	$ 0	$ 30,029
Municipalities	0	1,344	0	1,344
Mortgage- and asset-backed securities	0	292	188	480
Public utilities	0	7,951	53	8,004
Sovereign and supranational	0	2,074	0	2,074
Banks/financial institutions	0	6,771	25	6,796
Other corporate	0	30,953	77	31,030
Total fixed maturities	29,129	50,285	343	79,757
Perpetual securities:				
Banks/financial institutions	0	1,615	0	1,615
Other corporate	0	228	0	228
Total perpetual securities	0	1,843	0	1,843
Equity securities	1,383	6	14	1,403
Other assets:				
Foreign currency swaps	0	167	140	307
Foreign currency forwards	0	214	0	214
Foreign currency options	0	20	0	20
Credit default swaps	0	0	2	2
Total other assets	0	401	142	543
Other investments	138	0	0	138
Cash and cash equivalents	4,264	0	0	4,264
Total assets	$ 34,914	$ 52,535	$ 499	$ 87,948
Liabilities:				
Other liabilities:				
Foreign currency swaps	$ 0	$ 66	$ 133	$ 199
Foreign currency forwards	0	906	0	906
Foreign currency options	0	16	0	16
Total liabilities	$ 0	$ 988	$ 133	$ 1,121

(In millions)	December 31, 2016 Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Securities available for sale, carried at fair value:				
Fixed maturities:				
Government and agencies	$ 25,387	$ 827	$ 0	$ 26,214
Municipalities	0	1,295	0	1,295
Mortgage- and asset-backed securities	0	1,139	198	1,337
Public utilities	0	7,667	16	7,683
Sovereign and supranational	0	1,469	0	1,469
Banks/financial institutions	0	6,038	25	6,063
Other corporate	0	29,699	0	29,699
Total fixed maturities	25,387	48,134	239	73,760
Perpetual securities:				
Banks/financial institutions	0	1,420	0	1,420
Other corporate	0	213	0	213
Total perpetual securities	0	1,633	0	1,633
Equity securities	1,300	6	3	1,309
Other assets:				
Foreign currency swaps	0	365	125	490
Foreign currency forwards	0	672	0	672
Foreign currency options	0	43	0	43
Credit default swaps	0	0	2	2
Total other assets	0	1,080	127	1,207
Other investments	276	0	0	276
Cash and cash equivalents	4,859	0	0	4,859
Total assets	$ 31,822	$ 50,853	$ 369	$ 83,044
Liabilities:				
Other liabilities:				
Foreign currency swaps	$ 0	$ 84	$ 146	$ 230
Foreign currency forwards	0	1,717	0	1,717
Foreign currency options	0	51	0	51
Total liabilities	$ 0	$ 1,852	$ 146	$ 1,998

U.S. GAAP requires disclosure of the fair value of certain financial instruments including those that are not carried at fair value. The carrying amounts for cash and cash equivalents, other investments (excluding loan receivables), receivables, accrued investment income, accounts payable, cash collateral and payables for security transactions approximated their fair values due to the nature of these instruments. Liabilities for future policy benefits and unpaid policy claims are not financial instruments as defined by U.S. GAAP.

The following tables present the carrying amount and fair value categorized by fair value hierarchy level for the Company's financial instruments that are not carried at fair value.

	June 30, 2017				
(In millions)	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:					
Securities held to maturity, carried at amortized cost:					
Fixed maturities:					
Government and agencies	**$ 21,527**	**$ 26,653**	**$ 0**	**$ 0**	**$ 26,653**
Municipalities	**362**	**0**	**467**	**0**	**467**
Mortgage and asset-backed securities	**29**	**0**	**9**	**21**	**30**
Public utilities	**3,329**	**0**	**3,779**	**0**	**3,779**
Sovereign and supranational	**1,537**	**0**	**1,841**	**0**	**1,841**
Banks/financial institutions	**3,119**	**0**	**3,322**	**0**	**3,322**
Other corporate	**2,710**	**0**	**3,215**	**0**	**3,215**
Other investments [(1)]	**1,630**	**0**	**0**	**1,616**	**1,616**
Total assets	**$ 34,243**	**$ 26,653**	**$ 12,633**	**$ 1,637**	**$ 40,923**
Liabilities:					
Other policyholders' funds	**$ 6,978**	**$ 0**	**$ 0**	**$ 6,859**	**$ 6,859**
Notes payable (excluding capital leases)	**5,234**	**507**	**4,783**	**267**	**5,557**
Total liabilities	**$ 12,212**	**$ 507**	**$ 4,783**	**$ 7,126**	**$ 12,416**

[(1)] Excludes policy loans of $201 and equity method investments of $47 , at carrying value

(In millions)	Carrying Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
	December 31, 2016				
Assets:					
Securities held to maturity, carried at amortized cost:					
Fixed maturities:					
Government and agencies	$ 20,702	$ 26,040	$ 0	$ 0	$ 26,040
Municipalities	350	0	457	0	457
Mortgage and asset-backed securities	30	0	10	22	32
Public utilities	3,201	0	3,536	0	3,536
Sovereign and supranational	2,602	0	2,877	0	2,877
Banks/financial institutions	3,731	0	3,900	0	3,900
Other corporate	2,734	0	3,179	0	3,179
Other investments	1,174	0	0	1,142	1,142
Total assets	$ 34,524	$ 26,040	$ 13,959	$ 1,164	$ 41,163
Liabilities:					
Other policyholders' funds	$ 6,659	$ 0	$ 0	$ 6,540	$ 6,540
Notes payable (excluding capital leases)	5,339	0	0	5,530	5,530
Total liabilities	$ 11,998	$ 0	$ 0	$ 12,070	$ 12,070

Fair Value of Financial Instruments

Fixed maturities, perpetual securities, and equity securities

We determine the fair values of our fixed maturity securities, perpetual securities, and public and privately issued equity securities using the following approaches or techniques: price quotes and valuations from third party pricing vendors (including quoted market prices readily available from public exchange markets) and non-binding price quotes we obtain from outside brokers.

A third party pricing vendor has developed valuation models to determine fair values of privately issued securities to reflect the impact of the persistent economic environment and the changing regulatory framework. These models are discounted cash flow (DCF) valuation models, but also use information from related markets, specifically the CDS market to estimate expected cash flows. These models take into consideration any unique characteristics of the securities and make various adjustments to arrive at an appropriate issuer-specific loss adjusted credit curve. This credit curve is then used with the relevant recovery rates to estimate expected cash flows and modeling of additional features, including illiquidity adjustments, if necessary, to price the security by discounting those loss adjusted cash flows. In cases where a credit curve cannot be developed from the specific security features, the valuation methodology takes into consideration other market observable inputs, including: 1) the most appropriate comparable security(ies) of the issuer; 2) issuer-specific CDS spreads; 3) bonds or CDS spreads of comparable issuers with similar characteristics such as rating, geography, or sector; or 4) bond indices that are comparative in rating, industry, maturity and region.

The pricing data and market quotes we obtain from outside sources, including third party pricing services, are reviewed internally for reasonableness. If a fair value appears unreasonable, we will re-examine the inputs and assess the reasonableness of the pricing data with the vendor. Additionally, we may compare the inputs to relevant market indices and other performance measurements. The output of this analysis is presented to the Company's Valuation and Classification Subcommittee (VCS). Based on the analysis provided to the VCS, the valuation is confirmed or may be revised if there is evidence of a more appropriate estimate of fair value based on available market data. We have

performed verification of the inputs and calculations in any valuation models to confirm that the valuations represent reasonable estimates of fair value.

The fixed maturities classified as Level 3 consist of securities with limited or no observable valuation inputs. For Level 3 securities, we estimate the fair value of these securities by obtaining non-binding broker quotes from a limited number of brokers. These brokers base their quotes on a combination of their knowledge of the current pricing environment and market conditions. We consider these inputs to be unobservable. We also consider a variety of significant valuation inputs in the valuation process, including forward exchange rates, yen swap rates, dollar swap rates, interest rate volatilities, credit spread data on specific issuers, assumed default and default recovery rates, and certain probability assumptions. In obtaining these valuation inputs, we have determined that certain pricing assumptions and data used by our pricing sources are difficult to validate or corroborate by the market and/or appear to be internally developed rather than observed in or corroborated by the market. The use of these unobservable valuation inputs causes more subjectivity in the valuation process for these securities.

For the periods presented, we have not adjusted the quotes or prices we obtain from the pricing services and brokers we use.

The following tables present the pricing sources for the fair values of our fixed maturities, perpetual securities, and equity securities.

(In millions)	June 30, 2017 Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Securities available for sale, carried at fair value:				
Fixed maturities:				
Government and agencies:				
Third party pricing vendor	$ 29,129	$ 900	$ 0	$ 30,029
Total government and agencies	29,129	900	0	30,029
Municipalities:				
Third party pricing vendor	0	1,344	0	1,344
Total municipalities	0	1,344	0	1,344
Mortgage- and asset-backed securities:				
Third party pricing vendor	0	292	0	292
Broker/other	0	0	188	188
Total mortgage- and asset-backed securities	0	292	188	480
Public utilities:				
Third party pricing vendor	0	7,951	0	7,951
Broker/other	0	0	53	53
Total public utilities	0	7,951	53	8,004
Sovereign and supranational:				
Third party pricing vendor	0	2,074	0	2,074
Total sovereign and supranational	0	2,074	0	2,074
Banks/financial institutions:				
Third party pricing vendor	0	6,771	0	6,771
Broker/other	0	0	25	25
Total banks/financial institutions	0	6,771	25	6,796
Other corporate:				
Third party pricing vendor	0	30,953	0	30,953
Broker/other	0	0	77	77
Total other corporate	0	30,953	77	31,030
Total fixed maturities	29,129	50,285	343	79,757
Perpetual securities:				
Banks/financial institutions:				
Third party pricing vendor	0	1,615	0	1,615
Total banks/financial institutions	0	1,615	0	1,615
Other corporate:				
Third party pricing vendor	0	228	0	228
Total other corporate	0	228	0	228
Total perpetual securities	0	1,843	0	1,843
Equity securities:				
Third party pricing vendor	1,383	6	0	1,389
Broker/other	0	0	14	14
Total equity securities	1,383	6	14	1,403
Total securities available for sale	$ 30,512	$ 52,134	$ 357	$ 83,003

(In millions)	June 30, 2017 Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Securities held to maturity, carried at amortized cost:				
Fixed maturities:				
Government and agencies:				
Third party pricing vendor	$ 26,653	$ 0	$ 0	$ 26,653
Total government and agencies	26,653	0	0	26,653
Municipalities:				
Third party pricing vendor	0	467	0	467
Total municipalities	0	467	0	467
Mortgage- and asset-backed securities:				
Third party pricing vendor	0	9	0	9
Broker/other	0	0	21	21
Total mortgage- and asset-backed securities	0	9	21	30
Public utilities:				
Third party pricing vendor	0	3,779	0	3,779
Total public utilities	0	3,779	0	3,779
Sovereign and supranational:				
Third party pricing vendor	0	1,841	0	1,841
Total sovereign and supranational	0	1,841	0	1,841
Banks/financial institutions:				
Third party pricing vendor	0	3,322	0	3,322
Total banks/financial institutions	0	3,322	0	3,322
Other corporate:				
Third party pricing vendor	0	3,215	0	3,215
Total other corporate	0	3,215	0	3,215
Total securities held to maturity	$ 26,653	$ 12,633	$ 21	$ 39,307

(In millions)	December 31, 2016 Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Securities available for sale, carried at fair value:				
Fixed maturities:				
Government and agencies:				
Third party pricing vendor	$ 25,387	$ 827	$ 0	$ 26,214
Total government and agencies	25,387	827	0	26,214
Municipalities:				
Third party pricing vendor	0	1,295	0	1,295
Total municipalities	0	1,295	0	1,295
Mortgage- and asset-backed securities:				
Third party pricing vendor	0	1,139	0	1,139
Broker/other	0	0	198	198
Total mortgage- and asset-backed securities	0	1,139	198	1,337
Public utilities:				
Third party pricing vendor	0	7,667	0	7,667
Broker/other	0	0	16	16
Total public utilities	0	7,667	16	7,683
Sovereign and supranational:				
Third party pricing vendor	0	1,469	0	1,469
Total sovereign and supranational	0	1,469	0	1,469
Banks/financial institutions:				
Third party pricing vendor	0	6,038	0	6,038
Broker/other	0	0	25	25
Total banks/financial institutions	0	6,038	25	6,063
Other corporate:				
Third party pricing vendor	0	29,699	0	29,699
Total other corporate	0	29,699	0	29,699
Total fixed maturities	25,387	48,134	239	73,760
Perpetual securities:				
Banks/financial institutions:				
Third party pricing vendor	0	1,420	0	1,420
Total banks/financial institutions	0	1,420	0	1,420
Other corporate:				
Third party pricing vendor	0	213	0	213
Total other corporate	0	213	0	213
Total perpetual securities	0	1,633	0	1,633
Equity securities:				
Third party pricing vendor	1,300	6	0	1,306
Broker/other	0	0	3	3
Total equity securities	1,300	6	3	1,309
Total securities available for sale	$ 26,687	$ 49,773	$ 242	$ 76,702

(In millions)	December 31, 2016 Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Securities held to maturity, carried at amortized cost:				
Fixed maturities:				
Government and agencies:				
Third party pricing vendor	$ 26,040	$ 0	$ 0	$ 26,040
Total government and agencies	26,040	0	0	26,040
Municipalities:				
Third party pricing vendor	0	457	0	457
Total municipalities	0	457	0	457
Mortgage- and asset-backed securities:				
Third party pricing vendor	0	10	0	10
Broker/other	0	0	22	22
Total mortgage- and asset-backed securities	0	10	22	32
Public utilities:				
Third party pricing vendor	0	3,536	0	3,536
Total public utilities	0	3,536	0	3,536
Sovereign and supranational:				
Third party pricing vendor	0	2,877	0	2,877
Total sovereign and supranational	0	2,877	0	2,877
Banks/financial institutions:				
Third party pricing vendor	0	3,900	0	3,900
Total banks/financial institutions	0	3,900	0	3,900
Other corporate:				
Third party pricing vendor	0	3,179	0	3,179
Total other corporate	0	3,179	0	3,179
Total securities held to maturity	$ 26,040	$ 13,959	$ 22	$ 40,021

The following is a discussion of the determination of fair value of our remaining financial instruments.

Derivatives

We use derivative instruments to manage the risk associated with certain assets. However, the derivative instrument may not be classified in the same fair value hierarchy level as the associated asset. Inputs used to value derivatives include, but are not limited to, interest rates, credit spreads, foreign currency forward and spot rates, and interest volatility.

The fair values of the foreign currency forwards, options, and interest rate swaptions associated with certain investments; the foreign currency forwards and options used to hedge foreign exchange risk from our net investment in Aflac Japan and economically hedge certain portions of forecasted cash flows denominated in yen; and the foreign currency swaps associated with certain senior notes and our subordinated debentures are based on the amounts we would expect to receive or pay. The determination of the fair value of these derivatives is based on observable market inputs, therefore they are classified as Level 2.

For derivatives associated with VIEs where we are the primary beneficiary, we are not the direct counterparty to the swap contracts. As a result, the fair value measurements incorporate the credit risk of the collateral associated with the VIE. We receive valuations from a third party pricing vendor for these derivatives. Based on an analysis of these derivatives and a review of the methodology employed by the pricing vendor, we determined that due to the long duration of these swaps and the need to extrapolate from short-term observable data to derive and measure long-term inputs, certain inputs, assumptions and judgments are required to value future cash flows that cannot be corroborated by current inputs or current observable market data. As a result, the derivatives associated with our consolidated VIEs are classified as Level 3 of the fair value hierarchy.

Other investments

Other investments where fair value is disclosed above include short-term investments and loan receivables. Loan receivables include commercial mortgage loans and middle market loans. Our loan receivables do not have readily determinable market prices and generally lack market liquidity. Fair values for loan receivables are determined based on the present value of expected future cash flows discounted at the applicable U.S. Treasury or London Interbank Offered Rate (LIBOR) yield plus an appropriate spread that considers other risk factors, such as credit and liquidity risk. These spreads are provided by the applicable asset managers based on their knowledge of the current loan pricing environment and market conditions. The spreads are a significant component of the pricing inputs and are generally considered unobservable. Therefore, these investments have been assigned a Level 3 within the fair value hierarchy.

Other policyholders' funds

The largest component of the other policyholders' funds liability is our annuity line of business in Aflac Japan. Our annuities have fixed benefits and premiums. For this product, we estimated the fair value to be equal to the cash surrender value. This is analogous to the value paid to policyholders on the valuation date if they were to surrender their policy. We periodically check the cash value against discounted cash flow projections for reasonableness. We consider our inputs for this valuation to be unobservable and have accordingly classified this valuation as Level 3.

Notes payable

As of December 31, 2016, the fair values of our publicly issued notes payable were obtained from a limited number of independent brokers and classified as Level 3 within the fair value hierarchy. However, in 2017 recognizing the similarities of our publicly issued notes payable to fixed income securities in our investment portfolios, we aligned the determination of the fair values of these liabilities with our practices of determining asset fair values whereby we utilize available sources of observable inputs from third party pricing vendors; therefore, the fair values of our publicly issued notes payable were reclassified into Level 2 from Level 3 in the first quarter of 2017. Further review of available sources for these liabilities has led to reclassifying the Parent Company’s subordinated debentures into Level 1 from Level 2 in the second quarter of 2017 given these securities are listed and traded on an exchange where their valuations reflect quoted market prices for identical assets or liabilities in an active market . The fair values of our yen-denominated loans approximate their carrying values.

Transfers between Hierarchy Levels and Level 3 Rollforward

During the three- and six -month periods ended June 30, 2017 and 2016 , respectively, there were no transfers between Level 1 and 2 for assets and liabilities that are measured and carried at fair value on a recurring basis.

The following tables present the changes in fair value of our available-for-sale investments and derivatives classified as Level 3.

	Three Months Ended June 30, 2017							
	Fixed Maturities				Equity Securities	Derivatives [1]		
(In millions)	Mortgage- and Asset-Backed Securities	Public Utilities	Banks/ Financial Institutions	Other Corporate		Foreign Currency Swaps	Credit Default Swaps	Total
Balance, beginning of period	$ 195	$ 16	$ 24	$ 35	$ 4	$ 19	$ 2	$ 295
Realized investment gains (losses) included in earnings	0	0	0	0	0	(10)	0	(10)
Unrealized gains (losses) included in other comprehensive income (loss)	0	0	1	2	0	(2)	0	1
Purchases, issuances, sales and settlements:								
Purchases	0	37	0	40	10	0	0	87
Issuances	0	0	0	0	0	0	0	0
Sales	0	0	0	0	0	0	0	0
Settlements	(7)	0	0	0	0	0	0	(7)
Transfers into Level 3	0	0	0	0	0	0	0	0
Transfers out of Level 3	0	0	0	0	0	0	0	0
Balance, end of period	$ 188	$ 53	$ 25	$ 77	$ 14	$ 7	$ 2	$ 366
Changes in unrealized gains (losses) relating to Level 3 assets and liabilities still held at the end of the period included in realized investment gains (losses)	$ 0	$ 0	$ 0	$ 0	$ 0	$ (10)	$ 0	$ (10)

[1] *Derivative assets and liabilities are presented net*

	Three Months Ended June 30, 2016							
	Fixed Maturities				Equity Securities	Derivatives [1]		
(In millions)	Mortgage- and Asset-Backed Securities	Public Utilities	Banks/ Financial Institutions	Other Corporate		Foreign Currency Swaps	Credit Default Swaps	Total
Balance, beginning of period	$ 237	$ 0	$ 26	$ 0	$ 3	$ (63)	$ 2	$ 205
Realized investment gains (losses) included in earnings	0	0	0	0	0	123	(1)	122
Unrealized gains (losses) included in other comprehensive income (loss)	26	0	0	0	0	(1)	0	25
Purchases, issuances, sales and settlements:								
Purchases	0	0	0	0	0	0	0	0
Issuances	0	0	0	0	0	0	0	0
Sales	0	0	0	0	0	0	0	0
Settlements	(11)	0	0	0	0	0	0	(11)
Transfers into Level 3	0	0	0	0	0	0	0	0
Transfers out of Level 3	0	0	0	0	0	0	0	0
Balance, end of period	$ 252	$ 0	$ 26	$ 0	$ 3	$ 59	$ 1	$ 341
Changes in unrealized gains (losses) relating to Level 3 assets and liabilities still held at the end of the period included in realized investment gains (losses)	$ 0	$ 0	$ 0	$ 0	$ 0	$ 123	$ (1)	$ 122

[1] *Derivative assets and liabilities are presented net*

	Six Months Ended June 30, 2017							
	Fixed Maturities				Equity Securities	Derivatives [1]		
(In millions)	Mortgage- and Asset-Backed Securities	Public Utilities	Banks/ Financial Institutions	Other Corporate		Foreign Currency Swaps	Credit Default Swaps	Total
Balance, beginning of period	$ 198	$ 16	$ 25	$ 0	$ 3	$ (21)	$ 2	$ 223
Realized investment gains (losses) included in earnings	0	0	0	0	0	28	0	28
Unrealized gains (losses) included in other comprehensive income (loss)	6	0	0	2	0	0	0	8
Purchases, issuances, sales and settlements:								
Purchases	0	37	0	75	12	0	0	124
Issuances	0	0	0	0	0	0	0	0
Sales	0	0	0	0	(1)	0	0	(1)
Settlements	(16)	0	0	0	0	0	0	(16)
Transfers into Level 3	0	0	0	0	0	0	0	0
Transfers out of Level 3	0	0	0	0	0	0	0	0
Balance, end of period	$ 188	$ 53	$ 25	$ 77	$ 14	$ 7	$ 2	$ 366
Changes in unrealized gains (losses) relating to Level 3 assets and liabilities still held at the end of the period included in realized investment gains (losses)	$ 0	$ 0	$ 0	$ 0	$ 0	$ 28	$ 0	$ 28

[1] *Derivative assets and liabilities are presented net*

	Six Months Ended June 30, 2016							
	Fixed Maturities				Equity Securities	Derivatives [1]		
(In millions)	Mortgage- and Asset-Backed Securities	Public Utilities	Banks/ Financial Institutions	Other Corporate		Foreign Currency Swaps	Credit Default Swaps	Total
Balance, beginning of period	$ 220	$ 0	$ 26	$ 0	$ 3	$ (192)	$ 1	$ 58
Realized investment gains (losses) included in earnings	0	0	0	0	0	268	0	268
Unrealized gains (losses) included in other comprehensive income (loss)	47	0	0	0	0	(16)	0	31
Purchases, issuances, sales and settlements:								
Purchases	0	0	0	0	0	0	0	0
Issuances	0	0	0	0	0	0	0	0
Sales	0	0	0	0	0	0	0	0
Settlements	(15)	0	0	0	0	(1)	0	(16)
Transfers into Level 3	0	0	0	0	0	0	0	0
Transfers out of Level 3	0	0	0	0	0	0	0	0
Balance, end of period	$ 252	$ 0	$ 26	$ 0	$ 3	$ 59	$ 1	$ 341
Changes in unrealized gains (losses) relating to Level 3 assets and liabilities still held at the end of the period included in realized investment gains (losses)	$ 0	$ 0	$ 0	$ 0	$ 0	$ 268	$ 0	$ 268

[1] *Derivative assets and liabilities are presented net*

Fair Value Sensitivity

Level 3 Significant Unobservable Input Sensitivity

The following tables summarize the significant unobservable inputs used in the valuation of our Level 3 available-for-sale investments and derivatives. Included in the tables are the inputs or range of possible inputs that have an effect on the overall valuation of the financial instruments.

	June 30, 2017			
(In millions)	Fair Value	Valuation Technique(s)	Unobservable Input	Range (Weighted Average)
Assets:				
Securities available for sale, carried at fair value:				
Fixed maturities:				
Mortgage- and asset-backed securities	**$ 188**	Consensus pricing	Offered quotes	N/A [(d)]
Public utilities	**53**	Discounted cash flow	Historical volatility	N/A [(d)]
Banks/financial institutions	**25**	Consensus pricing	Offered quotes	N/A [(d)]
Other corporate	**77**	Discounted cash flow	Historical volatility	N/A [(e)]
Equity securities	**14**	Net asset value	Offered quotes	$1 - $729 ($6)
Other assets:				
Foreign currency swaps	**25**	Discounted cash flow	Interest rates (USD)	2.30% - 2.58% [(a)]
			Interest rates (JPY)	.28% - .85% [(b)]
			CDS spreads	7 - 128 bps
			Foreign exchange rates	21.15% [(c)]
	42	Discounted cash flow	Interest rates (USD)	2.30% - 2.58% [(a)]
			Interest rates (JPY)	.28% - .85% [(b)]
			CDS spreads	11 - 73 bps
	73	Discounted cash flow	Interest rates (USD)	2.30% - 2.58% [(a)]
			Interest rates (JPY)	.28% - .85% [(b)]
			Foreign exchange rates	21.15% [(c)]
Credit default swaps	**2**	Discounted cash flow	Base correlation	54.48% - 59.52% [(e)]
			CDS spreads	19 bps
			Recovery rate	36.58%
Total assets	**$ 499**			

(a) Inputs derived from U.S. long-term rates to accommodate long maturity nature of our swaps
(b) Inputs derived from Japan long-term rates to accommodate long maturity nature of our swaps
(c) Based on 10 year volatility of JPY/USD exchange rate
(d) N/A represents securities where we receive unadjusted broker quotes and for which there is no transparency into the providers' valuation techniques or unobservable inputs.
(e) Range of base correlation for our bespoke tranche for attachment and detachment points corresponding to market indices.

June 30, 2017					
(In millions)	Fair Value	Valuation Technique(s)	Unobservable Input	Range (Weighted Average)	
Liabilities:					
Other liabilities:					
Foreign currency swaps	**$ 111**	Discounted cash flow	Interest rates (USD)	2.30% - 2.58%	(a)
			Interest rates (JPY)	.28% - .85%	(b)
			CDS spreads	7 - 128 bps	
			Foreign exchange rates	21.15%	(c)
	14	Discounted cash flow	Interest rates (USD)	2.30% - 2.58%	(a)
			Interest rates (JPY)	.28% - .85%	(b)
			CDS spreads	14 - 162 bps	
	8	Discounted cash flow	Interest rates (USD)	2.30% - 2.58%	(a)
			Interest rates (JPY)	.28% - .85%	(b)
			Foreign exchange rates	21.15%	(c)
Total liabilities	**$ 133**				

(a) Inputs derived from U.S. long-term rates to accommodate long maturity nature of our swaps
(b) Inputs derived from Japan long-term rates to accommodate long maturity nature of our swaps
(c) Based on 10 year volatility of JPY/USD exchange rate

December 31, 2016					
(In millions)	**Fair Value**	**Valuation Technique(s)**	**Unobservable Input**	**Range (Weighted Average)**	
Assets:					
Securities available for sale, carried at fair value:					
Fixed maturities:					
Mortgage- and asset-backed securities	$ 198	Consensus pricing	Offered quotes	N/A	(d)
Public utilities	16	Discounted cash flow	Historical volatility	N/A	(d)
Banks/financial institutions	25	Consensus pricing	Offered quotes	N/A	(d)
Equity securities	3	Net asset value	Offered quotes	$1-$701 ($8)	
Other assets:					
Foreign currency swaps	16	Discounted cash flow	Interest rates (USD)	2.34% - 2.59%	(a)
			Interest rates (JPY)	.22% - .80%	(b)
			CDS spreads	17 - 172 bps	
			Foreign exchange rates	21.47%	(c)
	29	Discounted cash flow	Interest rates (USD)	2.34% - 2.59%	(a)
			Interest rates (JPY)	.22% - .80%	(b)
			CDS spreads	16 - 88 bps	
	80	Discounted cash flow	Interest rates (USD)	2.34% - 2.59%	(a)
			Interest rates (JPY)	.22% - .80%	(b)
			Foreign exchange rates	21.47%	(c)
Credit default swaps	2	Discounted cash flow	Base correlation	52.18% - 56.07%	(e)
			CDS spreads	54 bps	
			Recovery rate	36.69%	
Total assets	$ 369				

(a) Inputs derived from U.S. long-term rates to accommodate long maturity nature of our swaps
(b) Inputs derived from Japan long-term rates to accommodate long maturity nature of our swaps
(c) Based on 10 year volatility of JPY/USD exchange rate
(d) N/A represents securities where we receive unadjusted broker quotes and for which there is no transparency into the providers' valuation techniques or unobservable inputs.
(e) Range of base correlation for our bespoke tranche for attachment and detachment points corresponding to market indices

December 31, 2016				
(In millions)	**Fair Value**	**Valuation Technique(s)**	**Unobservable Input**	**Range (Weighted Average)**
Liabilities:				
Other liabilities:				
Foreign currency swaps	$ 113	Discounted cash flow	Interest rates (USD)	2.34% - 2.59% [(a)]
			Interest rates (JPY)	.22% - .80% [(b)]
			CDS spreads	17 - 172 bps
			Foreign exchange rates	21.47% [(c)]
	23	Discounted cash flow	Interest rates (USD)	2.34% - 2.59% [(a)]
			Interest rates (JPY)	.22% - .80% [(b)]
			CDS spreads	24 - 216 bps
	10	Discounted cash flow	Interest rates (USD)	2.34% - 2.59% [(a)]
			Interest rates (JPY)	.22% - .80% [(b)]
			Foreign exchange rates	21.47% [(c)]
Total liabilities	$ 146			

(a) Inputs derived from U.S. long-term rates to accommodate long maturity nature of our swaps
(b) Inputs derived from Japan long-term rates to accommodate long maturity nature of our swaps
(c) Based on 10 year volatility of JPY/USD exchange rate

The following is a discussion of the significant unobservable inputs or valuation techniques used in determining the fair value of securities and derivatives classified as Level 3.

Net Asset Value

We hold certain unlisted equity securities whose fair value is derived based on the financial statements published by the investee. These securities do not trade on an active market and the valuations derived are dependent on the availability of timely financial reporting of the investee. Net asset value is an unobservable input in the determination of fair value of equity securities.

Offered Quotes

In circumstances where our valuation model price is overridden because it implies a value that is not consistent with current market conditions, we will solicit bids from a limited number of brokers. We also receive unadjusted prices from brokers for our mortgage and asset-backed securities. These quotes are non-binding but are reflective of valuation best estimates at that particular point in time. Offered quotes are an unobservable input in the determination of fair value of mortgage- and asset-backed securities, certain banks/financial institutions, certain other corporate, and equity securities investments.

Interest Rates, CDS Spreads, Foreign Exchange Rates

The significant drivers of the valuation of the interest and foreign exchange swaps are interest rates, foreign exchange rates and CDS spreads. Our swaps have long maturities that increase the sensitivity of the swaps to interest rate fluctuations. Since most of our yen-denominated cross currency swaps are in a net liability position, an increase in interest rates will decrease the liabilities and increase the value of the swap.

Foreign exchange swaps also have a lump-sum final settlement of foreign exchange principal receivables at the termination of the swap. An increase in yen interest rates will decrease the value of the final settlement foreign exchange receivables and decrease the value of the swap, and an increase in U.S. dollar interest rates will increase the swap value.

A similar sensitivity pattern is observed for the foreign exchange rates. When the spot U.S. dollar/Japanese yen (USD/JPY) foreign exchange rate decreases and the swap is receiving a final exchange payment in JPY, the swap value will increase due to the appreciation of the JPY. Most of our swaps are designed to receive payments in JPY at the termination and will thus be impacted by the USD/JPY foreign exchange rate in this way. In cases where there is no final foreign exchange receivable in JPY and we are paying JPY as interest payments and receiving USD, a decrease in the foreign exchange rate will lead to a decrease in the swap value.

The extinguisher feature in most of our VIE swaps results in a cessation of cash flows and no further payments between the parties to the swap in the event of a default on the referenced or underlying collateral. To price this feature, we apply the survival probability of the referenced entity to the projected cash flows. The survival probability uses the CDS spreads and recovery rates to adjust the present value of the cash flows. For extinguisher swaps with positive values, an increase in CDS spreads decreases the likelihood of receiving the final exchange payments and reduces the value of the swap.

Base Correlations, CDS Spreads, Recovery Rates

Our remaining collateralized debt obligation (CDO) is a tranche on a basket of single-name credit default swaps. The risk in this synthetic CDO comes from the single-name CDS risk and the correlations between the single names. The valuation of synthetic CDOs is dependent on the calibration of market prices for interest rates, single name CDS default probabilities and base correlation using financial modeling tools. Since there is limited or no observable data available for this tranche, the base correlations must be obtained from commonly traded market tranches such as the CDX and iTraxx indices. From the historical prices of these indices, base correlations can be obtained to develop a pricing curve of CDOs with different seniorities. Since the reference entities of the market indices do not match those in the portfolio underlying the synthetic CDO to be valued, several processing steps are taken to map the CDO in our portfolio to the indices. With the base correlation determined and the appropriate spreads selected, a valuation is calculated. An increase in the CDS spreads in the underlying portfolio leads to a decrease in the value due to higher probability of defaults and losses. The impact on the valuation due to base correlation depends on a number of factors, including the riskiness between market tranches and the modeled tranche based on our portfolio and the equivalence between detachment points in these

tranches. Generally speaking, an increase in base correlation will decrease the value of the senior tranches while increasing the value of junior tranches. This may result in a positive or negative value change.

The CDO tranche in our portfolio is a senior mezzanine tranche and, due to the low level of credit support for this type of tranche, exhibits equity-like behavior. As a result, an increase in recovery rates tends to cause its value to decrease.

Base correlations, CDS spreads, and recovery rates are unobservable inputs in the determination of fair value of credit default swaps.

For additional information on our investments and financial instruments, see the accompanying Notes 1, 3 and 4 and Notes 1, 3 and 4 of the Notes to the Consolidated Financial Statements in the 2016 Annual Report.

6. POLICY LIABILITIES

Changes in the liability for unpaid policy claims were as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	**2017**	2016	**2017**	2016
Unpaid supplemental health claims, beginning of period	**$ 3,854**	$ 3,710	**$ 3,707**	$ 3,548
Less reinsurance recoverables	**30**	28	**27**	26
Net balance, beginning of period	**3,824**	3,682	**3,680**	3,522
Add claims incurred during the period related to:				
Current year	**1,772**	1,790	**3,520**	3,498
Prior years	**(138)**	(81)	**(260)**	(229)
Total incurred	**1,634**	1,709	**3,260**	3,269
Less claims paid during the period on claims incurred during:				
Current year	**1,220**	1,266	**1,721**	1,748
Prior years	**400**	412	**1,461**	1,469
Total paid	**1,620**	1,678	**3,182**	3,217
Effect of foreign exchange rate changes on unpaid claims	**4**	198	**84**	337
Net balance, end of period	**3,842**	3,911	**3,842**	3,911
Add reinsurance recoverables	**30**	30	**30**	30
Unpaid supplemental health claims, end of period	**3,872**	3,941	**3,872**	3,941
Unpaid life claims, end of period	**409**	318	**409**	318
Total liability for unpaid policy claims	**$ 4,281**	$ 4,259	**$ 4,281**	$ 4,259

The incurred claims development related to prior years reflects favorable claims experience, compared with previous estimates, primarily in our lines of business in Japan. The favorable claims development of $260 million for the six -month period ended June 30, 2017 comprises approximately $166 million from Japan, which represents approximately 64% of the total. Excluding the impact of foreign exchange of a loss of approximately $8 million from December 31, 2016 to June 30, 2017 , the favorable claims development in Japan would have been approximately $174 million , representing approximately 67% of the total.

We have experienced continued favorable claim trends in 2017 for our core health products in Japan. Our experience in Japan related to the average length of stay in the hospital for cancer treatment has shown continued decline in the current period. In addition, cancer treatment patterns in Japan are continuing to be influenced by significant advances in early-detection techniques and by the increased use of pathological diagnosis rather than clinical exams. Additionally, follow-up radiation and chemotherapy treatments are occurring more often on an outpatient basis. Such changes in treatment not only increase the quality of life and initial outcomes for the patients, but also decrease the average length of each hospital stay, resulting in favorable claims development.

7. REINSURANCE

We periodically enter into fixed quota-share coinsurance agreements with other companies in the normal course of business. For each of our reinsurance agreements, we determine whether the agreement provides indemnification against loss or liability relating to insurance risk in accordance with applicable accounting standards. Reinsurance premiums and benefits paid or provided are accounted for on bases consistent with those used in accounting for the original policies issued and the terms of the reinsurance contracts. Premiums and benefits are reported net of insurance ceded.

We have recorded a deferred profit liability related to reinsurance transactions. The remaining deferred profit liability of $934 million , as of June 30, 2017 , is included in future policy benefits in the consolidated balance sheet and is being amortized into income over the expected lives of the policies. We also have recorded a reinsurance recoverable for reinsurance transactions, which is included in other assets in the consolidated balance sheet and had a remaining balance of $906 million and $860 million as of June 30, 2017 and December 31, 2016 , respectively. The increase in the reinsurance recoverable balance was driven by two aggregating factors: yen strengthening and the growth in reserves related to the business that has been reinsured as the policies age. The spot yen/dollar exchange rate strengthened by approximately 4% and ceded reserves increased approximately 1% from December 31, 2016 to June 30, 2017 .

The following table reconciles direct premium income and direct benefits and claims to net amounts after the effect of reinsurance.

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	**2017**	2016	**2017**	2016
Direct premium income	**$ 4,752**	$ 4,915	**$ 9,476**	$ 9,605
Ceded to other companies:				
Ceded Aflac Japan closed blocks	**(130)**	(141)	**(260)**	(275)
Other	**(13)**	(12)	**(25)**	(24)
Assumed from other companies:				
Retrocession activities	**55**	59	**109**	115
Other	**1**	2	**3**	4
Net premium income	**$ 4,665**	$ 4,823	**$ 9,303**	$ 9,425
Direct benefits and claims	**$ 3,117**	$ 3,332	**$ 6,246**	$ 6,435
Ceded benefits and change in reserves for future benefits:				
Ceded Aflac Japan closed blocks	**(119)**	(129)	**(241)**	(250)
Eliminations	**13**	15	**26**	29
Other	**(11)**	(7)	**(22)**	(17)
Assumed from other companies:				
Retrocession activities	**52**	56	**106**	109
Eliminations	**(13)**	(15)	**(26)**	(29)
Other	**0**	2	**2**	2
Benefits and claims, net	**$ 3,039**	$ 3,254	**$ 6,091**	$ 6,279

These reinsurance transactions are indemnity reinsurance that do not relieve us from our obligations to policyholders. In the event that the reinsurer is unable to meet their obligations, we remain liable for the reinsured claims.

As a part of our capital contingency plan, we entered into a committed reinsurance facility agreement on December 1, 2015 in the amount of approximately 110 billion yen. This reinsurance facility agreement was renewed in 2016 and is effective until December 31, 2017. There are also additional commitment periods of a one-year duration each which are automatically extended unless notification is received from the reinsurer within 60 days prior to the expiration. The reinsurer can withdraw from the committed facility if Aflac‘s Standard and Poor's (S&P) rating drops below BBB-. As of June 30, 2017 , we have not executed a reinsurance treaty under this committed reinsurance facility.

8. NOTES PAYABLE

A summary of notes payable follows:

(In millions)	June 30, 2017	December 31, 2016
2.65% senior notes paid February 2017	**$ 0**	$ 649
2.40% senior notes due March 2020	**545**	547
4.00% senior notes due February 2022	**346**	348
3.625% senior notes due June 2023	**694**	696
3.625% senior notes due November 2024	**743**	745
3.25% senior notes due March 2025	**445**	445
2.875% senior notes due October 2026	**298**	298
6.90% senior notes due December 2039	**221**	220
6.45% senior notes due August 2040	**256**	254
4.00% senior notes due October 2046	**394**	394
5.50% subordinated debentures due September 2052	**494**	486
Yen-denominated senior notes:		
.932% senior notes due January 2027 (principal amount 60.0 billion yen)	**532**	0
Yen-denominated loans:		
Variable interest rate loan due September 2021 (.31% in 2017 and 2016, principal amount 5.0 billion yen)	**44**	43
Variable interest rate loan due September 2023 (.46% in 2017 and 2016, principal amount 25.0 billion yen)	**222**	214
Capitalized lease obligations payable through 2024	**18**	21
Total notes payable	**$ 5,252**	$ 5,360

Amounts in the table above are reported net of debt issuance costs and issuance premiums or discounts, if applicable, that are being amortized over the life of the notes.

In January 2017, the Parent Company issued 60.0 billion yen of senior notes through a U.S. public debt offering. The notes bear interest at a fixed rate of .932% per annum, payable semi-annually, and have a 10 -year maturity. These notes may only be redeemed before maturity, in whole but not in part, upon the occurrence of certain changes affecting U.S. taxation, as specified in the indenture governing the terms of the issuance.

In February 2017, the Parent Company extinguished $650 million of 2.65% senior notes upon their maturity.

The Parent Company and Aflac have a 364 -day uncommitted bilateral line of credit with a third party that provides for borrowings in the amount of $100 million . Borrowings will bear interest at the rate quoted by the bank and agreed upon at the time of making such loan and will have up to a three-month maturity period. There are no related facility fees, upfront expenses or financial covenant requirements. Borrowings under this credit agreement may be used for general corporate purposes. Borrowings under the financing agreement will mature no later than three months after the last drawdown date of October 14, 2017. As of June 30, 2017 , we did not have any borrowings outstanding under our $100 million credit agreement.

The Parent Company has a three -year senior unsecured revolving credit facility agreement with a syndicate of financial institutions that provides for borrowings of up to 100.0 billion yen on a revolving basis. Borrowings bear interest at a rate per annum equal to the Tokyo interbank market rate (TIBOR) plus, at our option, either (a) the applicable TIBOR margin during the period from the closing date to the commitment termination date or (b) the applicable TIBOR margin during the term out period. The applicable margin ranges between .35% and .75% during the period from the closing date to the commitment termination date and .70% and 1.50% during the term out period, depending on the Parent Company’s debt ratings as of the date of determination. In addition, the Parent Company is required to pay a facility fee on the commitments ranging between .30% and .50% , also based on the Parent Company’s debt ratings as of the date of determination. Borrowings under this credit agreement may be used for general corporate purposes, including a capital contingency plan for the operations of the Parent Company, and will expire on the earlier of (a) March 31, 2019, or (b) the date the commitments are terminated pursuant to an event of default, as such term is defined in the credit agreement. The

credit facility requires compliance with certain financial covenants on a quarterly basis. As of June 30, 2017 , we did not have any borrowings outstanding under our 100.0 billion yen revolving credit agreement.

The Parent Company and Aflac have a five -year senior unsecured revolving credit facility agreement with a syndicate of financial institutions that provides for borrowings of up to 55.0 billion yen or the equivalent of yen in U.S. dollars on a revolving basis. This credit agreement provides for borrowings in Japanese yen or the equivalent of Japanese yen in U.S. dollars on a revolving basis. Borrowings bear interest at a rate per annum equal to, at our option, either (a) a eurocurrency rate determined by reference to the LIBOR for the interest period relevant to such borrowing adjusted for certain additional costs or (b) a base rate determined by reference to the highest of (1) the federal funds effective rate plus ½ of 1%, (2) the rate of interest for such day announced by Mizuho Bank, Ltd. as its prime rate and (3) the eurocurrency rate for an interest period of one month plus 1.00%, in each case plus an applicable margin. The applicable margin ranges between .79% and 1.275% for eurocurrency rate borrowings and 0.0% and .275% for base rate borrowings, depending on the Parent Company's debt ratings as of the date of determination. In addition, the Parent Company and Aflac are required to pay a facility fee on the commitments ranging between .085% and .225% , also based on the Parent Company's debt ratings as of the date of determination. Borrowings under the amended and restated credit facility may be used for general corporate purposes, including a capital contingency plan for the operations of the Parent Company and Aflac. The amended and restated credit facility requires compliance with certain financial covenants on a quarterly basis and will expire on the earlier of (a) September 18, 2020, or (b) the date the commitments are terminated pursuant to an event of default, as such term is defined in the credit agreement. As of June 30, 2017 , we did not have any borrowings outstanding under our 55.0 billion yen revolving credit agreement.

The Parent Company and Aflac have an uncommitted bilateral line of credit with a third party that provides for borrowings in the amount of $50 million . Borrowings will bear interest at the rate quoted by the bank and agreed upon at the time of making such loan and will have up to a three-month maturity period. There are no related facility fees, upfront expenses or financial covenant requirements. Borrowings under this credit agreement may be used for general corporate purposes. As of June 30, 2017 , we did not have any borrowings outstanding under our $50 million credit agreement.

We were in compliance with all of the covenants of our notes payable and lines of credit at June 30, 2017 . No events of default or defaults occurred during the six -month period ended June 30, 2017 .

For additional information, see Notes 4 and 9 of the Notes to the Consolidated Financial Statements in the 2016 Annual Report.

9. SHAREHOLDERS' EQUITY

The following table is a reconciliation of the number of shares of the Company's common stock for the six -month periods ended June 30 .

(In thousands of shares)	**2017**	2016
Common stock - issued:		
Balance, beginning of period	**671,249**	669,723
Exercise of stock options and issuance of restricted shares	**788**	1,041
Balance, end of period	**672,037**	670,764
Treasury stock:		
Balance, beginning of period	**265,439**	245,343
Purchases of treasury stock:		
Open market	**11,155**	16,026
Other	**170**	224
Dispositions of treasury stock:		
Shares issued to AFL Stock Plan	**(498)**	(594)
Exercise of stock options	**(206)**	(238)
Other	**(22)**	(112)
Balance, end of period	**276,038**	260,649
Shares outstanding, end of period	**395,999**	410,115

Outstanding share-based awards are excluded from the calculation of weighted-average shares used in the computation of basic earnings per share (EPS). The following table presents the approximate number of share-based awards to purchase shares, on a weighted-average basis, that were considered to be anti-dilutive and were excluded from the calculation of diluted earnings per share for the following periods.

	Three Months Ended June 30,		Six Months Ended June 30,	
(In thousands)	**2017**	2016	**2017**	2016
Anti-dilutive share-based awards	**419**	696	**370**	1,689

Share Repurchase Program

During the first six months of 2017 , we repurchased 11.2 million shares of our common stock in the open market for $800 million as part of our share repurchase program. During the first six months of 2016 , we repurchased 16.0 million shares of our common stock in the open market for $1.0 billion as part of our share repurchase program. As of June 30, 2017 , a remaining balance of 15.6 million shares of our common stock was available for purchase under share repurchase authorizations by our board of directors.

Reclassifications from Accumulated Other Comprehensive Income

The tables below are reconciliations of accumulated other comprehensive income by component for the following periods.

Changes in Accumulated Other Comprehensive Income

	Three Months Ended June 30, 2017				
(In millions)	**Unrealized Foreign Currency Translation Gains (Losses)**	**Unrealized Gains (Losses) on Investment Securities**	**Unrealized Gains (Losses) on Derivatives**	**Pension Liability Adjustment**	**Total**
Balance, beginning of period	**$ (1,650)**	**$ 4,474**	**$ (22)**	**$ (170)**	**$ 2,632**
Other comprehensive income (loss) before reclassification	**70**	**698**	**(1)**	**(2)**	**765**
Amounts reclassified from accumulated other comprehensive income (loss)	**0**	**1**	**0**	**3**	**4**
Net current-period other comprehensive income (loss)	**70**	**699**	**(1)**	**1**	**769**
Balance, end of period	**$ (1,580)**	**$ 5,173**	**$ (23)**	**$ (169)**	**$ 3,401**

All amounts in the table above are net of tax.

(In millions)	Unrealized Foreign Currency Translation Gains (Losses)	Unrealized Gains (Losses) on Investment Securities	Unrealized Gains (Losses) on Derivatives	Pension Liability Adjustment	Total
	Three Months Ended June 30, 2016				
Balance, beginning of period	$ (1,584)	$ 4,684	$ (24)	$ (140)	$ 2,936
Other comprehensive income (loss) before reclassification	737	1,750	5	(4)	2,488
Amounts reclassified from accumulated other comprehensive income (loss)	0	7	0	1	8
Net current-period other comprehensive income (loss)	737	1,757	5	(3)	2,496
Balance, end of period	$ (847)	$ 6,441	$ (19)	$ (143)	$ 5,432

All amounts in the table above are net of tax.

(In millions)	Unrealized Foreign Currency Translation Gains (Losses)	Unrealized Gains (Losses) on Investment Securities	Unrealized Gains (Losses) on Derivatives	Pension Liability Adjustment	Total
	Six Months Ended June 30, 2017				
Balance, beginning of period	**$ (1,983)**	**$ 4,805**	**$ (24)**	**$ (168)**	**$ 2,630**
Other comprehensive income (loss) before reclassification	**403**	**357**	**1**	**(6)**	**755**
Amounts reclassified from accumulated other comprehensive income (loss)	**0**	**11**	**0**	**5**	**16**
Net current-period other comprehensive income (loss)	**403**	**368**	**1**	**(1)**	**771**
Balance, end of period	**$ (1,580)**	**$ 5,173**	**$ (23)**	**$ (169)**	**$ 3,401**

All amounts in the table above are net of tax.

	Six Months Ended June 30, 2016				
(In millions)	Unrealized Foreign Currency Translation Gains (Losses)	Unrealized Gains (Losses) on Investment Securities	Unrealized Gains (Losses) on Derivatives	Pension Liability Adjustment	Total
Balance, beginning of period	$ (2,196)	$ 2,986	$ (26)	$ (139)	$ 625
Other comprehensive income (loss) before reclassification	1,349	3,498	7	(5)	4,849
Amounts reclassified from accumulated other comprehensive income (loss)	0	(43)	0	1	(42)
Net current-period other comprehensive income (loss)	1,349	3,455	7	(4)	4,807
Balance, end of period	$ (847)	$ 6,441	$ (19)	$ (143)	$ 5,432

All amounts in the table above are net of tax.

The tables below summarize the amounts reclassified from each component of accumulated other comprehensive income based on source for the following periods.

Reclassifications Out of Accumulated Other Comprehensive Income

(In millions)	Three Months Ended June 30, 2017	
Details about Accumulated Other Comprehensive Income Components	**Amount Reclassified from Accumulated Other Comprehensive Income**	**Affected Line Item in the Statements of Earnings**
Unrealized gains (losses) on available-for-sale securities	**$ 5**	Sales and redemptions
	(6)	Other-than-temporary impairment losses realized
	(1)	Total before tax
	0	Tax (expense) or benefit [1]
	$ (1)	Net of tax
Amortization of defined benefit pension items:		
Actuarial gains (losses)	**$ (5)**	Acquisition and operating expenses [2]
Prior service (cost) credit	**0**	Acquisition and operating expenses [2]
	2	Tax (expense) or benefit [1]
	$ (3)	Net of tax
Total reclassifications for the period	**$ (4)**	Net of tax

[1] *Based on 35% tax rate*

[2] *These accumulated other comprehensive income components are included in the computation of net periodic pension cost (see Note 11 for additional details).*

(In millions)	Three Months Ended June 30, 2016	
Details about Accumulated Other Comprehensive Income Components	**Amount Reclassified from Accumulated Other Comprehensive Income**	**Affected Line Item in the Statements of Earnings**
Unrealized gains (losses) on available-for-sale securities	$ 22	Sales and redemptions
	(33)	Other-than-temporary impairment losses realized
	(11)	Total before tax
	4	Tax (expense) or benefit [1]
	$ (7)	Net of tax
Amortization of defined benefit pension items:		
Actuarial gains (losses)	$ (5)	Acquisition and operating expenses [2]
Prior service (cost) credit	3	Acquisition and operating expenses [2]
	1	Tax (expense) or benefit [1]
	$ (1)	Net of tax
Total reclassifications for the period	$ (8)	Net of tax

[1] Based on 35% tax rate
[2] These accumulated other comprehensive income components are included in the computation of net periodic pension cost (see Note 11 for additional details)

(In millions)	**Six Months Ended June 30, 2017**	
Details about Accumulated Other Comprehensive Income Components	**Amount Reclassified from Accumulated Other Comprehensive Income**	**Affected Line Item in the Statements of Earnings**
Unrealized gains (losses) on available-for-sale securities	**$ (1)**	Sales and redemptions
	(16)	Other-than-temporary impairment losses realized
	(17)	Total before tax
	6	Tax (expense) or benefit [1]
	$ (11)	Net of tax
Amortization of defined benefit pension items:		
Actuarial gains (losses)	**$ (8)**	Acquisition and operating expenses [2]
Prior service (cost) credit	**0**	Acquisition and operating expenses [2]
	3	Tax (expense) or benefit [1]
	$ (5)	Net of tax
Total reclassifications for the period	**$ (16)**	Net of tax

[1] Based on 35% tax rate
[2] These accumulated other comprehensive income components are included in the computation of net periodic pension cost (see Note 11 for additional details).

(In millions)	Six Months Ended June 30, 2016	
Details about Accumulated Other Comprehensive Income Components	**Amount Reclassified from Accumulated Other Comprehensive Income**	**Affected Line Item in the Statements of Earnings**
Unrealized gains (losses) on available-for-sale securities	$ 113	Sales and redemptions
	(47)	Other-than-temporary impairment losses realized
	66	Total before tax
	(23)	Tax (expense) or benefit [1]
	$ 43	Net of tax
Amortization of defined benefit pension items:		
Actuarial gains (losses)	$ (8)	Acquisition and operating expenses [2]
Prior service (cost) credit	6	Acquisition and operating expenses [2]
	1	Tax (expense) or benefit [1]
	$ (1)	Net of tax
Total reclassifications for the period	$ 42	Net of tax

[1] *Based on 35% tax rate*

[2] *These accumulated other comprehensive income components are included in the computation of net periodic pension cost (see Note 11 for additional details).*

10. SHARE-BASED COMPENSATION

As of June 30, 2017 , the Company has outstanding share-based awards under the Aflac Incorporated Long-Term Incentive Plan (the “Plan”). Share-based awards are designed to reward employees for their long-term contributions to the Company and provide incentives for them to remain with the Company. The number and frequency of share-based awards are based on competitive practices, operating results of the Company, government regulations, and other factors.

The Plan, as amended on February 14, 2017, allows for a maximum number of shares issuable over its term of 37.5 million shares including 19 million shares that may be awarded in respect of awards other than options or stock appreciation rights. If any awards granted under the Plan are forfeited or are terminated before being exercised or settled for any reason other than tax forfeiture, then the shares underlying the awards will again be available under the Plan.

The Plan allows awards to Company employees for incentive stock options (ISOs), non-qualifying stock options (NQSOs), restricted stock, restricted stock units, and stock appreciation rights. Non-employee directors are eligible for grants of NQSOs, restricted stock, and stock appreciation rights. As of June 30, 2017, approximately 20.6 million shares were available for future grants under this plan. The ISOs and NQSOs have a term of 10 years, and the share-based awards generally vest upon time-based conditions or time and performance-based conditions. Time-based vesting generally occurs after three years. Performance-based vesting conditions generally include the attainment of goals related to Company financial performance. As of June 30, 2017 , the only performance-based awards issued and outstanding were restricted stock awards.

Stock options and stock appreciation rights granted under the amended Plan have an exercise price of at least 100% of the fair market value of the underlying stock on the grant date and have an expiration date no later than 10 years from the grant date. Time-based restricted stock awards, restricted stock units and stock options granted after January 1, 2017 generally vest on a ratable basis over three years, and awards granted prior to the amendment vest on a three -year cliff basis. The Compensation Committee of the Board of Directors has the discretion to determine vesting schedules .

Share-based awards granted to U.S.-based grantees are settled with authorized but unissued Company stock, while those issued to Japan-based grantees are settled with treasury shares.

The following table provides information on stock options outstanding and exercisable at June 30, 2017 .

	Stock Option Shares (in thousands)	Weighted-Average Remaining Term (in years)	Aggregate Intrinsic Value (in millions)	Weighted-Average Exercise Price Per Share
Outstanding	5,572	4.8	$ 136	$ 53.32
Exercisable	3,888	3.3	111	49.05

We received cash from the exercise of stock options in the amount of $39 million during the first six months of 2017, compared with $33 million in the first six months of 2016. The tax benefit realized as a result of stock option exercises and restricted stock releases was $20 million in the first six months of 2017, compared with $18 million in the first six months of 2016.

As of June 30, 2017, total compensation cost not yet recognized in our financial statements related to restricted stock awards was $50 million , of which $21 million (890 thousand shares) was related to restricted stock awards with a performance-based vesting condition. We expect to recognize these amounts over a weighted-average period of approximately 1.4 years. There are no other contractual terms covering restricted stock awards once vested.

The following table summarizes restricted stock activity during the six -month period ended June 30 .

(In thousands of shares)	**Shares**	**Weighted-Average Grant-Date Fair Value Per Share**
Restricted stock at December 31, 2016	1,868	$ 61.76
Granted in 2017	512	72.12
Canceled in 2017	(66)	64.86
Vested in 2017	(467)	62.34
Restricted stock at June 30, 2017	1,847	$ 64.24

In February 2017, the Company granted 253 thousand performance-based stock awards, which are contingent on the achievement of the Company's financial performance metrics and its market-based conditions. On the date of grant, the Company estimated the fair value of restricted stock awards with market-based conditions using a Monte Carlo simulation model. The model discounts the value of the stock at the assumed vesting date based on the risk-free interest rate. Based on estimates of actual performance versus the vesting thresholds, the calculated fair value percentage pay-out estimate will be updated each quarter.

The Company uses third-party analyses to assist in developing the assumptions used in, as well as calibrating, a Monte Carlo simulation model. The Company is responsible for determining the assumptions used in estimating the fair value of its share-based payment awards.

On January 1, 2017, we adopted accounting guidance related to employee share-based payment accounting, which requires an entity to elect whether to use estimates of forfeitures, or to account for forfeitures as they occur, using modified retrospective application. We have made an entity-wide accounting policy election to estimate the number of awards that are expected to vest (consistent with our prior policy). The election and adoption of this guidance did not have a significant impact on our financial position, results of operations, or disclosures.

For additional information on our long-term share-based compensation plans and the types of share-based awards, see Note 12 of the Notes to the Consolidated Financial Statements included in the 2016 Annual Report.

11. BENEFIT PLANS

We have funded defined benefit plans in Japan and the United States, however the U.S. plan was frozen to new participants effective October 1, 2013. We also maintain non-qualified, unfunded supplemental retirement plans that provide defined pension benefits in excess of limits imposed by federal tax law for certain Japanese, U.S. and former employees, however the U.S. plan was frozen to new participants effective January 1, 2015. U.S. employees who are not participants in the defined benefit plan receive a nonelective 401(k) employer contribution.

We provide certain health care benefits for eligible U.S. retired employees, their beneficiaries and covered dependents ("other postretirement benefits"). The health care plan is contributory and unfunded. Effective January 1,

2014, employees eligible for benefits included the following: (1) active employees whose age plus service, in years, equaled or exceeded 80 (rule of 80); (2) active employees who were age 55 or older and have met the 15 years of service requirement; (3) active employees who would meet the rule of 80 in the next five years ; (4) active employees who were age 55 or older and who would meet the 15 years of service requirement within the next five years ; and (5) current retirees. For certain employees and former employees, additional coverage is provided for all medical expenses for life.

Pension and other postretirement benefit expenses, included in acquisition and operating expenses in the consolidated statement of earnings, included the following components:

	Three Months Ended June 30,					
	Pension Benefits				Other	
	Japan		U.S.		Postretirement Benefits	
(In millions)	**2017**	2016	**2017**	2016	**2017**	2016
Components of net periodic benefit cost:						
Service cost	**$ 4**	$ 4	**$ 6**	$ 6	**$ 0**	$ 0
Interest cost	**2**	1	**8**	8	**1**	1
Expected return on plan assets	**(1)**	(1)	**(5)**	(5)	**0**	0
Amortization of net actuarial loss	**1**	1	**4**	3	**0**	1
Amortization of prior service cost (credit)	**0**	0	**0**	0	**0**	(3)
Net periodic (benefit) cost	**$ 6**	$ 5	**$ 13**	$ 12	**$ 1**	$ (1)

	Six Months Ended June 30,					
	Pension Benefits				Other	
	Japan		U.S.		Postretirement Benefits	
(In millions)	**2017**	2016	**2017**	2016	**2017**	2016
Components of net periodic benefit cost:						
Service cost	**$ 9**	$ 8	**$ 12**	$ 12	**$ 0**	$ 0
Interest cost	**3**	3	**16**	16	**1**	1
Expected return on plan assets	**(2)**	(2)	**(11)**	(11)	**0**	0
Amortization of net actuarial loss	**1**	1	**7**	6	**0**	1
Amortization of prior service cost (credit)	**0**	0	**0**	0	**0**	(6)
Net periodic (benefit) cost	**$ 11**	$ 10	**$ 24**	$ 23	**$ 1**	$ (4)

During the six months ended June 30, 2017 , Aflac Japan contributed approximately $12 million (using the weighted-average yen/dollar exchange rate for the six -month period ending June 30, 2017) to the Japanese funded defined benefit plan, and Aflac U.S. did not make a contribution to the U.S. funded defined benefit plan.

For additional information regarding our Japanese and U.S. benefit plans, see Note 14 of the Notes to the Consolidated Financial Statements in the 2016 Annual Report.

12. COMMITMENTS AND CONTINGENT LIABILITIES

Effective for 2017, we entered into an outsourcing agreement with an information technology and data services company to provide application maintenance and development services for our Japanese operation. As of June 30, 2017 , the agreement has a remaining term of five years and an aggregate remaining cost of 8.2 billion yen ($73 million using the June 30, 2017 , exchange rate).

We are a defendant in various lawsuits considered to be in the normal course of business. Members of our senior legal and financial management teams review litigation on a quarterly and annual basis. The final results of any litigation cannot be predicted with certainty. Although some of this litigation is pending in states where large punitive damages, bearing little relation to the actual damages sustained by plaintiffs, have been awarded in recent years, we believe the outcome of pending litigation will not have a material adverse effect on our financial position, results of operations, or cash flows.

See Note 3 of the Notes to the Consolidated Financial Statements for details on investment commitments.

Guaranty Fund Assessments

The United States insurance industry has a policyholder protection system that is monitored and regulated by state insurance departments. These life and health insurance guaranty associations are state entities (in all 50 states as well as Puerto Rico and the District of Columbia) created to protect policyholders of an insolvent insurance company. All insurance companies (with limited exceptions) licensed to sell life or health insurance in a state must be members of that state's guaranty association. Under state guaranty association laws, certain insurance companies can be assessed (up to prescribed limits) for certain obligations to the policyholders and claimants of impaired or insolvent insurance companies that write the same line or similar lines of business.

In 2009, the Pennsylvania Insurance Commissioner placed long-term care insurer Penn Treaty Network America Insurance Company and its subsidiary American Network Insurance Company (collectively referred to as Penn Treaty), neither of which is affiliated with Aflac, in rehabilitation and petitioned a state court for approval to liquidate Penn Treaty. A final order of liquidation was granted by a recognized judicial authority on March 1, 2017, and as a result, Penn Treaty is in the process of liquidation. We estimated and recognized the impact of our share of guaranty fund assessments resulting from the liquidation using a discounted rate of 4.25% . We recognized a discounted liability for the assessments of $62 million (undiscounted $94 million), offset by discounted premium tax credits of $48 million (undiscounted $74 million), for a net $14 million impact to net income in the quarter ended March 31, 2017. We expect a majority of these assessments to be paid over the next year and a majority of the tax credits to be realized over the next five years. We use the most current cost estimate provided by the National Organization of Life and Health Guaranty Associations (NOLHGA) to calculate our estimated assessments and tax credits. To the extent Medicare part D related premiums are included in the industry premiums within the latest NOLHGA annual report, our assessments estimate will increase. Since this information is not available at this time, we cannot at this time estimate the extent of the increase, if any. Guaranty fund assessments were immaterial in the three-month period ended June 30, 2017 .

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

FORWARD-LOOKING INFORMATION

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" to encourage companies to provide prospective information, so long as those informational statements are identified as forward-looking and are accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those included in the forward-looking statements. We desire to take advantage of these provisions. This report contains cautionary statements identifying important factors that could cause actual results to differ materially from those projected herein, and in any other statements made by Company officials in communications with the financial community and contained in documents filed with the Securities and Exchange Commission (SEC). Forward-looking statements are not based on historical information and relate to future operations, strategies, financial results or other developments. Furthermore, forward-looking information is subject to numerous assumptions, risks and uncertainties. In particular, statements containing words such as "expect," "anticipate," "believe," "goal," "objective," "may," "should," "estimate," "intends," "projects," "will," "assumes," "potential," "target," "outlook" or similar words as well as specific projections of future results, generally qualify as forward-looking. Aflac undertakes no obligation to update such forward-looking statements.

We caution readers that the following factors, in addition to other factors mentioned from time to time, could cause actual results to differ materially from those contemplated by the forward-looking statements:

- difficult conditions in global capital markets and the economy
- exposure to significant interest rate risk
- concentration of business in Japan
- foreign currency fluctuations in the yen/dollar exchange rate
- failure to execute or implement the conversion of the Japan branch to a legal subsidiary
- limited availability of acceptable yen-denominated investments
- deviations in actual experience from pricing and reserving assumptions
- ability to continue to develop and implement improvements in information technology systems
- governmental actions for the purpose of stabilizing the financial markets
- interruption in telecommunication, information technology and other operational systems, or a failure to maintain the security, confidentiality or privacy of sensitive data residing on such systems
- ongoing changes in our industry
- failure to comply with restrictions on patient privacy and information security
- extensive regulation and changes in law or regulation by governmental authorities
- defaults and credit downgrades of investments
- ability to attract and retain qualified sales associates and employees
- decline in creditworthiness of other financial institutions
- subsidiaries' ability to pay dividends to Aflac Incorporated
- decreases in our financial strength or debt ratings
- inherent limitations to risk management policies and procedures
- concentration of our investments in any particular single-issuer or sector
- differing judgments applied to investment valuations
- ability to effectively manage key executive succession
- significant valuation judgments in determination of amount of impairments taken on our investments
- catastrophic events including, but not necessarily limited to, epidemics, pandemics, tornadoes, hurricanes, earthquakes, tsunamis, acts of terrorism and damage incidental to such events
- changes in U.S. and/or Japanese accounting standards
- loss of consumer trust resulting from events external to our operations
- increased expenses and reduced profitability resulting from changes in assumptions for pension and other postretirement benefit plans
- level and outcome of litigation
- failure of internal controls or corporate governance policies and procedures

MD&A OVERVIEW

Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is intended to inform the reader about matters affecting the financial condition and results of operations of Aflac Incorporated and its subsidiaries for the three- and six -month periods ended June 30, 2017 and 2016 , respectively. Results of operations for interim periods are not necessarily indicative of results for the entire year. As a result, the following discussion should be read in conjunction with the consolidated financial statements and notes that are included in our annual report on Form 10-K for the year ended December 31, 2016 (2016 Annual Report). This MD&A is divided into the following sections:

- Our Business
- Performance Highlights
- Critical Accounting Estimates
- Results of Operations, consolidated and by segment
- Analysis of Financial Condition
- Capital Resources and Liquidity, including discussion of availability of capital and the sources and uses of cash

OUR BUSINESS

Aflac Incorporated (the Parent Company) and its subsidiaries (collectively, the Company) primarily sell supplemental health and life insurance in the United States and Japan. The Company's insurance business is marketed and administered through American Family Life Assurance Company of Columbus (Aflac), which operates in the United States (Aflac U.S.) and as a branch in Japan (Aflac Japan). American Family Life Assurance Company of New York (Aflac New York) is a wholly owned subsidiary of Aflac. Most of Aflac's policies are individually underwritten and marketed through independent agents. Additionally, Aflac U.S. markets and administers group products through Continental American Insurance Company (CAIC), branded as Aflac Group Insurance. Our insurance operations in the United States and our branch in Japan service the two markets for our insurance business.

PERFORMANCE HIGHLIGHTS

Yen-denominated income statement accounts are translated to U.S. dollars using a weighted-average Japanese yen/U.S. dollar foreign exchange rate, while yen-denominated balance sheet accounts are translated to U.S. dollars using a spot Japanese yen/U.S. dollar foreign exchange rate. The spot yen/dollar exchange rate at June 30, 2017 was 112.00 , or 4.0% stronger than the spot yen/dollar exchange rate of 116.49 at December 31, 2016 . The weighted-average yen/dollar exchange rate for the three -month period ended June 30, 2017 was 111.10 , or 2.5% weaker than the weighted-average yen/dollar exchange rate of 108.28 for the same period in 2016 . The weighted-average yen/dollar exchange rate for the
six -month period ended June 30, 2017 was 112.31 , or .4% weaker than the weighted-average yen/dollar exchange rate of 111.82 for the same period in 2016 .

Revenues were $5.4 billion in both the second quarter of 2017 and 2016 . Net earnings were $713 million , or $1.79 per diluted share in the second quarter of 2017 , compared with $548 million , or $1.32 per diluted share, in the second quarter of 2016 . Net earnings in the second quarter of 2017 primarily reflect lower losses related to certain derivatives and foreign currency activities, compared with the second quarter of 2016 .

Revenues were $10.7 billion in the first six months of 2017 , compared with $10.9 billion in the first six months of 2016 . Net earnings were $1.3 billion , or $3.25 per diluted share, in the first six months of 2017 , compared with $1.3 billion , or $3.06 per diluted share, for the first six months of 2016 .

Results in the second quarter of 2017 included pretax net realized investment losses of $56 million , compared with net realized investment losses of $223 million in the second quarter of 2016 . Net investment losses in the second quarter of 2017 included $9 million of other-than-temporary impairment losses; $5 million of net gains from the sale or redemption of securities; and $52 million of net losses from derivatives and foreign currency gains (losses).

Results in the first six months of 2017 included pretax net realized investment losses of $196 million , compared with net realized investment losses of $194 million in the first six months of 2016 . Net investment losses in the first six months of 2017 included $19 million of other-than-temporary impairment losses; $1 million of net losses from the sale or redemption of securities; and $176 million of net losses from derivatives and foreign currency gains (losses).

Shareholders' equity included a net unrealized gain on investment securities and derivatives of $5.2 billion at June 30, 2017 , compared with a net unrealized gain of $4.8 billion at December 31, 2016 .

In January 2017, the Parent Company issued 60.0 billion yen of senior notes through a U.S. public debt offering. In February 2017, the Parent Company extinguished $650 million of 2.65% senior notes upon their maturity. For further information regarding these transactions, see Note 8 of the Notes to the Consolidated Financial Statements and the Capital Resources and Liquidity section of this MD&A.

In the first six months of 2017 , we repurchased 11.2 million shares of our common stock in the open market for $800 million under our share repurchase program.

CRITICAL ACCOUNTING ESTIMATES

We prepare our financial statements in accordance with U.S. generally accepted accounting principles (GAAP). These principles are established primarily by the Financial Accounting Standards Board (FASB). In this MD&A, references to U.S. GAAP issued by the FASB are derived from the FASB Accounting Standards Codification ™ (ASC). The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates based on currently available information when recording transactions resulting from business operations. The estimates that we deem to be most critical to an understanding of Aflac's results of operations and financial condition are those related to the valuation of investments and derivatives, deferred policy acquisition costs (DAC), liabilities for future policy benefits and unpaid policy claims, and income taxes. The preparation and evaluation of these critical accounting estimates involve the use of various assumptions developed from management's analyses and judgments. The application of these critical accounting estimates determines the values at which 94% of our assets and 80% of our liabilities are reported as of June 30, 2017 , and thus has a direct effect on net earnings and shareholders' equity. Subsequent experience or use of other assumptions could produce significantly different results.

There have been no changes in the items that we have identified as critical accounting estimates during the six months ended June 30, 2017 . For additional information, see the Critical Accounting Estimates section of MD&A included in the 2016 Annual Report.

New Accounting Pronouncements

For information on new accounting pronouncements and the impact, if any, on our financial position or results of operations, see Note 1 of the Notes to the Consolidated Financial Statements.

RESULTS OF OPERATIONS

The following discussion includes references to our performance measures, operating earnings, operating earnings per diluted share, and amortized hedge costs, which are not calculated in accordance with U.S. GAAP. These measures exclude items that we believe may obscure the underlying fundamentals and trends in our insurance operations because they tend to be driven by general economic conditions and events or related to infrequent activities not directly associated with our insurance operations. Our management uses operating earnings and operating earnings per diluted share to evaluate the financial performance of our insurance operations on a consolidated basis, and we believe that a presentation of these measures is vitally important to an understanding of our underlying profitability drivers and trends of our insurance business. The Company believes that amortized hedge costs, which are a component of operating earnings, measure the periodic currency risk management costs associated with hedging a portion of Aflac Japan's U.S. dollar-denominated investments and are an important component of net investment income.

Aflac defines operating earnings (a non-U.S. GAAP financial measure) as the profits derived from operations. Operating earnings includes interest cash flows associated with notes payable and amortized hedge costs related to foreign currency denominated investments, but excludes certain items that cannot be predicted or that are outside of management's control, such as realized investment gains and losses from securities transactions, impairments, change in loan loss reserves and certain derivative and foreign currency activities; nonrecurring items; and other non-operating income (loss) from net earnings. Nonrecurring and other non-operating items consist of infrequent events and activity not associated with the normal course of the Company's insurance operations and do not reflect Aflac's underlying business performance. We define operating earnings per share (basic or dilutive) to be operating earnings for the period divided by the weighted average outstanding shares (basic or dilutive) for the period presented.

Because a significant portion of our business is conducted in Japan and foreign exchange rates are outside of management's control, we believe it is important to understand the impact of translating Japanese yen into U.S. dollars. Operating earnings and operating earnings per diluted share excluding current period foreign currency impact are computed using the average yen/dollar exchange rate for the comparable prior year period, which eliminates dollar based fluctuations driven solely from currency rate changes.

The following table is a reconciliation of items impacting operating earnings and operating earnings per diluted share to the most directly comparable U.S. GAAP measures of net earnings and net earnings per diluted share, respectively.

Reconciliation of Net Earnings to Operating Earnings [1]

	In Millions		Per Diluted Share		In Millions		Per Diluted Share	
	Three Months Ended June 30,				Six Months Ended June 30,			
	2017	2016	**2017**	2016	**2017**	2016	**2017**	2016
Net earnings	**$ 713**	$ 548	**$ 1.79**	$ 1.32	**$ 1,305**	$ 1,279	**$ 3.25**	$ 3.06
Items impacting net earnings:								
Realized investment (gains) losses:								
Securities transactions and impairments	**3**	11	**.01**	.03	**20**	(66)	**.05**	(.16)
Certain derivative and foreign currency (gains) losses [2],[3],[4]	**16**	197	**.04**	.48	**108**	234	**.27**	.56
Other and non-recurring (income) loss [4]	**8**	0	**.02**	.00	**28**	0	**.07**	.00
Income tax (benefit) expense on items excluded from operating earnings [2],[5]	**(10)**	(73)	**(.02)**	(.18)	**(55)**	(59)	**(.14)**	(.14)
Operating earnings	**731**	683	**1.83**	1.65	**1,406**	1,388	**3.50**	3.32
Current period foreign currency impact [6]	**9**	N/A	**.02**	N/A	**3**	N/A	**.01**	N/A
Operating earnings excluding current period foreign currency impact [7]	**$ 739**	$ 683	**$ 1.85**	$ 1.65	**$ 1,409**	$ 1,388	**$ 3.51**	$ 3.32

[1] Amounts may not foot due to rounding.

[2] Excludes amortized hedge costs of $56 and $37 for the three-month periods and $108 and $69 for the six -month periods ended June 30, 2017 , and 2016 , respectively, related to hedging U.S. dollar-denominated investments held in Aflac Japan which are classified as a component of operating earnings to conform to current year reporting. See "Hedge Costs" discussion below for further information.

[3] Excludes a gain of $20 and $21 for the three-month periods and $41 and $43 for the six -month periods ended June 30, 2017 and 2016 , respectively, related to the interest rate component of the change in fair value of foreign currency swaps on notes payable which is classified as an operating gain when analyzing segment operations

[4] Foreign currency gains (losses) for all periods have been reclassified from other income (loss) to realized investment gains (losses) - certain derivative and foreign currency gains (losses) for consistency with current period presentation.

[5] Calculated using a 35% tax rate

[6] Prior period foreign currency impact reflected as "N/A" to isolate change for current period only.

[7] Amounts excluding current period foreign currency impact are computed using the average yen/dollar exchange rate for the comparable prior-year period, which eliminates dollar-based fluctuations driven solely from currency rate changes.

Realized Investment Gains and Losses

Our investment strategy is to invest primarily in fixed-maturity securities to provide a reliable stream of investment income, which is one of the drivers of the Company's growth and profitability. This investment strategy incorporates asset-liability matching (ALM) to align the expected cash flows of the portfolio to the needs of the Company's liability structure. We do not purchase securities with the intent of generating capital gains or losses. However, investment gains and losses may be realized as a result of changes in the financial markets and the creditworthiness of specific issuers, tax planning strategies, and/or general portfolio management and rebalancing. The realization of investment gains and losses is independent of the underwriting and administration of our insurance products.

Securities Transactions and Impairments

Securities transactions include gains and losses from sales and redemptions of investments where the amount received is different from the amortized cost of the investment. Impairments include other-than-temporary-impairment losses on investment securities as well as changes in loan loss reserves for loan receivables.

Certain Derivative and Foreign Currency Gains (Losses)

Our derivative activities include foreign currency forwards and options, interest rate swaptions and futures on certain fixed-maturity securities; foreign currency forwards and options that economically hedge certain portions of forecasted cash flows denominated in yen; foreign currency swaps associated with certain senior notes and our subordinated debentures; and foreign currency swaps and credit defaults swaps held in consolidated variable interest entities (VIEs). Gains and losses are recognized as a result of valuing these derivatives, net of the effects of hedge accounting. The Company also includes the accounting impacts of remeasurement associated with changes in the yen/dollar exchange rate as a non-operating item. Certain derivative and foreign currency gains (losses) excludes amortized hedge costs (see Hedge Cost section below) and the interest rate component of the change in fair value of foreign currency swaps on notes payable that are both classified as operating items.

Hedge Costs

Effective January 1, 2017, operating earnings includes the impact of amortized hedge costs. Amortized hedge costs represent costs incurred in using foreign currency forward contracts to hedge the foreign exchange risk of a portion of U.S. dollar-denominated assets in the Company's Japan segment investment portfolio. These amortized hedge costs are derived from the difference between the foreign currency spot rate at time of trade inception and the contractual foreign currency forward rate, recognized on a straight line basis over the term of the hedge. There is no comparable U.S. GAAP financial measure for amortized hedge costs. Prior year operating earnings have been revised to conform to this change. Beginning in 2016, we changed our non-U.S. GAAP reporting for these hedge costs by amortizing them evenly over the life of the foreign currency forward contracts. In 2016, we began increasing the duration of the foreign currency forward contracts used to hedge our U.S. dollar-denominated assets in Aflac Japan's investment portfolio to cover periods extending beyond one year. Therefore, recognizing these costs over the extended hedging periods provides a better measure of our costs, and better reflects the economics of how hedge costs emerge over the life of the hedge. For additional information regarding the change in methodology for hedge costs, see the Hedge Costs subsection of MD&A in the 2016 Annual Report.

Hedge costs can fluctuate based upon many factors, including the derivative notional amount, the length of time of the derivative contract, changes in both U.S. and Japan interest rates, and supply and demand for dollar funding. Hedge costs have increased in recent periods due to changes in the previously mentioned factors.

For additional information regarding realized investment gains and losses, see Notes 3 and 4 of the Notes to the Consolidated Financial Statements.

Other and Non-recurring Items

The United States insurance industry has a policyholder protection system that provide funds for the policyholders of insolvent insurers. The system can result in periodic charges to the Company as a result of insolvencies/bankruptcies that occur with other companies in the life insurance industry. Some states permit member insurers to recover assessments paid through full or partial premium tax offsets. These charges neither relate to the ordinary course of the Company’s business nor reflect the Company’s underlying business performance, but result from external situations not controlled by the Company.

Based on the underlying nature of these assessments, effective January 1, 2017, the Company adopted a policy of excluding any charges associated with U.S. guaranty fund assessments and the corresponding tax benefit or expense from operating earnings.

For the Penn Treaty liquidation that was recognized by judicial authority in March 2017, we estimated and recognized a discounted liability for assessments of $62 million (undiscounted $94 million), offset by discounted premium tax credits of $48 million (undiscounted $74 million), for a net $14 million impact to net income in the quarter ended March 31, 2017. Guaranty fund assessments in the quarter ended June 30, 2017 were immaterial. For additional information regarding guaranty fund assessments, see Note 12 of the Notes to the Consolidated Financial Statements.

Effective January 1, 2017, nonrecurring items also include conversion costs related to legally converting our Japan business to a subsidiary; these costs primarily consist of expenditures for legal, accounting, consulting, integration of systems and processes and other similar services. These Japan branch conversion costs amounted to $8 million in the three-month period and $14 million for the six-month period ended June 30, 2017.

Foreign Currency Translation

Aflac Japan's premiums and a significant portion of its investment income are received in yen. Claims and most expenses are paid in yen and we purchase yen-denominated assets and U.S. dollar-denominated assets, which may be hedged to yen, to support yen-denominated policy liabilities. These and other yen-denominated financial statement items are, however, translated into dollars for financial reporting purposes. We translate Aflac Japan's yen-denominated income statement into dollars using the average exchange rate for the reporting period, and we translate its yen-denominated balance sheet using the exchange rate at the end of the period.

Due to the size of Aflac Japan, where our functional currency is the Japanese yen, fluctuations in the yen/dollar exchange rate can have a significant effect on our reported results. In periods when the yen weakens, translating yen into dollars results in fewer dollars being reported. When the yen strengthens, translating yen into dollars results in more dollars being reported. Consequently, yen weakening has the effect of suppressing current period results in relation to the comparable prior period, while yen strengthening has the effect of magnifying current period results in relation to the comparable prior period. Because changes in exchange rates distort our operating results when translated into dollars, management evaluates Aflac's financial performance excluding the impact of foreign currency translation.

Income Taxes

Our combined U.S. and Japanese effective income tax rate on pretax earnings was 31.8% for the three-month period ended June 30, 2017 , compared with 34.3% for the same period in 2016. Our combined U.S. and Japanese effective tax rate on pretax earnings was 32.9% for the six -month period ended June 30, 2017 , compared with 34.4% for the same period in 2016 . The decline in the tax rate was primarily due to a $22 million favorable resolution of uncertain tax positions related to closed years in the three-month period ended June 30, 2017 , in addition to benefits associated with filing amended tax returns and the adoption of new accounting guidance related to stock compensation.

INSURANCE OPERATIONS

Aflac's insurance business consists of two segments: Aflac Japan and Aflac U.S. Aflac Japan, which operates as a branch of Aflac, is the principal contributor to consolidated earnings. U.S. GAAP financial reporting requires that a company report financial and descriptive information about operating segments in its annual and interim period financial statements. Furthermore, we are required to report a measure of segment profit or loss, certain revenue and expense items, and segment assets.

We evaluate our sales efforts using new annualized premium sales, an industry operating measure. New annualized premium sales, which include both new sales and the incremental increase in premiums due to conversions, generally represent the premiums that we would collect over a 12-month period, assuming the policies remain in force. For Aflac Japan, new annualized premium sales are determined by applications submitted during the reporting period. For Aflac U.S., new annualized premium sales are determined by applications that are issued during the reporting period. Premium income, or earned premiums, is a financial performance measure that reflects collected or due premiums that have been earned ratably on policies in force during the reporting period.

AFLAC JAPAN SEGMENT

Aflac Japan Pretax Operating Earnings

Changes in Aflac Japan's pretax operating earnings and profit margins are primarily affected by morbidity, mortality, expenses, persistency and investment yields. The following table presents a summary of operating results for Aflac Japan.

Aflac Japan Summary of Operating Results

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	**2017**	2016	**2017**	2016
Net premium income	**$ 3,222**	$ 3,402	**$ 6,416**	$ 6,581
Net investment income:				
Yen-denominated investment income	**322**	337	**646**	659
U.S. dollar-denominated investment income	**291**	305	**577**	605
Net investment income	**613**	642	**1,223**	1,264
Amortized hedge costs related to foreign currency denominated investments	**56**	37	**108**	69
Net investment income, less amortized hedge costs	**557**	605	**1,115**	1,195
Other income (loss)	**10**	11	**20**	19
Total operating revenues	**3,789**	4,018	**7,551**	7,795
Benefits and claims, net	**2,272**	2,455	**4,559**	4,738
Operating expenses:				
Amortization of deferred policy acquisition costs	**167**	167	**322**	318
Insurance commissions	**189**	197	**373**	384
Insurance and other expenses	**370**	397	**737**	747
Total operating expenses	**726**	761	**1,432**	1,449
Total benefits and expenses	**2,998**	3,216	**5,991**	6,187
Pretax operating earnings [(1)]	**$ 791**	$ 802	**$ 1,560**	$ 1,608
Weighted-average yen/dollar exchange rate	**111.10**	108.28	**112.31**	111.82

	In Dollars				In Yen			
Percentage change over previous period:	Three Months Ended June 30,		Six Months Ended June 30,		Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	**2017**	2016	**2017**	2016	**2017**	2016
Net premium income	**(5.3)%**	14.3%	**(2.5)%**	8.7%	**(2.7)%**	1.8 %	**(1.9)%**	1.0 %
Net investment income, less amortized hedge costs	**(7.9)**	2.8	**(6.7)**	.5	**(4.7)**	(8.9)	**(5.5)**	(7.0)
Total operating revenues	**(5.7)**	12.4	**(3.1)**	7.4	**(3.0)**	.1	**(2.4)**	(.3)
Pretax operating earnings [(1)]	**(1.4)**	8.2	**(3.0)**	4.0	**1.8**	(3.7)	**(2.0)**	(3.5)

[(1)] Aflac defines pretax operating earnings (a non-U.S. GAAP financial measure) as operating earnings before the application of income taxes. See the Results of Operations section of this MD&A for our definition of operating earnings.

Annualized premiums in force decreased 3.3% to 1.57 trillion yen as of June 30, 2017 , compared with 1.62 trillion yen as of June 30, 2016 . The decrease in annualized premiums in force in yen reflects the net effect of sales of new policies combined with limited-pay policies becoming paid-up and the persistency of Aflac Japan's business. Annualized premiums in force, translated into dollars at respective period-end exchange rates, were $14.0 billion at June 30, 2017 , compared with $15.8 billion a year ago, reflecting the weaker yen to U.S. dollar exchange rate.

Aflac Japan's investment portfolios include U.S. dollar-denominated securities and reverse-dual currency securities (yen-denominated debt securities with dollar coupon payments). U.S. dollar-denominated investment income from these assets accounted for approximately 47% of Aflac Japan's investment income in the first six months of 2017 , compared

with 48% a year ago. In years when the yen strengthens in relation to the dollar, translating Aflac Japan's U.S. dollar-denominated investment income into yen lowers growth rates for net investment income, total operating revenues, and pretax operating earnings in yen terms. In years when the yen weakens, translating U.S. dollar-denominated investment income into yen magnifies growth rates for net investment income, total operating revenues, and pretax operating earnings in yen terms. Excluding foreign currency changes from the prior period (a non-U.S. GAAP measure), U.S. dollar-denominated investment income accounted for approximately 47% of Aflac Japan's investment income during the first six months of 2017 , compared with 50% a year ago.

The following table illustrates the effect of translating Aflac Japan's U.S. dollar-denominated investment income and related items into yen by comparing certain segment results with those that would have been reported had yen/dollar exchange rates remained unchanged from the comparable period in the prior year. In order to compare the current period to the prior period without the impact of foreign currency, the current period income statement is translated at the prior year's comparable period average exchange rate.

Aflac Japan Percentage Changes Over Previous Period
(Yen Operating Results)
For the Periods Ended June 30 ,

	Including Foreign Currency Changes				**Excluding Foreign Currency Changes** [2]			
	Three Months		Six Months		Three Months		Six Months	
	2017	2016	**2017**	2016	**2017**	2016	**2017**	2016
Net investment income, less amortized hedge costs	**(4.7) %**	(8.9) %	**(5.5) %**	(7.0) %	**(5.9) %**	(3.4) %	**(5.7) %**	(3.4) %
Total operating revenues	**(3.0)**	.1	**(2.4)**	(.3)	**(3.2)**	1.0	**(2.5)**	.3
Pretax operating earnings [1]	**1.8**	(3.7)	**(2.0)**	(3.5)	**1.0**	.4	**(2.2)**	(1.0)

[1] *Aflac defines pretax operating earnings (a non-U.S. GAAP financial measure) as operating earnings before the application of income taxes. See the Results of Operations section of this MD&A for our definition of operating earnings.*
[2] *Amounts excluding foreign currency impact on U.S. dollar-denominated items (a non-U.S. GAAP measure) were determined using the same yen/dollar exchange rate for the current period as the comparable period in the prior year.*

The following table presents a summary of operating ratios in yen terms for Aflac Japan.

	Three Months Ended June 30,		Six Months Ended June 30,	
Ratios to total revenues:	**2017**	2016	**2017**	2016
Benefits and claims, net	**59.9 %**	61.1 %	**60.4 %**	60.8 %
Operating expenses:				
Amortization of deferred policy acquisition costs	**4.4**	4.2	**4.3**	4.1
Insurance commissions	**5.0**	4.9	**4.9**	4.9
Insurance and other expenses	**9.8**	9.9	**9.7**	9.6
Total operating expenses	**19.2**	19.0	**18.9**	18.6
Pretax operating earnings [1]	**20.9**	19.9	**20.7**	20.6

[1] *Aflac defines pretax operating earnings (a non-U.S. GAAP financial measure) as operating earnings before the application of income taxes. See the Results of Operations section of this MD&A for our definition of operating earnings.*

In the three- and six -month periods ended June 30, 2017 , the benefit ratio decreased, compared with the same respective periods in the prior year, primarily due to the change in mix of first and third sector business as first sector products become paid-up, as well as continued favorable claims experience. In the three- and six -month periods ended June 30, 2017 , the operating expense ratio increased primarily due to lower premium income impacted by first sector products becoming paid-up. In total, the pretax operating profit margin increased in the three- and six -month periods ended June 30, 2017 , reflecting the decrease in the benefit ratio and the increase in the expense ratio. For the full year of 2017, we anticipate the pretax operating profit margin (calculated by dividing operating earnings by operating revenues) to be comparable to 2016 levels.

Aflac Japan Sales

The following table presents Aflac Japan's new annualized premium sales for the periods ended June 30 .

	In Dollars				In Yen			
	Three Months		Six Months		Three Months		Six Months	
(In millions of dollars and billions of yen)	**2017**	2016	**2017**	2016	**2017**	2016	**2017**	2016
New annualized premium sales	**$ 229**	$ 280	**$ 423**	$ 551	**25.4**	30.3	**47.5**	61.4
Increase (decrease) over prior period	**(18.3)%**	11.2%	**(23.2)%**	15.2%	**(16.0)%**	(1.1)%	**(22.7)%**	6.7%

The following table details the contributions to Aflac Japan's new annualized premium sales by major insurance product for the periods ended June 30 .

	Three Months		Six Months	
	2017	2016	**2017**	2016
Cancer	**56.0%**	46.0%	**53.3%**	40.7%
Medical	**35.3**	27.9	**36.0**	25.5
Ordinary life:				
WAYS	**.6**	13.5	**.6**	19.4
Other ordinary life	**5.3**	6.0	**6.7**	5.8
Child endowment	**.4**	5.1	**.6**	7.1
Income support	**1.9**	.0	**1.9**	.0
Other	**.5**	1.5	**.9**	1.5
Total	**100.0%**	100.0%	**100.0%**	100.0%

The foundation of Aflac Japan's product portfolio has been, and continues to be, our third sector products, which include cancer, medical and Income Support insurance products. Sales of third sector products on a yen basis increased 5.8% during the second quarter and increased 6.6% in the first six months of 2017 , compared with the same respective periods in 2016 . We have been focusing more on promotion of our cancer and medical insurance products in this low-interest-rate environment. These products are less interest-rate sensitive and more profitable compared to first sector products.

Aflac Japan's second quarter 2017 sales results continued to benefit from sales of our cancer insurance and the launch of a revised EVER standard medical insurance product in February 2017. Our Income Support Insurance product introduced in July 2016 also contributed to second quarter sales results. With continued cost pressure on Japan's health care system, we expect the need for third sector products will continue to rise in the future, and we remain convinced that the medical and cancer insurance products Aflac Japan provides will continue to be an important part of our product portfolio.

As a result of the interest rate policy in Japan, we have taken significant actions to limit Aflac Japan's sales of certain first sector products, including WAYS and child endowment. Those actions gained traction in mid-2016, and as a result first sector product sales were down 77.9% in the second quarter of 2017 , compared with the same period in the prior year. We expect that for the remainder of 2017, this deliberate trend will continue, and our focus will remain on less interest-sensitive third sector products.

Independent corporate agencies and individual agencies contributed 41.7% of total new annualized premium sales for Aflac Japan in the second quarter of 2017 , compared with 48.4% for the same period in 2016 . Affiliated corporate agencies, which include Japan Post, contributed 53.9% of total new annualized premium sales in the second quarter of 2017 , compared with 44.6% in the second quarter of 2016 . Japan Post offers Aflac's cancer insurance products in more than 20,000 post offices. We believe this alliance with Japan Post has and will further benefit our cancer insurance sales. During the three -month period ended June 30, 2017 , we recruited 55 new sales agencies. At June 30, 2017 , Aflac Japan was represented by approximately 11,500 sales agencies and more than 107,000 licensed sales associates employed by those agencies.

At June 30, 2017 , we had agreements to sell our products at 374 banks, approximately 90% of the total number of banks in Japan. Bank channel sales accounted for 4.4% of new annualized premium sales in the second quarter of 2017 for Aflac Japan, compared with 7.0% during the second quarter of 2016 .

Aflac Japan Investments

The level of investment income in yen is affected by available cash flow from operations, the timing of investing the cash flow, yields on new investments, the effect of yen/dollar exchange rates on U.S. dollar-denominated investment income, and other factors.

As part of the Company's portfolio management and asset allocation process, Aflac Japan invests in U.S. dollar-denominated investments, fixed-maturity investments and growth assets, including public equities and alternative investments. Aflac Japan has been investing in both publicly-traded and privately originated U.S. dollar-denominated investment-grade and below-investment-grade fixed-maturity securities and loans, and has entered into foreign currency forwards and options to hedge the currency risk on the fair value of a portion of the U.S. dollar investments.

The following table details the investment purchases for Aflac Japan.

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	**2017**	2016	**2017**	2016
Yen-denominated:				
Fixed maturities:				
Japan government and agencies	**$ 687**	$ 595	**$ 3,228**	$ 1,762
Other fixed maturities	**371**	599	**909**	659
Equities [1]	**3**	127	**152**	270
Total yen-denominated	**$ 1,061**	$ 1,321	**$ 4,289**	$ 2,691
U.S. dollar-denominated:				
Fixed maturities:				
Other fixed maturities	**$ 23**	$ 156	**$ 81**	$ 593
Infrastructure debt	**64**	0	**94**	0
Bank loans [2]	**0**	305	**0**	535
Equities [1]	**144**	226	**151**	426
Other investments:				
Middle market loans	**154**	0	**251**	0
Commercial mortgage loans	**145** [3]	163	**193** [3]	183
Total dollar-denominated	**$ 530**	$ 850	**$ 770**	$ 1,737
Total Aflac Japan purchases	**$ 1,591**	$ 2,171	**$ 5,059**	$ 4,428

[1] Primarily rebalancing activity in 2017 and includes rebalancing activity in 2016
[2] Represents funding made to unit trust structures
[3] Includes $145 of transitional real estate (TRE) loans for the three- and six-month periods ended June 30, 2017 , respectively.

Our yen-denominated private placement portfolio had declined over the last several years as a result of call and maturity activity and no reinvestment activity. However, beginning in 2016 and continuing into 2017, we began to selectively purchase yen-denominated private placements. In the first six months of 2017, Aflac Japan purchased $619 million of yen-denominated private placements, after purchasing $268 million for the full year of 2016.

See the Analysis of Financial Condition section of this MD&A for further discussion of these investment programs, and see Notes 3 and 4 of the Notes to the Consolidated Financial Statements and Notes 1, 3 and 4 of the Notes to the Consolidated Financial Statements in the 2016 Annual Report for more information regarding loans and loan receivables.

The following table presents the results of Aflac Japan's investment yields for the periods ended June 30 .

	Three Months				Six Months			
	2017	[1]	2016	[1]	**2017**	[1]	2016	[1]
Total purchases for the period (in millions) [1]	**$ 1,591**		$ 2,171		**$ 5,059**		$ 4,428	
New money yield [1], [2]	**2.25**	**%**	1.67	%	**1.54**	**%**	1.92	%
Return on average invested assets [3]	**2.28**		2.52		**2.31**		2.62	
Portfolio book yield, including U.S. dollar-denominated investments, end of period [1]	**2.55**	**%**	2.71	%	**2.55**	**%**	2.71	%

[1] Includes fixed maturities and perpetual securities, loan receivables, and equities
[2] Reported on a gross yield basis; excludes investment expenses, external management fees, and amortized hedge costs
[3] Net of investment expenses and amortized hedge costs, year-to-date number reflected on a quarterly average basis

On January 1, 2016, the company revised its definition of purchases to include the reinvestment of proceeds related to unplanned sale activity. New purchases include all purchases related to fixed maturities and perpetuals, loan receivables, and equities. Securities lending/repurchase agreement activity and capital contributions to alternatives are excluded. The definition of new money yield has also been revised to reflect this change. Yields for equities are based on the assumed dividend yield at the time of purchase.

The increase in the Aflac Japan new money yield in the three-month period ended June 30, 2017 was primarily due to increases in U.S. and Japan interest rates, compared with the same period in 2016, and increased allocations to higher-yielding U.S. dollar-denominated asset classes . The decrease in the Aflac Japan new money yield in the six-month period ended June 30, 2017 was primarily due to the increased allocation to Japan Government Bonds (JGBs) and other high quality yen-denominated investments.

See Notes 3, 4 and 5 of the Notes to the Consolidated Financial Statements and the Analysis of Financial Condition section of this MD&A for additional information on our investments and hedging strategies.

AFLAC U.S. SEGMENT

Aflac U.S. Pretax Operating Earnings

Changes in Aflac U.S. pretax operating earnings and profit margins are primarily affected by morbidity, mortality, expenses, persistency and investment yields. The following table presents a summary of operating results for Aflac U.S.

Aflac U.S. Summary of Operating Results

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	**2017**	2016	**2017**	2016
Net premium income	**$ 1,388**	$ 1,362	**$ 2,778**	$ 2,729
Net investment income	**180**	176	**358**	350
Other income	**2**	0	**3**	3
Total operating revenues	**1,570**	1,538	**3,139**	3,082
Benefits and claims	**715**	743	**1,425**	1,433
Operating expenses:				
Amortization of deferred policy acquisition costs	**116**	117	**256**	258
Insurance commissions	**146**	147	**291**	294
Insurance and other expenses	**263**	240	**527**	474
Total operating expenses	**525**	504	**1,074**	1,026
Total benefits and expenses	**1,240**	1,247	**2,499**	2,459
Pretax operating earnings [(1)]	**$ 330**	$ 291	**$ 640**	$ 623
Percentage change over previous period:				
Net premium income	**1.9 %**	2.2 %	**1.8 %**	2.2 %
Net investment income	**2.3**	4.4	**2.3**	4.7
Total operating revenues	**2.1**	2.5	**1.8**	2.4
Pretax operating earnings [(1)]	**13.4**	(.3)	**2.7**	8.0

[(1)] *Aflac defines pretax operating earnings (a non-U.S. GAAP financial measure) as operating earnings before the application of income taxes. See the Results of Operations section of this MD&A for our definition of operating earnings.*

Annualized premiums in force increased 2.2% to $5.9 billion at June 30, 2017 , compared with $5.8 billion at June 30, 2016 .

The following table presents a summary of operating ratios for Aflac U.S.

	Three Months Ended June 30,		Six Months Ended June 30,	
Ratios to total revenues:	**2017**	2016	**2017**	2016
Benefits and claims	**45.6 %**	48.3 %	**45.4 %**	46.5 %
Operating expenses:				
Amortization of deferred policy acquisition costs	**7.4**	7.6	**8.1**	8.4
Insurance commissions	**9.3**	9.5	**9.3**	9.5
Insurance and other expenses	**16.7**	15.6	**16.8**	15.3
Total operating expenses	**33.4**	32.7	**34.2**	33.2
Pretax operating earnin *gs* [(1)]	**21.0**	19.0	**20.4**	20.3

[(1)] *Aflac defines pretax operating earnings (a non-U.S. GAAP financial measure) as operating earnings before the application of income taxes. See the Results of Operations section of this MD&A for our definition of operating earnings.*

The benefit ratio in the three-month period ended June 30, 2017 decreased, compared with the same period in 2016 due to an upward refinement to the reserves in 2016, one less processing day during the second quarter of 2017, as well as favorable claims experience. The benefit ratio in the six -month period ended June 30, 2017 decreased slightly, compared with the same period in 2016. The operating expense ratio increased during the three- and six -month periods ended June 30, 2017 , compared with the same periods in 2016 ; the expense ratio in 2016 was depressed relative to the yearly expected ratio due to spending delays. In total, the pretax operating profit margin (calculated by dividing operating earnings by operating revenues) increased in the three- and six -month periods ended June 30, 2017 , compared with the same periods in 2016 , reflecting the decrease in the benefit ratio partially offset by the increase in the expense ratio. For the full year of 2017, we expect the benefit ratio to be stable to slightly lower than full year 2016, while expense ratios are expected to increase marginally as we continue to invest in our platform.

Aflac U.S. Sales

The following table presents Aflac's U.S. new annualized premium sales for the periods ended June 30 .

	Three Months		Six Months	
(In millions)	**2017**	2016	**2017**	2016
New annualized premium sales	**$ 356**	$ 347	**$ 689**	$ 675
Increase (decrease) over prior period	**2.4 %**	1.0 %	**2.1 %**	2.3 %

The following table details the contributions to Aflac's U.S. new annualized premium sales by major insurance product category for the periods ended June 30 .

	Three Months		Six Months	
	2017	2016	**2017**	2016
Income-loss protection:				
Short-term disability	**23.9 %**	23.3 %	**24.5 %**	23.4 %
Life	**5.3**	5.6	**5.4**	5.6
Asset-loss protection:				
Accident	**29.8**	30.1	**29.5**	30.0
Critical care [(1)]	**21.1**	21.3	**21.0**	21.3
Supplemental medical:				
Hospital indemnity	**14.0**	14.3	**14.0**	14.2
Dental/vision	**5.9**	5.4	**5.6**	5.5
Total	**100.0 %**	100.0 %	**100.0 %**	100.0 %

[(1)] Includes cancer, critical illness, and hospital intensive care products

New annualized premium sales for accident insurance, our leading product category, increased 1.5% ; short-term disability sales increased 5.4% ; critical care insurance sales (including cancer insurance) increased 1.9% ; and hospital indemnity insurance sales increased .9% in the second quarter of 2017 , compared with the same period in 2016 .

The addition of group products has expanded our reach and enabled us to generate more sales opportunities with larger employers, brokers, and our traditional sales agents. We anticipate that the appeal of our group products will continue to enhance our opportunities to connect with larger businesses and their employees. Our portfolio of group and individual products offers businesses the opportunity to give their employees a more valuable and comprehensive selection of benefit options.

In the second quarter of 2017 , our U.S. sales forces included more than 8,700 U.S. agents, including brokers, who were actively producing business on a weekly basis. We believe that this metric, the average weekly producer equivalent metric, allows our sales management to monitor progress and needs.

One Day Pay [SM] is a claims initiative that we have focused on at Aflac U.S. to process, approve and pay eligible claims in just one day. We believe that this claims practice enhances our brand reputation and the trust our policyholders have in Aflac, and it helps Aflac stand out from competitors.

Our products provide cash benefits that can be used to help with increasing out-of-pocket medical expenses, help cover household costs, or protect against income and asset loss. Our group products and relationships with insurance brokers that handle the larger-case market are helping us as we expand our reach selling to larger businesses. We are regularly evaluating the marketplace to identify opportunities to bring the most relevant, cost-effective products to our customers. We believe the need for our products remains very strong, and we continue to work on enhancing our distribution capabilities to access employers of all sizes, including initiatives that benefit our field force and the broker community. At the same time, we are seeking opportunities to leverage our brand strength and attractive product portfolio in the evolving health care environment.

U.S. Regulatory Environment

The Affordable Care Act (ACA), federal health care legislation, was intended to give Americans of all ages and income levels access to comprehensive major medical health insurance and gave the U.S. federal government direct regulatory authority over the business of health insurance. The ACA included major changes to the U.S. health care insurance marketplace. Among other changes, the ACA included an individual medical insurance coverage mandate, provided for penalties on certain employers for failing to provide adequate coverage, created health insurance exchanges, and addressed coverage and exclusions as well as medical loss ratios. It also imposed an excise tax on certain high cost plans, known as the “Cadillac tax,” that is currently scheduled to begin in 2020. The ACA also included changes in government reimbursements and tax credits for individuals and employers and altered federal and state regulation of health insurers. While the ACA was enacted in 2010, the major elements of the law became effective on January 1, 2014. The ACA, as enacted, does not require material changes in the design of our insurance products. However, indirect consequences of the legislation and regulations could present challenges and/or opportunities that could potentially have an impact on our sales model, financial condition and results of operations. The United States Congress has considered and may continue to consider legislation that would repeal and replace key provisions of the ACA. There can be no assurance that any legislation affecting the ACA will be passed by Congress, nor as to the ultimate timing or provisions of any such legislation, nor as to the effect of any such legislation on the design or marketability of our insurance products.

Title VII of the Dodd-Frank Act and regulations issued thereunder, in particular rules to require central clearing for certain types of derivatives, may have an impact on Aflac's derivative activity, including activity on behalf of Aflac Japan. In addition, in 2015 and 2016, six U.S. financial regulators, including the U.S. Commodity Futures Trading Commission (CFTC), issued final rules regarding the exchange of initial margin (IM) and variation margin (VM) for uncleared swaps that impose greater obligations on swap dealers regarding uncleared swaps with certain counterparties, such as Aflac. The requirements of such rules with respect to VM, as well as similar regulations in Europe, became effective on March 1, 2017, with full compliance with respect to all counterparties required by September 1, 2017. The requirements of such rules with respect to IM are currently being phased in and will be fully implemented by September 1, 2020. The margin requirements are expected to result in more stringent collateral requirements and to affect other aspects of Aflac's derivatives activity.

The Dodd-Frank Act also established a Federal Insurance Office (FIO) under the U.S. Treasury Department to monitor all aspects of the insurance industry and of lines of business other than certain health insurance, certain long-term care insurance and crop insurance. Traditionally, U.S. insurance companies have been regulated primarily by state insurance departments. In December 2013, the FIO released a report entitled "How To Modernize And Improve The System Of Insurance Regulation In The United States." The report was required by the Dodd-Frank Act, and included 18 recommended areas of near-term reform for the states, including addressing capital adequacy and safety/soundness issues, reform of insurer resolution practices, and reform of marketplace regulation. The report also listed nine recommended areas for direct federal involvement in insurance regulation. Some of the recommendations outlined in the FIO report released in December 2013 have been implemented. The National Association of Registered Agents and Brokers Reform Act, signed into law in January 2015, simplifies the agent and broker licensing process across state lines. The FIO has also engaged with the supervisory colleges to monitor financial stability and identify regulatory gaps for large national and internationally active insurers. The new presidential administration in the United States and Congress have stated proposals to reform or repeal certain provisions of the Dodd-Frank Act. We cannot predict with any degree of certainty what impact, if any, such proposals will have on our U.S. business, financial condition, or results of operations.

Under state insurance guaranty association laws and similar laws in international jurisdictions, we are subject to assessments, based on the share of business we write in the relevant jurisdiction, for certain obligations of insolvent insurance companies to policyholders and claimants. In the United States, some states permit member insurers to recover assessments paid through full or partial premium tax offsets. The Company's policy is to accrue assessments when the entity for which the insolvency relates has met its state of domicile's statutory definition of insolvency, the amount of the loss is reasonably estimable and the related premium upon which the assessment is based is written. In most states, the definition is met with a declaration of financial insolvency by a court of competent jurisdiction.

Aflac U.S. Investments

The level of investment income is affected by available cash flow from operations, the timing of investing the cash flow, yields on new investments, and other factors.

As part of the Company's portfolio management and asset allocation process, Aflac U.S. invests in fixed-maturity investments and growth assets, including public equities and alternative investments. Aflac U.S. has been investing in both publicly traded and privately originated investment-grade and below-investment-grade fixed-maturity securities and loan receivables.

The following table details the investment purchases for Aflac U.S.

	Three Months Ended June 30,		Six Months Ended June 30,	
(In millions)	**2017**	2016	**2017**	2016
Fixed maturities:				
Other fixed maturities	**$ 226**	$ 252	**$ 485**	$ 357
Infrastructure debt	**10**	0	**15**	0
Equities	**36**	37	**38**	103
Other investments:				
Middle market loans	**42**	33	**93**	144
Commercial mortgage loans	**41** [(1)]	10	**41** [(1)]	23
Total Aflac U.S. Purchases	**$ 355**	$ 332	**$ 672**	$ 627

[(1)] Includes $41 of TRE loans for the three- and six-month periods ended June 30, 2017 , respectively.

See Note 3 of the Notes to the Consolidated Financial Statements and Notes 1 and 3 of the Notes to the Consolidated Financial Statements in the 2016 Annual Report for more information regarding loans and loans receivables.

The following table presents the results of Aflac's U.S. investment yields for the periods ended June 30 .

	Three Months		Six Months	
	2017	2016	**2017**	2016
Total purchases for period (in millions) [(1)]	**$ 355**	$ 332	**$ 672**	$ 627
New money yield [(1), (2)]	**4.46 %**	3.70 %	**4.40 %**	4.16 %
Return on average invested assets [(3)]	**5.05**	5.04	**5.02**	5.03
Portfolio book yield, end of period [(1)]	**5.54 %**	5.69 %	**5.54 %**	5.69 %

[(1)] Includes fixed maturities and perpetual securities, loan receivables, and equities
[(2)] Reported on a gross yield basis; excludes investment expenses and external management fees
[(3)] Net of investment expenses, year-to-date number reflected on a quarterly average basis

The increase in the Aflac U.S. new money yield for the three- and six -month periods ended June 30, 2017 was primarily due to increases in U.S. interest rates, compared with the same respective periods in 2016. See Notes 3 and 5 of the Notes to the Consolidated Financial Statements and the Analysis of Financial Condition section of this MD&A for additional information on our investments.

ANALYSIS OF FINANCIAL CONDITION

Our financial condition has remained strong in the functional currencies of our operations. The yen/dollar exchange rate at the end of each period is used to translate yen-denominated balance sheet items to U.S. dollars for reporting purposes.

Investments

Our investment philosophy is to fulfill our fiduciary responsibility to invest assets in a prudent manner to meet the present and future needs of our policyholders' contractual obligations while maximizing the long-term financial return on assets consistent with the company goal of maximizing long-term shareholder value within defined risk appetites, limits, and maintaining adequate liquidity.

The following table details investment securities by segment.

Investments by Segment

(In millions)	Aflac Japan		Aflac U.S.	
	June 30, 2017	December 31, 2016	**June 30, 2017**	December 31, 2016
Securities available for sale, at fair value:				
Fixed maturities	**$ 65,157**	$ 59,903	**$ 13,892**	$ 13,250
Perpetual securities	**1,784**	1,577	**59**	56
Equity securities	**1,258**	1,185	**133**	124
Total available for sale	**68,199**	62,665	**14,084**	13,430
Securities held to maturity, at amortized cost:				
Fixed maturities	**32,613**	33,350	**0**	0
Total held to maturity	**32,613**	33,350	**0**	0
Other investments:				
Commercial mortgage loans	**902** [(1)]	745	**150** [(1)]	110
Middle market loans	**298**	74	**280**	245
Short-term investments	**138**	88	**0**	0
Policy loans	**190**	174	**11**	10
Other	**37**	0	**9**	0
Total other investments	**1,565**	1,081	**450**	365
Total investment securities	**102,377**	97,096	**14,534**	13,795
Cash and cash equivalents	**1,482**	1,313	**1,168**	1,428
Total investments and cash [(2)]	**$ 103,859**	$ 98,409	**$ 15,702**	$ 15,223

[(1)] Includes $145 and $41 of TRE loans for Aflac Japan and Aflac U.S., respectively, as of June 30, 2017 .

[(2)] Excludes investments and cash held by the Parent Company and other business segments of $2,335 in 2017 and $2,729 in 2016 .

See the Loans and Loan Receivables section in Note 3 of the Notes to the Consolidated Financial Statements for further discussion of these investments.

Cash and cash equivalents totaled $4.3 billion , or 3.5% of total investments and cash, as of June 30, 2017 , compared with $4.9 billion , or 4.2% , at December 31, 2016 . For a discussion of the factors affecting our cash balance, see the Operating Activities, Investing Activities and Financing Activities subsections of this MD&A.

For additional information concerning our investments, see Notes 3, 4, and 5 of the Notes to the Consolidated Financial Statements.

The ratings of our securities referenced in the table below are based on the ratings designations provided by major Nationally Recognized Statistical Rating Organizations (NRSROs) (Moody's, S&P and Fitch) or, if not rated, are determined based on our internal analysis of such securities. When the ratings issued by the rating agencies differ, we utilize the second lowest rating when three or more rating agency ratings are available or the lowest rating when only two rating agency ratings are available.

The distributions of debt and perpetual securities we own, by credit rating, were as follows:

Composition of Securities Portfolio by Credit Rating

	June 30, 2017		December 31, 2016	
	Amortized Cost	**Fair Value**	Amortized Cost	Fair Value
AAA	**1.1%**	**1.0%**	2.0%	1.9%
AA	**4.3**	**4.3**	5.0	5.0
A	**65.4**	**66.7**	63.1	65.2
BBB	**24.0**	**23.2**	24.6	23.2
BB or lower	**5.2**	**4.8**	5.3	4.7
Total	**100.0%**	**100.0%**	100.0%	100.0%

As of June 30, 2017 , our direct and indirect exposure to securities in our investment portfolio that were guaranteed by third parties was immaterial both individually and in the aggregate.

The following table presents the 10 largest unrealized loss positions in our portfolio as of June 30, 2017 .

(In millions)	**Credit Rating**	**Amortized Cost**	**Fair Value**	**Unrealized Loss**
Diamond Offshore Drilling Inc.	BB	$ 142	$ 92	$ (50)
Noble Holdings International Ltd.	B	99	57	(42)
Investcorp Capital Limited	BB	380	364	(16)
Transocean Inc.	B	72	56	(16)
National Oilwell Varco Inc.	BBB	98	84	(14)
AXA-UAP [(1)]	BBB	292	280	(12)
Baker Hughes Inc.	BBB	123	111	(12)
Discovery Communications	BBB	109	99	(10)
Cenovus Energy Inc.	BBB	79	69	(10)
Deutsche Postbank AG	BB	214	205	(9)

[(1)] Includes perpetual security

Generally, declines in fair values can be a result of changes in interest rates, yen/dollar exchange rate, and changes in net spreads driven by a broad market move or a change in the issuer's underlying credit quality. As we believe these issuers have the ability to continue making timely payments of principal and interest, we view these changes in fair value to be temporary and do not believe it is necessary to impair the carrying value of these securities. See the Unrealized Investment Gains and Losses section in Note 3 of the Notes to the Consolidated Financial Statements for further discussions of unrealized losses related to financial institutions, including perpetual securities, and other corporate investments.

Securities by Type of Issuance

We have investments in both publicly and privately issued securities. Our ability to sell either type of security is a function of overall market liquidity which is impacted by, among other things, the amount of outstanding securities of a particular issuer or issuance, trading history of the issue or issuer, overall market conditions, and idiosyncratic events affecting the specific issue or issuer.

The following table details investment securities by type of issuance.

Investment Securities by Type of Issuance

(In millions)	June 30, 2017 Amortized Cost	June 30, 2017 Fair Value	December 31, 2016 Amortized Cost	December 31, 2016 Fair Value
Publicly issued securities:				
Fixed maturities	**$ 80,344**	**$ 91,020**	$ 75,406	$ 86,132
Perpetual securities	**46**	**72**	51	75
Equity securities	**1,274**	**1,387**	1,196	1,300
Total publicly issued	**81,664**	**92,479**	76,653	87,507
Privately issued securities: [1]				
Fixed maturities	**24,227**	**28,044**	24,307	27,649
Perpetual securities	**1,514**	**1,771**	1,455	1,558
Equity securities	**15**	**16**	7	9
Total privately issued	**25,756**	**29,831**	25,769	29,216
Total investment securities	**$ 107,420**	**$ 122,310**	$ 102,422	$ 116,723

[1] *Includes Rule 144A securities*

The perpetual securities we hold were largely issued by banks that are integral to the financial markets of the sovereign country of the issuer. As a result of the issuer's position within the economy of the sovereign country, our perpetual securities may be subject to a higher risk of nationalization of their issuers in connection with capital injections from an issuer's sovereign government. We cannot be assured that such capital support will extend to all levels of an issuer's capital structure. In addition, certain governments or regulators may consider imposing interest and principal payment restrictions on issuers of hybrid securities to preserve cash and preserve the issuer's capital. Beyond the cash flow impact that additional deferrals would have on our portfolio, such deferrals could result in ratings downgrades of the affected securities, which in turn could result in a reduction of fair value of the securities and increase our regulatory capital requirements. We consider these factors in our credit review process.

The following table details our privately issued investment securities.

Privately Issued Securities

(Amortized cost, in millions)	June 30, 2017	December 31, 2016
Privately issued securities as a percentage of total investment securities	**24.0%**	25.2%
Privately issued securities held by Aflac Japan	**$ 23,049**	$ 23,104
Privately issued securities held by Aflac Japan as a percentage of total investment securities	**21.5%**	22.6%

Reverse-Dual Currency Securities [1]

(Amortized cost, in millions)	June 30, 2017	December 31, 2016
Privately issued reverse-dual currency securities	**$ 5,720**	$ 5,628
Publicly issued collateral structured as reverse-dual currency securities	**1,402**	1,349
Total reverse-dual currency securities	**$ 7,122**	$ 6,977
Reverse-dual currency securities as a percentage of total investment securities	**6.6%**	6.8%

[1] *Principal payments in yen and interest payments in dollars*

Aflac Japan has a portfolio of privately issued securities to better match liability characteristics and secure higher yields than those available on Japanese government or other public corporate bonds. Aflac Japan's investments in yen-denominated privately issued securities consist primarily of non-Japanese issuers, are rated investment grade at

purchase and have longer maturities, thereby allowing us to improve our asset/liability matching and our overall investment returns. These securities are generally either privately negotiated arrangements or issued under medium-term note programs and have standard documentation commensurate with credit ratings of the issuer, except when internal credit analysis indicates that additional protective and/or event-risk covenants were required. Many of these investments have protective covenants appropriate to the specific investment. These may include a prohibition of certain activities by the borrower, maintenance of certain financial measures, and specific conditions impacting the payment of our notes.

Below-Investment-Grade Securities

Our portfolio of below-investment-grade securities includes debt securities purchased while the issuer was rated investment grade plus other loans and bonds purchased as part of an allocation to that segment of the market. The following is our below-investment-grade exposure.

Below-Investment-Grade Investments

	June 30, 2017				December 31, 2016			
(In millions)	Par Value	Amortized Cost	Fair Value	Unrealized Gain (Loss)	Par Value	Amortized Cost	Fair Value	Unrealized Gain(Loss)
Republic of South Africa	$ 536	$ 536	$ 572	$ 36	$ *	$ *	$ *	$ *
Investcorp Capital Limited	380	380	364	(16)	368	368	346	(22)
Navient Corp.	298	158	209	51	287	152	197	45
KLM Royal Dutch Airlines [1]	268	197	228	31	257	189	213	24
Republic of Tunisia	268	157	180	23	318	191	264	73
Barclays Bank PLC [1]	243	157	243	86	236	152	221	69
Deutsche Postbank AG	214	214	205	(9)	206	206	179	(27)
Telecom Italia SpA	179	179	237	58	172	172	212	40
Generalitat de Catalunya	143	52	105	53	154	57	111	54
Transnet	134	134	136	2	*	*	*	*
Diamond Offshore Drilling Inc.	124	142	92	(50)	124	141	96	(45)
IKB Deutsche Industriebank AG	116	49	97	48	112	47	91	44
Alcoa, Inc.	100	83	101	18	100	80	97	17
Republic of Trinidad and Tobago	98	98	108	10	*	*	*	*
Noble Holdings International Ltd.	95	99	57	(42)	95	98	68	(30)
EMC Corp.	85	86	80	(6)	85	86	76	(10)
Petrobras International Finance Company	84	84	82	(2)	91	90	83	(7)
Teck Resources Ltd.	70	75	68	(7)	70	73	66	(7)
Transocean Inc.	68	72	56	(16)	68	72	57	(15)
CF Industries Inc.	60	59	57	(2)	60	59	54	(5)
National Gas Co. Trinidad and Tobago	52	50	53	3	*	*	*	*
Votorantim OverseasTrading IV Ltd.	50	49	54	5	50	49	54	5
UPM-Kymmene	*	*	*	*	180	178	188	10
Cenovus Energy Inc.	*	*	*	*	75	78	71	(7)
Other Issuers (below $50 million in par value)	274	265	263	(2)	333	321	309	(12)
Subtotal [2]	3,939	3,375	3,647	272	3,441	2,859	3,053	194
Senior secured bank loans	1,596	1,639	1,596	(43)	1,758	1,855	1,764	(91)
High yield corporate bonds	580	579	596	17	614	602	624	22
Middle market loans, net of reserves [3]	586	578	579	1	324	319	320	1
Grand Total	$ 6,701	$ 6,171	$ 6,418	$ 247	$ 6,137	$ 5,635	$ 5,761	$ 126

** Investment grade at respective reporting date*
[1] Includes perpetual security
[2] Securities initially purchased as investment grade, but have subsequently been downgraded to below investment grade
[3] Middle market loans are carried at amortized cost

We invest in senior secured bank loans and middle market loans primarily to U.S. corporate borrowers, most of which have below-investment-grade ratings. The bank loan and middle market loan investment programs are managed externally by third party firms specializing in this asset class and require a minimum average portfolio rating of low BB and a minimum single investment rating of low B from one of the NRSROs. The objectives of these programs include enhancing the yield on invested assets, achieving further diversification of credit risk, and mitigating the risk of rising interest rates and hedge costs through the acquisition of floating rate assets. Our investments in these programs totaled $2.4 billion and $2.3 billion at June 30, 2017 and December 31, 2016 , respectively, on an amortized cost basis.

The Company maintains an allocation to higher yielding corporate bonds within the Aflac Japan and Aflac U.S. portfolios. Most of these securities were rated below-investment-grade at the time of purchase, but we also purchased

several that were rated investment grade which, because of market pricing, offer yields commensurate with below-investment-grade risk profiles. The objective of this allocation was to enhance our yield on invested assets and further diversify our credit risk. All investments must have a minimum rating of low BB using our above described rating methodology and are managed by our internal credit portfolio management team.

Hedging Activities

Aflac Japan's U.S. Dollar-Denominated Investments

Most of Aflac Japan's cash, investments, and liabilities are yen-denominated. However, Aflac Japan also owns U.S. dollar-denominated investments, a portion of which we hedge with foreign currency forwards and options. As of June 30, 2017 , the cost or amortized cost of yen-denominated investments and U.S. dollar-denominated investments in Aflac Japan was $72.3 billion and $23.0 billion , respectively. As June 30, 2017 , we had outstanding notional amounts of foreign currency forwards of $10.9 billion and foreign currency collars of $5.6 billion hedging the U.S. dollar-denominated investments.

Net Investment Hedge

Our investment in Aflac Japan is affected by changes in the yen/dollar exchange rate. To mitigate this exposure, we have taken several courses of action. First, Aflac Japan maintains certain unhedged U.S. dollar-denominated securities, which serve as an economic currency hedge of a portion of our investment in Aflac Japan. Second, we have designated the majority of the Parent Company's yen-denominated liabilities (notes payable and loans) as non-derivative hedging instruments and certain foreign currency forwards and options as derivative hedges of our net investment in Aflac Japan. We make our net investment hedge designation at the beginning of each quarter. If the total of the designated Parent Company non-derivative and derivatives notional is equal to or less than our net investment in Aflac Japan, the hedge is deemed to be effective, and the exchange effect on the yen-denominated liabilities and the change in estimated fair value of the derivatives are reported in the unrealized foreign currency component of other comprehensive income. We estimate that if the designated net investment hedge positions exceeded our net investment in Aflac Japan by 10 billion yen, we would report a foreign exchange gain/loss of approximately $1 million for every 1% yen weakening/strengthening in the end-of-period yen/dollar exchange rate. Our net investment hedge was effective during the three- and six -month periods ended June 30, 2017 and 2016 , respectively.

The yen net asset figure calculated for hedging purposes differs from the yen-denominated net asset position as discussed in the Currency Risk section of Item 7A., Quantitative and Qualitative Disclosures about Market Risk, in the 2016 Annual Report. As disclosed in that section, the consolidation of the underlying assets in certain VIEs requires that we derecognize our yen-denominated investment in the VIE and recognize the underlying fixed-maturity or perpetual securities and cross-currency swaps. While these U.S. dollar investments will create foreign currency fluctuations, the combination of the U.S. dollar-denominated investment and the cross-currency swap economically creates a yen-denominated investment that qualifies for inclusion as a component of our investment in Aflac Japan. Similarly, the combination of the U.S. corporate bonds and the foreign currency forwards and options that we have entered into, as discussed in the Aflac Japan Investment subsection of MD&A, economically creates a yen-denominated investment that qualifies for inclusion as a component of our investment in Aflac Japan.

The dollar values of our yen-denominated net assets, including economic yen-denominated investments for net investment hedging purposes as discussed above, are summarized as follows (translated at end-of-period exchange rates):

(In millions)	**June 30, 2017**	December 31, 2016
Aflac Japan net assets	**$ 17,429**	$ 16,215
Aflac Japan unhedged U.S. dollar-denominated net assets	**(10,293)**	(9,694)
Consolidated yen-denominated net assets (liabilities)	**$ 7,136**	$ 6,521

For the hedge of our net investment in Aflac Japan, we have designated certain of the Parent Company's yen-denominated liabilities, certain unhedged U.S. dollar investments and foreign currency forwards and options as a hedge of our net investment in Aflac Japan. Our consolidated yen-denominated net asset position was partially hedged at $2.0 billion as of June 30, 2017 , compared with $1.3 billion as of December 31, 2016 .

See Note 4 of the Notes to the Consolidated Financial Statements for additional information on our hedging activities.

Deferred Policy Acquisition Costs

The following table presents deferred policy acquisition costs by segment.

(In millions)	June 30, 2017	December 31, 2016	% Change
Aflac Japan	**$ 6,077**	$ 5,765	5.4% [1]
Aflac U.S.	**3,263**	3,228	1.1
Total	**$ 9,340**	$ 8,993	3.9%

[1] *Aflac Japan's deferred policy acquisition costs increased 1.3% in yen during the six months ended June 30, 2017 .*

See Note 6 of the Notes to the Consolidated Financial Statements in the 2016 Annual Report for additional information on our deferred policy acquisition costs.

Policy Liabilities

The following table presents policy liabilities by segment.

(In millions)	June 30, 2017	December 31, 2016	% Change
Aflac Japan	**$ 88,701**	$ 84,141	5.4% [1]
Aflac U.S.	**10,391**	10,212	1.8
Other	**120**	91	31.9
Intercompany eliminations [2]	**(754)**	(718)	5.0
Total	**$ 98,458**	$ 93,726	5.0%

[1] *Aflac Japan's policy liabilities increased 1.4% in yen during the six months ended June 30, 2017 .*

[2] *Elimination entry necessary due to recapture of a portion of policy liabilities ceded externally, as a result of the reinsurance retrocession transaction as described in Note 7 of the Notes to the Consolidated Financial Statements.*

Notes Payable

Notes payable totaled $5.3 billion at June 30, 2017 , compared with $5.4 billion as at December 31, 2016 .

In January 2017, the Parent Company issued 60.0 billion yen of senior notes through a U.S. public debt offering. The notes bear interest at a fixed rate of .932% per annum, payable semi-annually, and have a 10 -year maturity. These notes may only be redeemed before maturity, in whole but not in part, upon the occurrence of certain changes affecting U.S. taxation, as specified in the indenture governing the terms of the issuance.

In February 2017, the Parent Company extinguished $650 million of 2.65% senior notes upon their maturity.

See Note 8 of the accompanying Notes to the Consolidated Financial Statements for additional information on our notes payable.

Benefit Plans

Aflac Japan and Aflac U.S. have various benefit plans. For additional information on our Japanese and U.S. plans, see Note 11 of the accompanying Notes to the Consolidated Financial Statements and Note 14 of the Notes to the Consolidated Financial Statements in the 2016 Annual Report.

Policyholder Protection

Policyholder Protection Corporation

The Japanese insurance industry has a policyholder protection system that provides funds for the policyholders of insolvent insurers. Legislation enacted regarding the framework of the Life Insurance Policyholder Protection Corporation (LIPPC) included government fiscal measures supporting the LIPPC. On March 30, 2012, the Diet approved legislation to enhance the stability of the LIPPC by extending the government's fiscal support of the LIPPC through March 2017. On

November 25, 2016, Japan's Diet passed legislation that again extends the government's fiscal support of the LIPPC through March 2022. Effective April 2014, the annual LIPPC contribution amount for the total life industry was lowered from 40 billion yen to 33 billion yen.

Guaranty Fund Assessments

Under state guaranty association laws, certain insurance companies can be assessed (up to prescribed limits) for certain obligations to the policyholders and claimants of impaired or insolvent insurance companies that write the same line or similar lines of business. The amount of the guaranty fund assessment that an insurer is assessed is based on its proportionate share of premiums in that state.

As of June 30, 2017 , the Company has estimated and recognized the impact of our share of guaranty fund assessments resulting from the liquidation of a long-term care insurer. See Note 12 of the Notes to the Consolidated Financial Statements for further information on the assessment.

Off-Balance Sheet Arrangements

As of June 30, 2017 , we had no material letters of credit, standby letters of credit, guarantees or standby repurchase obligations. See Note 15 of the Notes to the Consolidated Financial Statements in the 2016 Annual Report, for information on material unconditional purchase obligations that are not recorded on our balance sheet.

CAPITAL RESOURCES AND LIQUIDITY

Aflac provides the primary sources of liquidity to the Parent Company through dividends and management fees. The following table presents the amounts provided for the six -month periods ending June 30 .

Liquidity Provided by Aflac to Parent Company

(In millions)	**2017**	2016
Dividends declared or paid by Aflac	**$ 800**	$ 626
Management fees paid by Aflac	**156**	124

The primary uses of cash by the Parent Company are shareholder dividends, the repurchase of its common stock and interest on its outstanding indebtedness and operating expenses. The Parent Company's sources and uses of cash are reasonably predictable and are not expected to change materially in the future. For additional information, see the Financing Activities subsection of this MD&A.

The Parent Company also accesses debt security markets to provide additional sources of capital. In August 2016, we filed a shelf registration statement with Japanese regulatory authorities that allows us to conduct public offerings of bonds in Japan, including yen-denominated Samurai notes, up to 200 billion yen or its equivalent through August 2018. The shelf registration statement is for possible public offerings in Japan, but the bonds issued under the shelf may be transferred by the bondholders to U.S. persons in compliance with U.S. law. We filed a shelf registration statement with the SEC in May 2015 that allows us to issue an indefinite amount of senior and subordinated debt, in one or more series, from time to time until May 2018. We believe outside sources for additional debt and equity capital, if needed, will continue to be available. For additional information, see Note 8 of the Notes to the Consolidated Financial Statements.

The principal sources of cash for our insurance operations are premiums and investment income. The primary uses of cash by our insurance operations are investments, policy claims, commissions, operating expenses, income taxes and payments to the Parent Company for management fees and dividends. Both the sources and uses of cash are reasonably predictable.

When making an investment decision, our first consideration is based on product needs. Our investment objectives provide for liquidity through the purchase of investment-grade debt securities. These objectives also take into account duration matching, and because of the long-term nature of our business, we have adequate time to react to changing cash flow needs.

As a result of policyholder aging, claims payments are expected to gradually increase over the life of a policy. Therefore, future policy benefit reserves are accumulated in the early years of a policy and are designed to help fund future claims payments. We expect our future cash flows from premiums and our investment portfolio to be sufficient to meet our cash needs for benefits and expenses.

The Parent Company and Aflac have a 364 -day uncommitted bilateral line of credit with a third party that provides for borrowings in the amount of $100 million . Borrowings will bear interest at the rate quoted by the bank and agreed upon at the time of making such loan and will have up to a three-month maturity period. There are no related facility fees, upfront expenses or financial covenant requirements. Borrowings under this credit agreement may be used for general corporate purposes. Borrowings under the financing agreement will mature no later than three months after the last drawdown date of October 14, 2017. As of June 30, 2017 , we did not have any borrowings outstanding under our $100 million credit agreement.

The Parent Company has a three -year senior unsecured revolving credit facility agreement with a syndicate of financial institutions that provides for borrowings of up to 100.0 billion yen on a revolving basis. Borrowings bear interest at a rate per annum equal to the Tokyo interbank market rate (TIBOR) plus, at our option, either (a) the applicable TIBOR margin during the period from the closing date to the commitment termination date or (b) the applicable TIBOR margin during the term out period. The applicable margin ranges between .35% and .75% during the period from the closing date to the commitment termination date and .70% and 1.50% during the term out period, depending on the Parent Company's debt ratings as of the date of determination. In addition, the Parent Company is required to pay a facility fee on the commitments ranging between .30% and .50% , also based on the Parent Company's debt ratings as of the date of determination. Borrowings under this credit agreement may be used for general corporate purposes, including a capital contingency plan for the operations of the Parent Company, and will expire on the earlier of (a) March 31, 2019, or (b) the date the commitments are terminated pursuant to an event of default, as such term is defined in the credit agreement. The credit facility requires compliance with certain financial covenants on a quarterly basis. As of June 30, 2017 , we did not have any borrowings outstanding under our 100.0 billion yen revolving credit agreement.

The Parent Company and Aflac have a five -year senior unsecured revolving credit facility agreement with a syndicate of financial institutions that provides for borrowings of up to 55.0 billion yen or the equivalent of yen in U.S. dollars on a revolving basis. Borrowings bear interest at a rate per annum equal to, at our option, either (a) a eurocurrency rate determined by reference to the London Interbank Offered Rate LIBOR for the interest period relevant to such borrowing adjusted for certain additional costs or (b) a base rate determined by reference to the highest of (1) the federal funds effective rate plus ½ of 1%, (2) the rate of interest for such day announced by Mizuho Bank, Ltd. as its prime rate and (3) the eurocurrency rate for an interest period of one month plus 1.00%, in each case plus an applicable margin. The applicable margin ranges between .79% and 1.275% for eurocurrency rate borrowings and 0.0% and .275% for base rate borrowings, depending on the Parent Company's debt ratings as of the date of determination. In addition, the Parent Company and Aflac are required to pay a facility fee on the commitments ranging between .085% and .225% , also based on the Parent Company's debt ratings as of the date of determination. Borrowings under the amended and restated credit facility may be used for general corporate purposes, including a capital contingency plan for the operations of the Parent Company and Aflac. The amended and restated credit facility requires compliance with certain financial covenants on a quarterly basis and will expire on the earlier of (a) September 18, 2020, or (b) the date the commitments are terminated pursuant to an event of default, as such term is defined in the credit agreement. As of June 30, 2017 , we did not have any borrowings outstanding under our 55.0 billion yen revolving credit agreement.

The Parent Company and Aflac have an uncommitted bilateral line of credit with a third party that provides for borrowings in the amount of $50 million . Borrowings will bear interest at the rate quoted by the bank and agreed upon at the time of making such loan and will have up to a three-month maturity period. There are no related facility fees, upfront expenses or financial covenant requirements. Borrowings under this credit agreement may be used for general corporate purposes. As of June 30, 2017 , we did not have any borrowings outstanding under our $50 million credit agreement.

Our financial statements convey our financing arrangements during the periods presented. We have not engaged in material intra-period short-term financings during the periods presented that are not otherwise reported in our balance sheet. We were in compliance with all of the covenants of our notes payable and lines of credit at June 30, 2017 . We have not entered into transactions involving the transfer of financial assets with an obligation to repurchase financial assets that have been accounted for as a sale under applicable accounting standards, including securities lending transactions. See Notes 3 and 4 of the Notes to the Consolidated Financial Statements and Notes 1, 3, and 4 of the Notes to the Consolidated Financial Statements in the 2016 Annual Report, for more information on our securities lending and derivative activities. With the exception of disclosed activities in those referenced footnotes, we do not have a known trend, demand, commitment, event or uncertainty that would reasonably result in our liquidity increasing or decreasing by a material amount. Our cash and cash equivalents include unrestricted cash on hand, money market instruments, and

other debt instruments with a maturity of 90 days or less when purchased, all of which has minimal market, settlement or other risk exposure.

Consolidated Cash Flows

We translate cash flows for Aflac Japan's yen-denominated items into U.S. dollars using weighted-average exchange rates. In periods when the yen weakens, translating yen into dollars causes fewer dollars to be reported. When the yen strengthens, translating yen into dollars causes more dollars to be reported.

The following table summarizes consolidated cash flows by activity for the six -month periods ended June 30 .

(In millions)	**2017**	2016
Operating activities	**$ 3,165**	$ 2,854
Investing activities	**(2,517)**	(2,429)
Financing activities	**(1,231)**	(1,281)
Exchange effect on cash and cash equivalents	**(12)**	206
Net change in cash and cash equivalents	**$ (595)**	$ (650)

Operating Activities

The following table summarizes operating cash flows by source for the six -month periods ended June 30 .

(In millions)	**2017**	2016
Aflac Japan	**$ 2,509**	$ 2,207
Aflac U.S. and other operations	**656**	647
Total	**$ 3,165**	$ 2,854

Investing Activities

Operating cash flow is primarily used to purchase debt securities and loan receivables to meet future policy obligations. The following table summarizes investing cash flows by source for the six -month periods ended June 30 .

(In millions)	**2017**	2016
Aflac Japan	**$ (2,073)**	$ (1,482)
Aflac U.S. and other operations	**(444)**	(947)
Total	**$ (2,517)**	$ (2,429)

Prudent portfolio management dictates that we attempt to match the duration of our assets with the duration of our liabilities. Currently, when our fixed-maturity securities and perpetual securities mature, the proceeds may be reinvested at a yield below that required for the accretion of policy benefit liabilities on policies issued in earlier years. However, the long-term nature of our business and our strong cash flows provide us with the ability to minimize the effect of mismatched durations and/or yields identified by various asset adequacy analyses. From time to time or when market opportunities arise, we dispose of selected fixed-maturity and perpetual securities that are available for sale to improve the duration matching of our assets and liabilities, improve future investment yields, and/or re-balance our portfolio. As a result, dispositions before maturity can vary significantly from year to year. Dispositions before maturity were approximately 3% and 1% of the year-to-date average investment portfolio of fixed maturities and perpetual securities available for sale during the six -month periods ended June 30, 2017 and 2016 , respectively.

Financing Activities

Consolidated cash used by financing activities was $1.2 billion in the first six months of 2017 , compared with consolidated cash used by financing activities of $1.3 billion for the same period of 2016 .

In January 2017, the Parent Company issued 60.0 billion yen of senior notes through a U.S. public debt offering. The notes bear interest at a fixed rate of .932% per annum, payable semi-annually, and have a 10 -year maturity. These notes may only be redeemed before maturity, in whole but not in part, upon the occurrence of certain changes affecting U.S. taxation, as specified in the indenture governing the terms of the issuance.

In February 2017, the Parent Company extinguished $650 million of 2.65% senior notes upon their maturity.

Cash returned to shareholders through dividends and treasury stock purchases was $1.1 billion during the six -month period ended June 30, 2017 , compared with $1.3 billion during the six -month period ended June 30, 2016 .

We were in compliance with all of the covenants of our notes payable and lines of credit at June 30, 2017 .

The following tables present a summary of treasury stock activity during the six -month periods ended June 30 .

Treasury Stock Purchased

(In millions of dollars and thousands of shares)	**2017**	2016
Treasury stock purchases	**$ 813**	$ 1,014
Number of shares purchased:		
Open market	**11,155**	16,026
Other	**170**	224
Total shares purchased	**11,325**	16,250

Treasury Stock Issued

(In millions of dollars and thousands of shares)	**2017**	2016
Stock issued from treasury:		
Cash financing	**$ 17**	$ 19
Noncash financing	**33**	34
Total stock issued from treasury	**$ 50**	$ 53
Number of shares issued	**726**	944

During the first six months of 2017 , we repurchased 11.2 million shares of our common stock for $800 million as part of our share repurchase program. As of June 30, 2017 , a remaining balance of 15.6 million shares of our common stock was available for purchase under share repurchase authorizations by our board of directors. We currently plan to repurchase a total of $1.3 billion to $1.5 billion of our common stock in 2017, assuming stable capital conditions and absent compelling alternatives.

Cash dividends paid to shareholders were $.43 per share in the second quarter of 2017 , compared with $.41 per share in the second quarter of 2016 . The following table presents the dividend activity for the six -month periods ended June 30 .

(In millions)	**2017**	2016
Dividends paid in cash	**$ 328**	$ 330
Dividends through issuance of treasury shares	**16**	12
Total dividends to shareholders	**$ 344**	$ 342

In July 2017, the board of directors declared the third quarter cash dividend of $.43 per share, an increase of 4.9% compared with the same period in 2016. The dividend is payable on September 1, 2017, to shareholders of record at the close of business on August 23, 2017.

Regulatory Restrictions

Aflac and CAIC are domiciled in Nebraska and are subject to its regulations. A life insurance company's statutory capital and surplus is determined according to rules prescribed by the National Association of Insurance Commissioners (NAIC), as modified by the insurance department in the insurance company's state of domicile. Statutory accounting rules are different from U.S. GAAP and are intended to emphasize policyholder protection and company solvency. Similar laws apply in New York, the domiciliary jurisdiction of the Parent Company's other insurance subsidiary, Aflac New York. The continued long-term growth of our business may require increases in the statutory capital and surplus of our insurance operations. Aflac's insurance operations may secure additional statutory capital through various sources, such as internally generated statutory earnings, equity contributions by the Parent Company from funds generated through debt or equity offerings, or reinsurance transactions. The NAIC's risk-based capital (RBC) formula is used by insurance regulators to help identify inadequately capitalized insurance companies. The RBC formula quantifies insurance risk, business risk, asset risk and interest rate risk by weighing the types and mixtures of risks inherent in the insurer's operations. As of June 30, 2017 , Aflac's RBC ratio remains high and reflects a strong capital and surplus position. The maximum amount of dividends that can be paid to the Parent Company by Aflac without prior approval of Nebraska's director of insurance is the greater of the net income from operations, which excludes net realized investment gains, for the previous year determined under statutory accounting principles, or 10% of statutory capital and surplus as of the previous year-end. Dividends declared by Aflac during 2017 in excess of $2.8 billion would require such approval.

In addition to limitations and restrictions imposed by U.S. insurance regulators, Japan's Financial Services Agency (FSA) may not allow profit repatriations from Aflac Japan if the transfers would cause Aflac Japan to lack sufficient financial strength for the protection of policyholders. The FSA maintains its own solvency standard which is quantified through the solvency margin ratio (SMR). Aflac Japan's SMR is sensitive to interest rate, credit spread, and foreign exchange rate changes, therefore we continue to evaluate alternatives for reducing this sensitivity.

We have undertaken various measures to mitigate the sensitivity of Aflac Japan's SMR and the risk of decline in Aflac Japan's repatriation or dividend capacity, which will become a more important factor upon completing our Japan branch conversion to subsidiary. For example, we employ policy reserve matching (PRM) investment classification as part of our ALM strategies. PRM is a Japan-specific accounting treatment that reduces SMR interest rate sensitivity since PRM-designated investments are carried at amortized cost consistent with corresponding liabilities. For U.S. GAAP, PRM investments are categorized as available-for-sale. On a Japanese GAAP basis, Aflac Japan's total investments had a total cost or amortized cost of 10.80 trillion yen, including available-for-sale investments of 3.38 trillion yen with a net unrealized gain of 239.9 billion yen as of March 31, 2017, the most recently reported Japanese GAAP financial results. If these investments changed in value to a net unrealized loss position, the repatriation or dividend capacity for Aflac Japan could be negatively affected. By increasing the investment portfolio's allocation to PRM-designated investments and reducing the allocation to available-for-sale investments on a Japanese GAAP basis, we have reduced the risk of Aflac Japan's SMR and repatriation or dividend capacity being negatively impacted. We also use foreign currency derivatives to hedge a portion of Aflac Japan's U.S. dollar-denominated investments, which reduces the volatility in SMR and unrealized gains and losses caused by currency exchange rates when reporting these assets in yen for Aflac Japan regulatory reporting. (See Notes 3, 4 and 8 of the Notes to the Consolidated Financial Statements in the 2016 Annual Report for additional information on our investment strategies, hedging activities, and reinsurance, respectively.) In the event of a rapid change in market risk conditions causing SMR to decline, we have two senior unsecured revolving credit facilities in the amounts of 100 billion yen and 55 billion yen, respectively, and a committed reinsurance facility in the amount of approximately 110 billion yen as a capital contingency plan. (See Notes 8 and 9 of the Notes to the Consolidated Financial Statements in the 2016 Annual Report for additional information on our capital contingency plan.)

As of June 30, 2017 , Aflac Japan's SMR remains high and reflects a strong capital position. The FSA has been conducting field testing with the insurance industry concerning the introduction of an economic value-based solvency regime. The field testing will assist the FSA in determining if an economic value-based solvency regime in Japan will be appropriate for the insurance industry.

Payments are made from Aflac Japan to the Parent Company for management fees and to Aflac U.S. for allocated expenses and remittances of earnings. The following table details Aflac Japan remittances for the six -month periods ended June 30 .

Aflac Japan Remittances

(In millions of dollars and billions of yen)	**2017**	2016
Aflac Japan management fees paid to Parent Company	**$ 55**	$ 31
Expenses allocated to Aflac Japan (in dollars)	**56**	57
Aflac Japan profit remittances to Aflac U.S. (in dollars)	**275**	219
Aflac Japan profit remittances to Aflac U.S. (in yen)	**31.3**	25.0

We had foreign exchange forwards and options as part of a hedge on 45.0 billion yen of profit repatriation received from Aflac Japan in July 2017, resulting in $5 million less funds received when the yen were exchanged into dollars. Provided that capital conditions remain stable, we believe our financial strength in Japan positions us to repatriate in the range of 120.0 billion yen to 140.0 billion yen to the U.S. for the full year 2017.

For additional information on regulatory restrictions on dividends, profit repatriations and other transfers, see Note 13 of the Notes to the Consolidated Financial Statements and the Regulatory Restrictions subsection of MD&A, both in the 2016 Annual Report.

Other

For information regarding commitments and contingent liabilities, see Note 12 of the Notes to the Consolidated Financial Statements.

Additional Information

Investors should note that we announce material financial information in our SEC filings, press releases and public conference calls. In accordance with SEC guidance, we may also use the Investor Relations section of our website (http://investors.aflac.com) to communicate with investors about the Company. It is possible that the financial and other information we post there could be deemed to be material information. The information on our website is not part of this document.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are exposed primarily to the following types of market risks: currency risk, interest rate risk, credit risk and equity risk. We regularly monitor our market risks and use a variety of strategies to manage our exposure to these market risks. A description of our market risk exposures may be found under “Quantitative and Qualitative Disclosures About Market Risk” in Part II, Item 7A, of the 2016 Annual Report. There have been no material changes to our market risk exposures from the market risk exposures previously disclosed in the 2016 Annual Report.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

The Company’s management, with the participation of the Company’s Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company’s disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of the end of the period covered by this quarterly report (the “Evaluation Date”). Based on such evaluation, the Company’s Chief Executive Officer and Chief Financial Officer have concluded that, as of the Evaluation Date, the Company’s disclosure controls and procedures are effective.

Changes in Internal Control Over Financial Reporting

There have not been any changes in the Company’s internal control over financial reporting (as such term is defined in Rule 13a-15(f) under the Exchange Act) during the second fiscal quarter of 2017 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II. OTHER INFORMATION

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

Issuer Purchases of Equity Securities

During the first six months of 2017 , we repurchased shares of Aflac common stock as follows:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
January 1 - January 31	3,819,299	$ 69.94	3,819,299	22,934,155
February 1 - February 28	1,988,420	70.03	1,853,000	21,081,155
March 1 - March 31	2,825,614	72.12	2,821,009	18,260,146
April 1 - April 30	1,764,523	73.70	1,764,523	16,495,623
May 1 - May 31	501	74.84	0	16,495,623
June 1 - June 30	902,308	78.08	896,795	15,598,828
Total	11,300,665 [2]	$ 71.74	11,154,626	15,598,828 [1]

[1] The total remaining shares available for purchase at June 30, 2017 , consisted of 15,598,828 shares related to a 40,000,000 share repurchase authorization by the board of directors announced in 2015.

[2] During the first six months of 2017 , 146,039 shares were purchased in connection with income tax withholding obligations related to the vesting of restricted-share-based awards during the period.

Item 5. Other Information

As previously reported, at the Aflac Incorporated 2017 Annual Meeting of Shareholders held on May 1, 2017, our shareholders approved, on an advisory basis, once per year as the frequency with which we will hold an advisory vote on the compensation of our named executive officers. The board of directors had recommended that future advisory votes on the compensation of our named executive officers occur once per year, and shareholder votes on this matter indicated concurrence. Therefore, future advisory votes on the compensation of our named executive officers will take place once per year until the next required vote on the frequency of advisory votes on the compensation of our executives.

Item 6. Exhibits

(a) EXHIBIT INDEX

3.0	-	Articles of Incorporation, as amended – incorporated by reference from Form 10-Q for June 30, 2008, Exhibit 3.0 (File No. 001-07434).
3.1	-	Bylaws of the Corporation, as amended and restated – incorporated by reference from Form 8-K dated November 10, 2015, Exhibit 3.1 (File No. 001-07434).
4.0	-	There are no instruments with respect to long-term debt not being registered in which the total amount of securities authorized exceeds 10% of the total assets of Aflac Incorporated and its subsidiaries on a consolidated basis. We agree to furnish a copy of any long-term debt instrument to the Securities and Exchange Commission upon request.
4.1	-	Indenture, dated as of May 21, 2009, between Aflac Incorporated and The Bank of New York Mellon Trust Company, N.A., as trustee – incorporated by reference from Form 8-K dated May 21, 2009, Exhibit 4.1 (File No. 001-07434).
4.2	-	Second Supplemental Indenture, dated as of December 17, 2009, between Aflac Incorporated and The Bank of New York Mellon Trust Company, N.A., as trustee (including the form of 6.900% Senior Note due 2039) – incorporated by reference from Form 8-K dated December 14, 2009, Exhibit 4.1 (File No. 001-07434).
4.3	-	Third Supplemental Indenture, dated as of August 9, 2010, between Aflac Incorporated and The Bank of New York Mellon Trust Company, N.A., as trustee (including the form of 6.45% Senior Note due 2040) - incorporated by reference from Form 8-K dated August 4, 2010, Exhibit 4.1 (File No. 001-07434).
4.4	-	Fifth Supplemental Indenture, dated as of February 10, 2012, between Aflac Incorporated and The Bank of New York Mellon Trust Company, N.A., as trustee (including the form of 2.65% Senior Note due 2017) - incorporated by reference from Form 8-K dated February 8, 2012, Exhibit 4.1 (File No. 001-07434).
4.5	-	Sixth Supplemental Indenture, dated as of February 10, 2012, between Aflac Incorporated and The Bank of New York Mellon Trust Company, N.A., as trustee (including the form of 4.00% Senior Note due 2022) - incorporated by reference from Form 8-K dated February 8, 2012, Exhibit 4.2 (File No. 001-07434).
4.6	-	Seventh Supplemental Indenture, dated as of July 31, 2012, between Aflac Incorporated and The Bank of New York Mellon Trust Company, N.A., as trustee (including the form of 2.65% Senior Note due 2017) - incorporated by reference from Form 8-K dated July 27, 2012, Exhibit 4.1 (File No. 001-07434).
4.7	-	Eighth Supplemental Indenture, dated as of June 10, 2013, between Aflac Incorporated and The Bank of New York Mellon Trust Company, N.A., as trustee (including the form of 3.625% Senior Note due 2023) - incorporated by reference from Form 8-K dated June 10, 2013, Exhibit 4.1 (File No. 001-07434).
4.8	-	Ninth Supplemental Indenture, dated as of November 7, 2014, between Aflac Incorporated and The Bank of New York Mellon Trust Company, N.A., as trustee (including the form of 3.625% Senior Note due 2024) - incorporated by reference from Form 8-K dated November 4, 2014, Exhibit 4.1 (File No. 001-07434).
4.9	-	Tenth Supplemental Indenture, dated as of March 12, 2015, between Aflac Incorporated and The Bank of New York Mellon Trust Company, N.A., as trustee (including the form of 2.40% Senior Note due 2020) - incorporated by reference from Form 8-K dated March 9, 2015, Exhibit 4.1 (File No. 001-07434).
4.10	-	Eleventh Supplemental Indenture, dated as of March 12, 2015, between Aflac Incorporated and The Bank of New York Mellon Trust Company, N.A., as trustee (including the form of 3.25% Senior Note due 2025) - incorporated by reference from Form 8-K dated March 9, 2015, Exhibit 4.2 (File No. 001-07434).
4.11	-	Twelfth Supplemental Indenture, dated as of September 19, 2016, between Aflac Incorporated and The Bank of New York Mellon Trust Company, N.A., as trustee (including the form of 2.875% Senior Note due 2026) - incorporated by reference from Form 8-K dated September 19, 2016, Exhibit 4.1 (File No. 001-07434).
4.12	-	Thirteenth Supplemental Indenture, dated as of September 19, 2016, between Aflac Incorporated and The Bank of New York Mellon Trust Company, N.A., as trustee (including the form of 4.000% Senior Note due 2046) - incorporated by reference from Form 8-K dated September 19, 2016, Exhibit 4.2 (File No. 001-07434).
4.13	-	Fourteenth Supplemental Indenture, dated as of January 25, 2017, between Aflac Incorporated and The Bank of New York Mellon Trust Company, N.A., as trustee (including the form of .932% Senior Note due 2027) – incorporated by reference from Form 8-K dated January 25, 2017, Exhibit 4.1 (File No. 001-07434).

4.14 - Subordinated Indenture, dated as of September 26, 2012, between Aflac Incorporated and The Bank of New York Mellon Trust Company, N.A., as trustee - incorporated by reference from Form 8-K dated September 26, 2012, Exhibit 4.1 (File No. 001-07434).

4.15 - First Supplemental Indenture, dated as of September 26, 2012, between Aflac Incorporated and The Bank of New York Mellon Trust Company, N.A., as trustee (including the form of 5.50% Subordinated Debenture due 2052) - incorporated by reference from Form 8-K dated September 26, 2012, Exhibit 4.2 (File No. 001-07434).

10.0* - American Family Corporation Retirement Plan for Senior Officers, as amended and restated October 1, 1989 – incorporated by reference from 1993 Form 10-K, Exhibit 10.2 (File No. 001-07434).

10.1* - Amendment to American Family Corporation Retirement Plan for Senior Officers, dated December 8, 2008 – incorporated by reference from 2008 Form 10-K, Exhibit 10.1 (File No. 001-07434).

10.2* - Second Amendment to the American Family Corporation Retirement Plan for Senior Officers, dated November 16, 2012 – incorporated by reference from Form 10-Q for September 30, 2016, Exhibit 10.2 (File No. 001-07434).

10.3* - Third Amendment to the American Family Corporation Retirement Plan for Senior Officers, dated October 18, 2016 – incorporated by reference from Form 10-Q for September 30, 2016, Exhibit 10.3 (File No. 001-07434).

10.4* - Aflac Incorporated Supplemental Executive Retirement Plan, as amended and restated January 1, 2009 – incorporated by reference from 2008 Form 10-K, Exhibit 10.5 (File No. 001-07434).

10.5* - First Amendment to the Aflac Incorporated Supplemental Executive Retirement Plan, as amended and restated January 1, 2009 – incorporated by reference from 2012 Form 10-K, Exhibit 10.3 (File No. 001-07434).

10.6* - Second Amendment to the Aflac Incorporated Supplemental Executive Retirement Plan, as amended and restated January 1, 2009 - incorporated by reference from 2014 Form 10-K, Exhibit 10.4 (File No. 001-07434).

10.7* - Aflac Incorporated Executive Deferred Compensation Plan, as amended and restated, effective September 1, 2015 – incorporated by reference from Form 10-Q for September 30, 2015, Exhibit 10.5 (File No. 001-07434).

10.8* - First Amendment to the Aflac Incorporated Executive Deferred Compensation Plan, as amended and restated, effective September 1, 2015 – incorporated by reference from Form 10-Q for September 30, 2016, Exhibit 10.8 (File No. 001-07434).

10.9* - Second Amendment to the Aflac Incorporated Executive Deferred Compensation Plan, as amended and restated, effective September 1, 2015 – incorporated by reference from Form 10-Q for March 31, 2017, Exhibit 10.9 (File No. 001-07434).

10.10* - Aflac Incorporated 2013 Management Incentive Plan - incorporated by reference from the 2012 Proxy Statement, Appendix B (File No. 001-07434).

10.11* - Aflac Incorporated 2018 Management Incentive Plan - incorporated by reference from the 2017 Proxy Statement, Appendix B (File No. 001-07434).

10.12* - 1999 Aflac Associate Stock Bonus Plan, amended and restated as of January 1, 2013 - incorporated by reference from Form 10-Q for March 31, 2013, Exhibit 10.10 (File No. 001-07434).

10.13* - Aflac Incorporated 1997 Stock Option Plan – incorporated by reference from the 1997 Shareholders' Proxy Statement, Appendix B (File No. 001-07434).

10.14* - Form of Officer Stock Option Agreement (Non-Qualifying Stock Option) under the Aflac Incorporated 1997 Stock Option Plan – incorporated by reference from Form 8-K dated January 28, 2005, Exhibit 10.5 (File No. 001-07434).

10.15* - Form of Officer Stock Option Agreement (Incentive Stock Option) under the Aflac Incorporated 1997 Stock Option Plan – incorporated by reference from Form 8-K dated January 28, 2005, Exhibit 10.6 (File No. 001-07434).

10.16* - Notice of grant of stock options and stock option agreement to officers under the Aflac Incorporated 1997 Stock Option Plan – incorporated by reference from Form 8-K dated January 28, 2005, Exhibit 10.7 (File No. 001-07434).

10.17* - 2004 Aflac Incorporated Long-Term Incentive Plan, as amended and restated March 14, 2012 – incorporated by reference from the 2012 Proxy Statement, Appendix A (File No. 001-07434).

10.18* - Form of Non-Employee Director Stock Option Agreement (NQSO) under the 2004 Aflac Incorporated Long-Term Incentive Plan, as amended and restated March 14, 2012 - incorporated by reference from Form 10-Q for March 31, 2016, Exhibit 10.13 (File No. 001-07434).

10.19* - Notice of grant of stock options to non-employee director under the 2004 Aflac Incorporated Long-Term Incentive Plan, as amended and restated March 14, 2012 - incorporated by reference from Form 10-Q for March 31, 2016, Exhibit 10.14 (File No. 001-07434).

10.20* - Form of Non-Employee Director Restricted Stock Award Agreement under the 2004 Aflac Incorporated Long-Term Incentive Plan, as amended and restated March 14, 2012 - incorporated by reference from Form 10-Q for March 31, 2016, Exhibit 10.15 (File No. 001-07434).

10.21* - Notice of restricted stock award to non-employee director under the 2004 Aflac Incorporated Long-Term Incentive Plan, as amended and restated March 14, 2012 - incorporated by reference from Form 10-Q for March 31, 2016, Exhibit 10.16 (File No. 001-07434).

10.22* - U.S. Form of Employee Restricted Stock Award Agreement under the 2004 Aflac Incorporated Long-Term Incentive Plan, as amended and restated March 14, 2012 - incorporated by reference from Form 10-Q for March 31, 2016, Exhibit 10.17 (File No. 001-07434).

10.23* - Japan Form of Employee Restricted Stock Award Agreement under the 2004 Aflac Incorporated Long-Term Incentive Plan, as amended and restated March 14, 2012 - incorporated by reference from Form 10-Q for March 31, 2016, Exhibit 10.18 (File No. 001-07434).

10.24* - Notice of time based restricted stock award under the 2004 Aflac Incorporated Long-Term Incentive Plan, as amended and restated March 14, 2012 – incorporated by reference from Form 10-Q for June 30, 2013, Exhibit 10.22 (File No. 001-07434).

10.25* - Notice of performance based restricted stock award under the 2004 Aflac Incorporated Long-Term Incentive Plan, as amended and restated March 14, 2012 - incorporated by reference from Form 10-Q for March 31, 2016, Exhibit 10.20 (File No. 001-07434).

10.26* - U.S. Form of Employee Stock Option Agreement (Non-Qualifying Stock Option) under the 2004 Aflac Incorporated Long-Term Incentive Plan, as amended and restated March 14, 2012 - incorporated by reference from Form 10-Q for March 31, 2016, Exhibit 10.21 (File No. 001-07434).

10.27* - Japan Form of Employee Stock Option Agreement (Non-Qualifying Stock Option) under the 2004 Aflac Incorporated Long-Term Incentive Plan, as amended and restated March 14, 2012 - incorporated by reference from Form 10-Q for March 31, 2016, Exhibit 10.22 (File No. 001-07434).

10.28* - U.S. Form of Employee Stock Option Agreement (Incentive Stock Option) under the 2004 Aflac Incorporated Long-Term Incentive Plan, as amended and restated March 14, 2012 - incorporated by reference from Form 10-Q for March 31, 2016, Exhibit 10.23 (File No. 001-07434).

10.29* - U.S. Notice of grant of stock options under the 2004 Aflac Incorporated Long-Term Incentive Plan, as amended and restated March 14, 2012 – incorporated by reference from Form 10-Q for June 30, 2013, Exhibit 10.28 (File No. 001-07434).

10.30* - Japan Notice of grant of stock options under the 2004 Aflac Incorporated Long-Term Incentive Plan, as amended and restated March 14, 2012 – incorporated by reference from Form 10-Q for June 30, 2013, Exhibit 10.29 (File No. 001-07434).

10.31* - Japan Form of Restricted Stock Unit Agreement under the 2004 Aflac Incorporated Long-Term Incentive Plan, as amended and restated March 14, 2012 - incorporated by reference from Form 10-Q for March 31, 2016, Exhibit 10.26 (File No. 001-07434).

10.32* - Aflac Incorporated Long-Term Incentive Plan, as amended and restated February 14, 2017 – incorporated by reference from Form 8-K dated May 1, 2017, Exhibit 10.1 (File No. 001-07434).

10.33* - Form of Non-Employee Director Stock Option Agreement (Non-Qualifying Stock Option) under the Aflac Incorporated Long-Term Incentive Plan, as amended and restated February 14, 2017.

10.34* - Form of Non-Employee Director Restricted Stock Award Agreement under the Aflac Incorporated Long-Term Incentive Plan, as amended and restated February 14, 2017.

10.35* - Aflac Incorporated Retirement Plan for Directors Emeritus, as amended and restated, dated February 9, 2010 – incorporated by reference from 2009 Form 10-K, Exhibit 10.26 (File No. 001-07434).

10.36* - Amendment to Aflac Incorporated Retirement Plan for Directors Emeritus, as amended and restated, dated August 10, 2010 – incorporated by reference from Form 10-Q for September 30, 2010, Exhibit 10.27 (File No. 001-07434).

10.37* - Aflac Incorporated Employment Agreement with Daniel P. Amos, as amended and restated, dated August 20, 2015 - incorporated by reference from Form 10-Q for September 30, 2015, Exhibit 10.29 (File No. 001-07434).

10.38* - Aflac Incorporated Employment Agreement with Kriss Cloninger III, as amended and restated, dated August 20, 2015 - incorporated by reference from Form 10-Q for September 30, 2015, Exhibit 10.30 (File No. 001-07434).

10.39* - Aflac Employment Agreement with Paul S. Amos II, as amended and restated, dated August 19, 2015 - incorporated by reference from Form 10-Q for September 30, 2015, Exhibit 10.31 (File No. 001-07434).

10.40* - Aflac Separation Agreement with Paul S. Amos II, effective July 1, 2017.

10.41* - Aflac Employment Agreement with Eric M. Kirsch, as amended and restated, dated December 1, 2015 - incorporated by reference from Form 8-K dated December 1, 2015, Exhibit 10.1 (File No. 001-07434).

10.42*	-	Aflac Incorporated Employment Agreement with Frederick J. Crawford, effective June 30, 2015 – incorporated by reference from Form 8-K dated June 24, 2015, Exhibit 10.1 (File No. 001-07434).
15	-	Letter from KPMG LLP regarding unaudited interim financial information.
31.1	-	Certification of CEO dated August 3, 2017, required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934.
31.2	-	Certification of CFO dated August 3, 2017, required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934.
32	-	Certification of CEO and CFO dated August 3, 2017, pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	-	XBRL Instance Document. (1)
101.SCH	-	XBRL Taxonomy Extension Schema.
101.CAL	-	XBRL Taxonomy Extension Calculation Linkbase.
101.DEF	-	XBRL Taxonomy Extension Definition Linkbase.
101.LAB	-	XBRL Taxonomy Extension Label Linkbase.
101.PRE	-	XBRL Taxonomy Extension Presentation Linkbase.

(1) *Includes the following materials contained in this Quarterly Report on Form 10-Q for the period ended June 30, 2017, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Statements of Earnings, (ii) Consolidated Statements of Comprehensive Income (Loss), (iii) Consolidated Balance Sheets, (iv) Consolidated Statements of Shareholders' Equity, (v) Consolidated Statements of Cash Flows, (vi) Notes to the Consolidated Financial Statements*

***** *Management contract or compensatory plan or arrangement required to be filed as an exhibit pursuant to Item 6 of this report*

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.

Aflac Incorporated

August 3, 2017

/s/ ***Frederick J. Crawford***

(Frederick J. Crawford)

Executive Vice President,
Chief Financial Officer

August 3, 2017

/s/ ***June Howard***

(June Howard)

Senior Vice President, Financial Services; Chief Accounting Officer

EXHIBIT 10.33

NON-EMPLOYEE DIRECTOR STOCK OPTION AGREEMENT
(NON-QUALIFYING STOCK OPTION)

AFLAC INCORPORATED
Columbus, Georgia 31999
(Hereinafter called "the Company")

«Name»

Pursuant to Section 12 of the Aflac Incorporated Long-Term Incentive Plan (as Amended and Restated February 14, 2017) (the "Plan"), as adopted by the Company's Board of Directors on February 14, 2017, and approved by the shareholders of the Company on May 1, 2017, **«Name»** (the "Grantee") is hereby granted by action of the Board of Directors an option (the "Option") to purchase **«shares»** shares (the "Option Shares") of common stock of the Company, par value $0.10 per share ("Company Stock"), at the price of **«price»** per share, subject to the terms and conditions of this Stock Option Agreement (this "Agreement") and subject to the terms of the Plan.

1. Grant of the Option. The Option is granted as of **«date»** , (the "Date of Grant"). The number of Option Shares and the exercise price per share of the Option are subject to adjustment from time to time as provided in Section 3 of the Plan.

2. Status of the Option. The Option is not intended to qualify as an "Incentive Stock Option" within the meaning of Section 422 of the U.S. Internal Revenue Code of 1986, as amended (the "Code").

3. Expiration of the Option. The Option shall expire and may no longer be exercised on or after the date ten (10) years after the Date of Grant (the "Expiration Date").

4. Non-assignability. Except under the laws of descent and distribution, the Grantee shall not be permitted to sell, transfer, pledge or assign the Option or this Agreement. This Option shall be exercisable, during the Grantee's lifetime, only by the Grantee. Without limiting the generality of the foregoing, except as otherwise provided herein, the Option may not be assigned, transferred, pledged or hypothecated in any way, shall not be assignable by operation of law, and shall not be subject to execution, attachment or similar process. Any attempted assignment, transfer, pledge, hypothecation or other disposition of the Option contrary to the provisions hereof, and the levy of any execution, attachment or similar process upon the Option shall be null and void and without effect.

5. Exercisability and Duration of the Option.

(a) Right to Exercise. This Option shall vest and become exercisable with respect to **one hundred percent (100%)** of the Option Shares upon the first anniversary of the Date of Grant; provided however, that upon the Grantee's cessation of service by reason of death or disability this Option to the extent not then exercisable (unvested), shall become immediately exercisable (vested), and shall remain exercisable until the Expiration Date.

(b) Duration of the Option. Upon the cessation of the Grantee's membership on the Board of Directors for any reason except a term of service ending on the date of the Annual Meeting, death

or disability this Option, to the extent not then exercisable, shall expire, and to the extent then exercisable, shall remain exercisable until the Expiration Date. Upon the Grantee's cessation of service by reason of death or disability, this Option to the extent not then exercisable (unvested), shall become immediately exercisable (vested), and shall remain exercisable until the Expiration Date.

(c) Method of Exercise . To exercise the Option as to all or any part of the Option Shares with respect to which the Option is vested and exercisable, the Grantee (or after the Grantee's death, the person authorized to exercise the Option as provided in Section 20 of the Plan) shall deliver written notice of such exercise to the Company official designated by the Committee (or, in absence of such designation, the Secretary of the Company). The notice shall be in such form as the Committee may require from time to time and identify the number of Option Shares with respect to which the Option is being exercised, provided that the Option may not be exercised for a fraction of an Option Share. The date of receipt of such notice shall be deemed the date of exercise. If someone other than the Grantee exercises the Option, then such person must submit documentation reasonably acceptable to the Company verifying that such person has the legal right to exercise the Option.

(d) Payment . Payment in full of the purchase price for the Option Shares purchased pursuant to the exercise of the Option shall be made upon exercise of the Option in accordance with Section 7(c) (iii) of the Plan in cash or by tender of previously held Company Stock with a Fair Market Value as of the date of exercise equal to the exercise price, in each case under procedures established by the Committee pursuant to Section 7(c) (iii) of the Plan.

(e) Delivery of Option Shares . The Secretary of the Company shall have full authority to direct the proper officers of the Company to issue or transfer shares of Company Stock pursuant to the exercise of the Option. As soon as practicable after its receipt of such notice and payment, the Company shall cause the shares so purchased to be issued to the Grantee or to the person authorized to exercise the Option after the Grantee's death, as the case may be, and shall promptly thereafter cause one or more certificates for such shares to be delivered to the Grantee or other person.

6. Certain Securities Law and Other Requirements . The Option shall not be exercisable to any extent, and the Company shall not be obligated to transfer any Option Shares to the Grantee upon exercise of the Option, if such exercise, in the opinion of counsel for the Company, would violate the Securities Act of 1933 (the “Securities Act”) or any other federal or state statutes having similar requirements as may be in effect at that time. The Company shall be under no obligation to register the Option Shares pursuant to the Securities Act or any other federal or state securities laws. Unless the Company has filed an effective registration statement pursuant to the Securities Act covering the exercise of the Option, the Grantee, upon purchasing the Option Shares shall be required to represent to the Company that the Grantee is acquiring such shares for investment purposes and not with a view to their sale or distribution, and each certificate for such shares shall have printed or stamped thereon appropriate language, as determined by the Secretary of the Company. The Secretary of the Company may, in his or her discretion, require the Grantee, as a condition to the Company’s obligation to deliver Option Shares hereunder, take such action as is necessary or advisable to ensure that issuance of the Option Shares will be in compliance with applicable law.

7. No Additional Rights . Neither this Agreement nor any of the transactions contemplated hereby shall affect any right of the Grantee to continue as a director of the Company or otherwise to provide services to the Company or any of its Affiliates.

8. Notices . Except as otherwise provided in Section 5(c) hereof, all notices or other communications hereunder shall be in writing and shall be deemed to have been duly given (a) when delivered personally, (b) upon confirmation of receipt when such notice or other communication is sent by facsimile or telex, (c) one day after timely delivery to an overnight delivery courier, or (d) on the fifth day following the date of deposit in the United States mail if sent first class, postage prepaid, by registered or certified mail.

9. Failure to Enforce Not a Waiver . The failure of the Company to enforce at any time any provision of this Agreement shall in no way be construed to be a waiver of such provision or of any other provision hereof.

10. Incorporation of Plan . The Plan is hereby incorporated by reference into this Agreement and made a part hereof, and the Option and this Agreement shall be subject to all terms and conditions of the Plan.

11. Amendments . The Board of Directors may amend the terms of this Agreement prospectively or retroactively at any time, but no such amendment shall impair the rights of the Grantee hereunder without the Grantee's consent.

12. Protections Against Violations of Agreement . No purported sale, assignment, mortgage, hypothecation, transfer, pledge, encumbrance, gift, transfer in trust (voting or other) or other disposition of, or creation of a security interest in or lien on, any of the Option Shares by any holder thereof in violation of the provisions of this Agreement or the Certificate of Incorporation or the By-laws of the Company will be valid, and the Company will not transfer any of said Option Shares on its books nor will any of said Option Shares be entitled to vote, nor will any dividends be paid thereon, unless and until there has been full compliance with said provisions to the satisfaction of the Company. The foregoing restrictions are in addition to and not in lieu of any other remedies, legal or equitable, available to enforce said provisions.

13. Survival of Terms . This Agreement shall apply to and bind the Grantee and the Company and their respective permitted assignees and transferees, heirs, legatees, executors, administrators and legal successors.

14. Rights as a Stockholder . Neither the Grantee nor any of the Grantee's successors in interest shall have any rights as a stockholder of the Company with respect to any shares of Company Stock subject to the Option until the date of issuance of a stock certificate for such shares of Company Stock.

15. Authority of the Board . The Board of Directors shall have full authority to interpret and construe the terms of the Plan and this Agreement. The determination of the Board of Directors as to any such matter of interpretation or construction shall be final, binding and conclusive.

16. Representations . The Grantee hereby acknowledges that the Grantee has reviewed with the Grantee's own tax advisors the federal, state, local and foreign tax consequences of the transactions contemplated by this Agreement. The Grantee is relying solely on such advisors and not on any statements or representations of the Company or any of its agents. The Grantee understands that

the Grantee (and not the Company) shall be responsible for any tax liability that may arise as a result of the transactions contemplated by this Agreement.

17. Acceptance . The Grantee hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Board of Directors upon any questions arising under this Agreement.

18. Authorization . The Grantee hereby authorizes and directs the Secretary of the Company, or such other person designated by the Company, to take such steps as may be necessary to carry out any of the transactions contemplated by this Agreement.

19. Certain Defined Terms . Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Plan.

20. Interpretation . Headings to provisions of this Agreement are intended for convenience of reference only and shall have no effect on the interpretation of this Agreement.

21. Severability . If any provision of this Agreement is held to be invalid or unenforceable, the other provisions of this Agreement shall not be affected but shall be applied as if the invalid or unenforceable provision had not been included in this Agreement.

22. Applicable Law . This Agreement shall be governed by, and construed in accordance with, the laws of the State of Georgia, except to the extent that federal law is controlling.

Aflac Incorporated
By: Daniel P. Amos
Chairman and Chief
Title: Executive Officer

Acknowledgment:

The Grantee acknowledges by his or her signature on the attached **Notice of Grant of Stock Options and Stock Option Agreement** that the Grantee has received a copy of the Aflac Incorporated Long-Term Incentive Plan (as Amended and Restated February 14, 2017), has read the same, and is familiar with its provisions and understands and agrees that they, as well as the terms stated herein and upon the attached notice, are part of this Stock Option Agreement.

EXHIBIT 10.34

NON-EMPLOYEE DIRECTOR
RESTRICTED STOCK AWARD AGREEMENT

AFLAC INCORPORATED

Columbus, Georgia 31999
(Hereinafter called "the Company")

«name»

This restricted stock award agreement (the "Agreement") is made this **«date»** day of **«monthyear»** , by and between Aflac Incorporated, a Georgia corporation, (the "Company"), and **«name»** , a resident of **«citystate»** , ("Participant").

A. Award. The Company hereby grants to Participant a restricted stock award of **«shares»** shares (each, a "Share") of Aflac Incorporated Common Stock, par value $.10 per share, subject to the terms and conditions set forth herein and in the Aflac Incorporated Long-Term Incentive Plan (as Amended and Restated February 14, 2017) (the "Plan").

B. Restrictions on Transfer . Until the restriction on transfer of the Shares lapses as provided in Paragraph D, below, or as otherwise provided in the Plan, no transfer of the Shares or any of the Participant's rights with respect to such Shares, whether voluntary or involuntary, by operation of law or otherwise, shall be permitted. Unless the Board of Directors determines otherwise, upon any attempt to transfer a Share or any rights in respect of a Share before the lapse of such restrictions, such Share, and all of the rights related thereto, shall be immediately forfeited by the Participant and transferred to, and reacquired by, the Company without consideration of any kind.

C. Forfeiture . Upon the cessation of the Participant's membership on the Board of Directors for any reason other than term of service ending on the date of the Annual Meeting, death, or disability, any and all Shares as to which the restrictions on transferability shall not have lapsed pursuant to Paragraph D, below, or as otherwise provided in the Plan shall be immediately forfeited by the Participant and transferred to, and reacquired by, the Company without consideration of any kind.

D. Vesting . Except to the extent otherwise provided under the Plan, the restrictions on transferability set forth in Paragraph B, above, shall remain in effect with respect to all of the Shares until, and shall lapse on, the earlier of the first (1st) anniversary of the date of this Agreement or the cessation of the Participant's membership on the Board of Directors for reasons of death or disability.

E. Miscellaneous .

1. No Additional Rights . Neither this Agreement nor any of the transactions contemplated hereby shall affect any right of the Participant to continue as a

director of the Company or otherwise to provide services to the Company or any of its Affiliates or any of the terms or conditions of any such service.

2. Notices . All notices or other communications hereunder shall be in writing and shall be deemed to have been duly given (a) when delivered personally, (b) upon confirmation of receipt when such notice or other communication is sent by facsimile or telex, (c) one day after timely delivery to an overnight delivery courier, or (d) on the fifth day following the date of deposit in the United States mail if sent first class, postage prepaid, by registered or certified mail.

3. Section 83(b) Election . -The Participant acknowledges that it is the Participant's sole responsibility and not the Company's responsibility to file timely any election under Section 83(b) of the Internal Revenue Code of 1986, as amended, even if the Participant requests the Company or its agents to make this filing on the Participant's behalf. The Participant shall notify the Secretary of the Company of any such election within ten (10) days of filing notice of the election with the Internal Revenue Service.

4. Failure to Enforce Not a Waiver . The failure of the Company to enforce at any time any provision of this Agreement shall in no way be construed to be a waiver of such provision or of any other provision hereof.

5. Incorporation of Plan . The Plan is hereby incorporated by reference into this Agreement and made a part hereof, and the Shares and this Agreement shall be subject to all terms and conditions of the Plan.

6. Amendments . The Board of Directors may amend the terms of this Agreement prospectively or retroactively at any time, but no such amendment shall impair the rights of the Participant hereunder without the Participant's consent.

7. Survival of Terms . This Agreement shall apply to and bind the Participant and the Company and their respective permitted assignees and transferees, heirs, legatees, executors, administrators and legal successors.

8. Rights as a Stockholder . Subject to the restrictions set forth in the Plan and this Agreement, the Participant shall possess all incidents of ownership with respect to the shares, including the right to vote such shares, provided that all dividends with respect to such shares will be recorded as additional Restricted Stock and held in book entry form until the restrictions on the underlying shares shall have lapsed. Upon vesting of the underlying shares, as described in Paragraph D above, and within thirty (30) days thereafter, the additional Restricted Stock attributable to dividends on the underlying shares shall be released (paid) to the Participant free of the restrictions described in this Agreement.

9. Authority of the Board . The Board of Directors shall have full authority to interpret and construe the terms of the Plan and this Agreement. The

determination of the Board of Directors as to any such matter of interpretation or construction shall be final, binding and conclusive.

10. Representations . The Participant hereby acknowledges that the Participant has reviewed with the Participant's own tax advisors the Federal, state, local and foreign tax consequences of the transactions contemplated by this Agreement. The Participant is relying solely on such advisors and not on any statements or representations of the Company or any of its agents. The Participant understands that the Participant (and not the Company) shall be responsible for any tax liability that may arise as a result of the transactions contemplated by this Agreement.

11. Acceptance . The Participant hereby acknowledges receipt of a copy of the Plan and this Agreement and that the Participant has read and understands the terms and provisions thereof, and accepts the Shares subject to all the terms and conditions of the Plan and this Agreement. The Participant hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Board of Directors upon any questions arising under this Agreement.

12. Authorization . The Participant hereby authorizes and directs the Secretary of the Company, or such other person designated by the Company, to take such steps as may be necessary to carry out any of the transactions contemplated by this Agreement, including without limitation the transfer of the Shares to the Company upon their forfeiture by the Participant.

13. Certain Defined Terms . Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Plan.

14. Interpretation . Headings to provisions of this Agreement are intended for convenience of reference only and shall have no effect on the interpretation of this Agreement.

15. Severability . If any provision of this Agreement is held to be invalid or unenforceable, the other provisions of this Agreement shall not be affected but shall be applied as if the invalid or unenforceable provision had not been included in this Agreement.

16. Applicable Law . This Agreement shall be governed by, and construed in accordance with, the laws of the State of Georgia, except to the extent that federal law is controlling.

IN WITNESS WHEREOF, the Company and Participant have executed this Agreement on the date set forth in the first paragraph.

AFLAC INCORPORATED
By: DANIEL P. AMOS
Title: Chairman and Chief Executive Officer

Acknowledgment:

The Participant acknowledges by his or her signature on the attached **Notice of Grant of Award and Award Agreement** that the Participant has received a copy of the Aflac Incorporated Long-Term Incentive Plan Prospectus **(** as Amended and Restated February 14, 2017) has read the same, and is familiar with its provisions and understands and agrees that they, as well as the terms stated herein and upon the attached notice, are part of this Agreement.

EXHIBIT 10.40

SEPARATION AGREEMENT

THIS SEPARATION AGREEMENT (the "Agreement") is entered into as of the 6th day of June, 2017 by and between American Family Life Assurance Company of Columbus (the "Company") and Paul S. Amos, II ("Employee").

In consideration of the payments, covenants and releases described below, and in consideration of other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Company and Employee agree as follows:

1. Resignation from Employment

Employee will resign his positions as an officer, director and employee with the Company effective July 1, 2017 (the "Resignation Date"). Concurrent with his resignation as an officer, director and employee with the Company, Employee will also resign any position that Employee holds as an officer, director or employee of any parent, affiliate, subsidiary, successor, joint venture partner or predecessor of the Company (individually referred to as an "Aflac Company" and collectively referred to as the "Aflac Companies").

Employee acknowledges and agrees that, with the exception of the Separation Benefits (as described in Paragraph 2 below) and the benefits described in Paragraph 3, he has been paid and has received all compensation and benefits due and owing to him from the Company or of any of the Aflac Companies through the Effective Date. Employee further acknowledges that he has received proper notice of his right to elect continuation health insurance coverage pursuant to the Consolidated Omnibus Budget Reconciliation Act ("COBRA").

2. Separation Benefits

In consideration of the covenants, promises and other obligations described in this Agreement, including, but not limited to, Employee's agreement to execute the General Release of All Claims and Potential Claims against the Company (described in Paragraph 4 below), the Company agrees to provide Employee with the following "Separation Benefits":

(a) The Company shall pay Employee a lump sum of Three Hundred Fifty Thousand Dollars and No Cents ($350,000.00), which represents an amount equal to his base salary ($700,000.00 per year) from July 1, 2017 through December 31, 2017, payable on the first regular payroll date occurring after January 1, 2018. In no event shall the payment under this Paragraph 2(a) be made within the six month period following the date the Employee incurs a "separation from service" under Section 409A of the Internal Revenue Code ("Separation from Service").

(b) The Company shall pay Employee One Million Four Hundred Thousand Dollars and No Cents ($1,400,000.00) in equal installments in accordance with the Company's regular payroll practices, payable beginning on January 1, 2018 through December 31, 2019. Payment under this Paragraph 2(b) shall not commence until the expiration of the six-month period following the Employee's Separation from Service.

(c) The Company shall pay Employee a lump sum of One Million Six Hundred and Nineteen Thousand Six Hundred and Seven Dollars and No Cents ($1,619,607), which represents a performance bonus based upon the Aflac Incorporated Management Incentive Program for the period from January 1, 2017 through December 31, 2017, payable on the first regular payroll date that is at least ten (10) days following the Resignation Date.

(d) The Company shall pay Employee a lump sum of Thirty-Four Thousand Eight Hundred and Eighty-Seven Dollars and No Cents ($34,887.00), which is equivalent to the amount that Employee would be required to pay for COBRA continuation coverage for the 18-month period following the Resignation Date, payable on the first regular payroll date that is at least ten (10) days following the Resignation Date.

(e) The payments described in this Paragraph 2 shall be subject to all deductions for applicable federal, state and local taxes and other required withholdings.

Employee and the Company acknowledge and agree that the compensation and other terms set forth in this Paragraph 2 have been negotiated and agreed upon voluntarily by both parties and shall inure to the benefit of the Company and the Aflac Companies. The parties also acknowledge and agree that the compensation and other terms set forth in this Paragraph 2 exceed any compensation and other benefits to which Employee currently is entitled and that such compensation and other terms constitute good, valuable and sufficient consideration for Employee's covenants and agreements contained in this Agreement. In the event of Employee's death prior to the completion of the payment of the Separation Benefits described in this Paragraph 2, the Company agrees to pay any remaining Separation Benefits to Employee's estate in a single lump sum within thirty (30) days following Employee's death.

3. Other Post-Termination Benefits

With the exception of the compensation and benefits described in Paragraph 2 above, Employee shall have the same rights and obligations as other similarly-situated employees who experience a termination in employment with respect to any benefit plans in which Employee is a participant or beneficiary, including the Aflac Incorporated Pension Plan and the Aflac Incorporated 401(k) Savings and Profit Sharing Plan. Except as expressly set forth in this Agreement, for all employee insurance or welfare benefits in which Employee currently participates, regular coverage shall cease on the Resignation Date, at which time the Employee will be offered any applicable continuation coverage. In addition, the Company shall continue to honor all Equity Awards (as defined in Paragraph 9 of Employee's August 19, 2015 Amended and Restated Employment Agreement), subject to the terms thereof, which have been granted to Employee and are fully vested prior to the Resignation Date. Notwithstanding anything to the contrary contained in a stock option award agreement or notice of stock option grant, all outstanding stock options held by Employee that were vested as of the Resignation Date shall remain outstanding and exercisable for a period of three (3) months following the Resignation Date. Employee also agrees to submit to the Company any and all requests for reimbursement of business expenses incurred by Employee prior to the Effective Date. The Company shall review and reimburse Employee for such business expenses in the normal course of business, but no later

than ninety (90) days after the Effective Date.

4. General Release of All Claims and Potential Claims against the Company

In consideration of the Separation Benefits and the other promises contained in this Agreement, Employee, for himself and his successors and assigns, now and forever hereby releases and discharges Company and the Aflac Companies and each of their respective past and present officers, directors, stockholders, employees, agents, predecessors, estates, successors, assigns and attorneys (hereinafter each individually referred to as a "Released Party" and collectively referred to as "Released Parties") from any and all claims, charges, actions, causes of action, sums of money due, suits, debts, covenants, contracts, agreements, promises, demands or liabilities (hereinafter collectively referred to as "Claims") whatsoever, in law or in equity, whether known or unknown, which Employee, individually or as a member of any class, ever had or now has from the beginning of time up to the date that this Agreement is executed by Employee, including but not limited to those Claims which are in any way connected with any employment relationship or the termination of any employment relationship which existed between Company and Employee or between any of the Aflac Companies and Employee. Employee further understands and agrees that he has knowingly relinquished, waived and forever released any and all remedies arising out of the aforesaid employment relationship or the termination thereof, including, without limitation, claims for back pay, front pay, liquidated damages, compensatory damages, general damages, special damages, punitive damages, exemplary damages, costs, expenses and attorneys' fees.

This General Release of All Claims and Potential Claims includes, but is not limited to, claims for infliction of emotional distress, claims for defamation, claims for personal injury of any kind, claims for breach of contract, claims for harassment and claims arising under federal, state or local laws prohibiting employment discrimination and claims growing out of any legal restrictions on Company's rights to terminate its employees or to take any other employment action, whether statutory, contractual or arising under common law or case law. Employee specifically acknowledges and agrees that he is releasing, in addition to all other claims, any and all rights under federal and state employment laws including without limitation the Age Discrimination in Employment Act of 1967 ("ADEA"), as amended, 29 U.S.C. § 621, et seq ., the Civil Rights Act of 1964 ("Title VII"), as amended (including amendments made through the Civil Rights Act of 1991), 42 U.S.C. § 2000e, et seq., 42 U.S.C. § 1981, as amended, the Americans With Disabilities Act ("ADA"), as amended, 42 U.S.C. § 12101, et seq. , the Rehabilitation Act of 1973, as amended, 29 U.S.C. § 701, et seq ., the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended, 29 U.S.C. § 301, et seq ., the Worker Adjustment and Retraining Notification Act, 29 U.S.C. § 2101, et seq ., the Family and Medical Leave Act of 1993 ("FMLA"), as amended, 29 U.S.C. § 2601 et seq., the Fair Labor Standards Act ("FLSA"), as amended, 29 U.S.C. § 201 et seq . the Employee Polygraph Protection Act of 1988, 29 U.S.C. § 2001, et seq ., and all Georgia Code provisions. Employee warrants that he has not filed any type of claim against Company.

Employee understands that nothing contained in this Agreement limits his ability to file a charge or complaint with the Equal Employment Opportunity Commission, the National Labor Relations Board, or any other federal, state or local governmental agency or commission ("Government Agencies"). Employee further understands that this Agreement does not limit his ability to communicate with any Government Agencies or otherwise participate in any

investigation or proceeding that may be conducted by any Government Agencies in connection with any charge or complaint, whether filed by Employee, on his behalf, or by any other individual. However, based on Employee's release of claims set forth in this Paragraph 4 of this Agreement, Employee understands that he is releasing all claims that he may have, as well as, to the extent permitted by applicable law, his right to recover monetary damages or obtain other relief that is personal to Employee in connection with any claim he is releasing under this Agreement.

5. Non-Admission of Liability

The Company and Employee agree that neither this Agreement nor any of the promises or covenants contained in this Agreement shall be construed or interpreted to be an admission of any liability or wrongdoing by Company, by whom any liability or wrongdoing is expressly denied.

6. Nondisparagement

Employee acknowledges and agrees that he will not make any derogatory or disparaging statements about the Company, the Aflac Companies or any of the Released Parties, including, but not limited to, derogatory or disparaging statements about the Company's or the Aflac Companies' products, services, business, business practices, finances or employment practices, or take any other action that could reasonably be expected to harm the reputation of the Company, the Aflac Companies or any of the Released Parties. Likewise, the Company acknowledges and agrees that it will not make any derogatory or disparaging statements about Employee, including, but not limited to, derogatory or disparaging remarks about Employee's performance as an officer of the Company.

7. Protective Covenants

Employee acknowledges and agrees that, as a consequence of his positions as an officer, director and employee with the Company and the Aflac Companies, he has been provided with a substantial amount of trade secrets and confidential information of the Company and the Aflac Companies. Employee also acknowledges and agrees that he has participated in numerous meetings at which such information has been shared in connection with the development and implementation of business plans of the Company and the Aflac Companies. Employee therefore understands and agrees that the "Protective Covenants" set forth in Paragraphs 7(a) through (e) are reasonable, necessary and essential to the Company and the Aflac Companies to protect their respective trade secrets and confidential information.

(a) Return of Materials: Employee agrees that, within ten (10) days after the Effective Date and prior to receiving any of the Separation Benefits described in Paragraph 2, he will return to the Company, without retaining or providing to others any copies, portions, summaries, descriptions, abstracts or other representations thereof, all documents, materials and other things in his possession, custody or control relating to the Company, the Aflac Companies or any of the Released Parties. Such documents, materials and other things shall include, without limitation, all product information, contracts, product and service lists, computer equipment, computer software, computer data, databases, website sign-in codes, other information compilations, pricing information, financial information, information regarding legal issues, product supply information, information and materials supply information, vendor information, customer identity information,

customer status and financial information, product development information, source code information, object code information, marketing information, employee information, agent information, policyholder information and account information in whatever hard copy or electronic form it exists.

(b) Trade Secrets and Confidential Information:

(i) For purposes of this Agreement, "Trade Secrets" shall mean all secret, proprietary or confidential information of the Company or the Aflac Companies that fit within the definition of "trade secrets" under any applicable federal, state or local law protecting trade secrets. Nothing in this Agreement is intended to, or shall be construed to, limit the protections or remedies available to the Company or the Aflac Companies under any applicable federal, state or local law protecting trade secrets or other confidential information. Trade Secrets shall not include information that has become generally available to the public by the act of one who has the right to disclose such information without violating any right or privilege of the Company or the Aflac Companies.

(ii) For purposes of this Agreement, "Confidential Information" shall mean all information relating to the Company's or the Aflac Companies' businesses or business activities that is not generally known to persons not employed (as employees or independent contractors) by the Company or the Aflac Companies, that is not generally disclosed by the Company's or the Aflac Companies' practices or authority to persons not employed by the Company or the Aflac Companies and that is the subject of reasonable efforts to keep it confidential. Confidential Information shall include, but not be limited to, policyholder information, policies account information, information about the sales force of the Company or any of the Aflac Companies, financial information, personnel information, product code, product concepts, production techniques, technical information regarding products or services, product/service development, operations techniques, product/service formulas, information concerning techniques for use and integration of its products/services, current and future development and expansion or contraction plans of the Company or the Aflac Companies, sale/acquisition plans and contacts, marketing plans and contacts, information concerning the legal affairs of the Company or the Aflac Companies, information concerning the strategy, tactics, and financial affairs of the Company or the Aflac Companies, and information concerning the private affairs of the Company's or the Aflac Companies' employees or policyholders. "Confidential Information" shall not include information that has become generally available to the public by the act of one who has the right to disclose such information without violating any right or privilege of the Company or the Aflac Companies. This definition shall not limit any definition of "confidential information" or any equivalent term under any applicable federal, state or local law.

(iii) Employee hereby agrees that for so long as such information meets either the definition of Trade Secrets or Confidential Information, Employee shall hold the Trade Secrets and Confidential Information in the strictest confidence and shall not, directly or indirectly, without the prior express written consent of the Company (1) transmit or disclose any Trade Secret or Confidential Information to any person, concern, or entity, (2) make use of any such Trade Secrets or Confidential Information, directly or indirectly, for Employee or for others, or (3) copy, reproduce, modify, decompile, or reverse engineer any Trade Secret or Confidential Information.

Employee warrants that Employee has not disclosed or used for Employee's own benefit or the benefit of anyone other than the Company or any of the Aflac Companies any Confidential Information or Trade Secrets prior to the execution of this Agreement. Employee further agrees that he shall fully cooperate with the Company and the Aflac Companies in maintaining the confidentiality of Confidential Information and Trade Secrets to the extent permitted by law. The parties acknowledge and agree that this Agreement is not intended to, and does not, alter either the Company's or Aflac Companies' rights or Employee's obligations under any state or federal statutory or common law regarding trade secrets and unfair trade practices. Anything herein to the contrary notwithstanding, Employee shall not be restricted from: (1) disclosing information that is required to be disclosed by law, court order or other valid and appropriate legal process; provided, however, that in the event such disclosure is required by law, Employee shall provide the Company with prompt notice of such requirement so that the Company or the appropriate Aflac Company may seek an appropriate protective order prior to any such required disclosure by Employee; (2) reporting possible violations of federal, state or local law or regulation to any governmental agency or entity, or from making other disclosures that are protected under the whistleblower provisions of federal, state or local law or regulation, and Employee shall not need the prior authorization of the Company to make any such reports or disclosures and shall not be required to notify the Company that Employee has made such reports or disclosures; (3) disclosing a trade secret (as defined by 18 U.S.C. § 1839) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney, in either event solely for the purpose of reporting or investigating a suspected violation of law; or (4) disclosing a trade secret (as defined by 18 U.S.C. § 1839) in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.

(c) Covenant Not to Compete: In consideration of the Separation Benefits and other promises contained in this Agreement, Employee agrees that, for a twenty-four (24) month period following the Resignation Date, he shall not, on his own behalf or on behalf of any other person or entity, compete with the Company or any of the Aflac Companies by providing in the Restricted Territory (as defined below) to any Competing Business (as defined below) services similar to those Employee provided to the Company or the Aflac Companies with respect to the Aflac Business (as defined below), in circumstances in which Employee's responsibilities and duties are substantially similar to those performed by him during the twenty-four (24) month period ending on the Resignation Date.

(i) The "Restricted Territory" shall mean the area within the Company or the Aflac Companies conduct the Aflac Business (as defined below), which includes the United States (including the District of Columbia, Puerto Rico, the U.S. Virgin Islands and Guam) and Japan.

(ii) A "Competing Business" shall mean any person, concern or entity which is engaged in, or conducts business that is substantially the same as the Aflac Business (as defined below) or any part thereof.

(iii) The "Aflac Business" shall mean the Company's and the Aflac Companies' insurance business, which the Company and the Aflac Companies operate throughout the United States (including the District of Columbia, Puerto Rico, the U.S. Virgin Islands and Guam) and throughout Japan, and which includes, but is not limited to, (1) the development, underwriting,

marketing, distribution and sale of individual and group voluntary insurance products, including accident, cancer and other specified diseases, dental, hospital confinement indemnity, hospital confinement sickness indemnity, hospital intensive care, life, annuities, lump sum cancer, lump sum cancer critical illness, specified health event, short term disability and vision; (2) the offering of un-reimbursed medical, dependent care and transportation flexible spending accounts; and (3) operating a private medical and insurance product exchange and similar enrollment services. "Aflac Business" will also include any additional insurance and reimbursement account products and services, which become part of the business conducted by the Company and the Aflac Companies, whether through acquisition and/or development, and in which or to which Employee has had direct exposure in his position with the Company and the Aflac Companies. In addition, "Aflac Business" will include Aflac Corporate Ventures; provided, however, that Employee shall only be restricted to the extent that any Competing Business researched, incubated, invested in, purchased, acquired any interest in, or entered into a strategic transaction with, any business or start-up that Aflac Corporate Ventures also researched, incubated, invested in, purchased, acquired any interest in, or entered into a strategic transaction with, prior to the Resignation Date. "Aflac Business" will not include any business operation, which formerly was part of the business conducted by the Company or the Aflac Companies and which ceased being a part thereof due to divestiture or discontinuation of that part of the business.

(d) Non-Solicitation of Accounts, Policyholders or Customers: Employee agrees that, for a twenty-four (24) month period following the Resignation Date, he shall not, directly or indirectly, on his own behalf or as a principal or representative of any individual or entity, solicit, divert, take away or attempt to solicit, divert, or take away any account, policyholder or customer of the Company or any of the Aflac Companies with whom the Employee had Material Contact to become an account, policyholder or customer of a Competing Business. For purposes of this Paragraph 7(d), "Material Contact" shall mean (1) having dealings with an account, policyholder or customer or potential account, policyholder or customer on behalf of the Company or an Aflac Company; (2) coordinating or supervising dealings with an account, policyholder or customer or potential account, policyholder or customer on behalf of the Company or an Aflac Company; (3) obtaining Confidential Information about an account, policyholder or customer or potential account, policyholder or customer in the ordinary course of business as a result of Employee's employment with the Company or an Aflac Company; or (4) receiving compensation, commissions or earnings within the two (2) years prior to the Resignation Date that resulted from the sale or provision of policies, products or services of the Company or an Aflac Company to an account, policyholder or customer.

(e) Non-Solicitation of Employees and Independent Contractors: Employee agrees that, for a twenty-four (24) month period following the Resignation Date, he shall not, directly or indirectly, whether on his own behalf or as a principal or representative of any individual or entity, recruit, solicit, or induce or attempt to recruit, solicit or induce any employee or independent contractor of the Company or any of the Aflac Companies to terminate his or her employment, contractual or other relationship with the Company or any of the Aflac Companies or to enter into an employment, contractual or any other kind of business relationship with the Employee or any other individual or entity.

(f) Enforcement of Protective Covenants: The parties specifically acknowledge and

agree that the remedy at law for any breach of the Protective Covenants set forth in Paragraphs 7(a) through (e) will be inadequate, and that in the event Employee breaches, or threatens to breach, any of the Protective Covenants, the Company or the Aflac Companies shall have the right and remedy, without the necessity of proving actual damage or posting any bond, to enjoin, preliminarily and permanently, Employee from violating or threatening to violate the Protective Covenants and to have the Protective Covenants specifically enforced by any court of competent jurisdiction, it being agreed that any breach or threatened breach of the Protective Covenants would cause irreparable injury to the Company and the Aflac Companies and that money damages would not provide an adequate remedy to the Company and the Aflac Companies. Employee understands and agrees that, if he violates any of the obligations set forth in the Protective Covenants, the period of restriction applicable to each obligation violated shall cease to run during the pendency of any litigation over such violation, provided that such litigation was initiated during the period of restriction. Such rights and remedies shall be in addition to, and not in lieu of, any other rights and remedies available to the Company and the Aflac Companies at law or in equity. Employee understands and agrees that, if the parties become involved in legal action regarding the enforcement of the Protective Covenants and if the Company or the Aflac Companies prevail in such legal action, the Company or the Aflac Companies will be entitled, in addition to any other remedy, to recover from Employee its reasonable costs and attorneys' fees incurred in enforcing such covenants. The Company's and the Aflac Companies' ability to enforce their rights under the Protective Covenants or applicable law against Employee shall not be impaired in any way by the existence of a claim or cause of action on the part of Employee based on, or arising out of, this Agreement or any other event or transaction.

Employee acknowledges and agrees that each of the Protective Covenants is reasonable and valid in time and scope and in all other respects. The parties agree that it is their intention that the Protective Covenants be enforced in accordance with their terms to the maximum extent permitted by law. Each of the Protective Covenants shall be considered and construed as a separate and independent covenant. Should any part or provision of any of the Protective Covenants be held invalid, void or unenforceable, such invalidity, voidness or unenforceability shall not render invalid, void or unenforceable any other part or provision of this Agreement or such Protective Covenant. If any of the provisions of the Protective Covenants should ever be held by a court of competent jurisdiction to exceed the scope permitted by the applicable law, such provision or provisions shall be automatically modified to such lesser scope as such court may deem just and proper for the reasonable protection of the Company's or Aflac Companies' legitimate business interests and may be enforced by the Company or the Aflac Companies to that extent in the manner described above and all other provisions of this Agreement shall be valid and enforceable.

8. Indemnification

In consideration of the Separation Benefits and other promises contained in this Agreement, Employee agrees to indemnify and hold the Company, the Aflac Companies and the Released Parties harmless from and against any and all claims and liabilities asserted by any current or former employee(s) or independent contractor(s) of the Company or the Aflac Companies or any other individual(s) that (a) are asserted at any time between the date that Employee executes this Agreement and two (2) years after Employee executes this Agreement; and (b) are based upon any alleged act or omission of Employee that the Company determines, in its reasonable discretion, was committed outside the scope of his job duties and responsibilities.

Employee understands and agrees that his obligation to indemnify and hold the Company, the Aflac Companies and the Released Parties harmless includes the obligation to pay for attorneys' fees and expenses incurred by the Company, the Aflac Companies or the Released Parties in their defense of a claim that is subject to indemnification. Employee further understands and agrees that his obligation to indemnify and hold the Company, the Aflac Companies and the Released Parties harmless includes the obligation to pay for damages, including, but not limited to, actual damages, compensatory damages, punitive damages, attorneys' fees and the expenses of litigation, incurred by the Company, the Aflac Companies or the Released Parties, regardless of whether such damages are paid as a result of a settlement of the claims, as a result of an award in arbitration or a verdict in litigation, or otherwise, for a claim that is subject to indemnification. In this regard, it is understood and agreed that the affected Company, Aflac Company or Released Party against whom a claim is asserted shall have the absolute right to select counsel to represent them and to control their own defense; provided, however, that the Company shall (i) promptly notify Employee, in writing, that a claim has been asserted that is within the scope of this indemnification provision; (ii) provide Employee with a description of the facts and allegations contained in the claim; and (iii) keep Employee apprised of the status of the claim. The parties agree that Employee's indemnification obligation under this Paragraph 8 shall be limited to (y) the first Two Hundred and Fifty Thousand Dollars ($250,000.00) of attorneys' fees, expenses, settlement costs, arbitration award or verdict for each claim; and (z) 50% of the total attorneys' fees, expenses, settlement costs, arbitration award or verdict thereafter. It is further understood and agreed that, in the event that a claim is asserted for which Employee has an indemnification obligation under this Paragraph 8, the parties shall work together to resolve such claim in an expeditious and efficient manner.

9. Acknowledgment

The Company hereby advises Employee to consult with an attorney prior to executing this Agreement, and Employee acknowledges and agrees that the Company has advised him of his opportunity to consult an attorney or other advisor and has not in any way discouraged him from doing so. Employee expressly acknowledges and agrees that he has read this Agreement, including the General Release of All Claims and Potential Claims set forth in Paragraph 4, carefully and that he has had sufficient time and opportunity to consult with an attorney or other advisor of his choosing concerning his execution of this Agreement. Employee acknowledges and agrees that he fully understands that the Agreement is final and binding, that it contains a full release of all claims and potential claims, and that the only promises or representations that he has relied upon in signing this Agreement are those specifically contained in the Agreement itself. Employee also acknowledges and agrees that he has been offered at least twenty-one (21) days to consider this Agreement before signing (the "Review Period") and that he is signing this Agreement voluntarily, fully intending to release the Company, the Aflac Companies and all of the other Released Parties from all claims. Employee acknowledges and agrees that if he signs this Agreement before the end of the Review Period, he is knowingly, freely and voluntarily waiving the remainder of the Review Period without any encouragement or coercion from the Company.

10. Effective Date and Revocation

This Agreement shall be effective and enforceable at twelve o'clock (12:00) midnight on the seventh (7 th) full calendar day immediately following the date of execution of this Agreement

(the "Effective Date") and Employee may revoke the Agreement at will prior to that time by giving written notice of the revocation to the Company. For such a revocation by Employee to be effective, it must be received by the Company's General Counsel, Ms. Audrey Boone Tillman, prior to the Effective Date. Employee agrees that, if he revokes the Agreement prior to that time, he will return to the Company any and all payments already received pursuant to this Agreement. The Agreement may not be revoked after the Effective Date. Employee also agrees that, if he ever attempts to rescind, revoke or annul this Agreement after the Effective Date (other than with respect solely to making a claim under the ADEA) or if he attempts at any time to make, assert or prosecute any claim(s), other than claims pursuant to the ADEA, covered by the General Release of All Claims and Potential Claims set forth in Paragraph 4 above, he will first return to the Company any and all payments already received by him under this Agreement, plus interest at the highest legal rate, and, except with respect to claims under the ADEA, he will pay the Company's attorneys' fees and costs incurred in defending itself against the claim(s) and/or the attempted revocation, rescission or annulment.

11. Severability and No Presumption Against Drafter

If any provision or covenant, or any part thereof, of this Agreement, except Employee's General Release of All Claims and Potential Claims set forth in Paragraph 4 of this Agreement, should be held by any court to be invalid, illegal or unenforceable, either in whole or in part, such invalidity, illegality or unenforceability shall not affect the validity, legality or enforceability of the remaining provisions or covenants, or any part thereof, of this Agreement, all of which shall remain in full force and effect. If the General Release of All Claims and Potential Claims set forth in Paragraph 4 is found to be unenforceable, this Agreement shall be null and void and all consideration originally paid shall be returned by Employee to the Company.

12. Governing Law and Enforcement of Agreement

The Company and Employee agree that this Agreement shall be governed by and construed and interpreted in accordance with the laws of the State of Georgia without giving effect to its conflicts of law principles. With the exception of an action by the Company to enforce the Protective Covenants set forth in Paragraph 7 of this Agreement, the Company and Employee agree that the exclusive means to enforce this Agreement, as well as for any dispute relating to or arising out of this Agreement, shall be through arbitration in accordance with the terms of the Aflac Arbitration Agreement dated January 10, 2005 and the Arbitration Procedures.

13. Waiver

The failure of either party to insist, in one or more instances, on performance by the other in strict accordance with the terms and conditions of this Agreement shall not be deemed a waiver or relinquishment of any right granted in this Agreement or of the future performance of any such term or condition or of any other term or condition of this Agreement, unless such waiver is contained in a writing signed by the party making the waiver.

14. Entire Agreement

This Agreement contains the entire agreement between the Company and Employee with

respect to the subject matter hereof and, from and after the date hereof, this Agreement shall supersede any other agreement, written or oral, between the parties relating to the subject matter of this Agreement; provided, however, that the parties understand and agree that the following agreements shall survive the termination of Employee's employment with Company and shall continue to be effective between the parties: (a) the Aflac Arbitration Agreement dated January 10, 2005 and the Arbitration Procedures; (b) the Aflac Incorporated Intellectual Property Agreement dated July 15, 2015; and (c) all Equity Awards (as defined in Paragraph 9 of Employee's August 19, 2015 Amended and Restated Employment Agreement), subject to the terms thereof, which have been granted to Employee and are fully vested prior to the Resignation Date. This Agreement may not be amended or modified otherwise than by a written agreement executed by the parties hereto or their respective successors and legal representatives.

15. Assignment

This Agreement may be assigned by the Company and shall be binding and inure to the benefit of the Company, its successors and assigns. No right, obligation or duty of this Agreement may be assigned by Employee without the prior written consent of the Company.

16. Construction

The parties understand and agree that, because they both have been given the opportunity to have counsel review and revise this Agreement, the normal rule of construction to the effect that any ambiguities are to be resolved against the drafting party shall not be employed in the interpretation of this Agreement. Instead, the language of all parts of this Agreement shall be construed as a whole, and according to its fair meaning, and not strictly for or against either of the parties.

17. Counterparts

This Agreement may be executed in two or more counterparts, and it shall not be necessary that the signatures of the parties hereto be contained on any one counterpart hereof. Each counterpart shall be deemed an original but all counterparts together shall constitute one and the same instrument. Any signature page of any such counterpart, or any electronic facsimile thereof, may be attached or appended to any other counterpart to complete a fully executed counterpart of this Agreement, and any telecopy or other electronic transmission of any signature shall be deemed an original and shall bind such party.

18. Section 409A

This Agreement is intended to comply with and shall be interpreted in accordance with the requirements of Section 409A and any regulations or guidance issued thereunder or, if applicable, the requirements of any exceptions to Section 409A. Notwithstanding anything to the contrary, no payment of any amount that constitutes a "deferral of compensation" under Section 409A (*i.e.,* that is not otherwise exempted from coverage under Section 409A) shall be made within six months following the date the Employee incurs a "separation from service" to the extent required under Section 409A.

The parties hereby agree to all of the above terms and signify their agreement by their signatures below.

EMPLOYEE

/s/ Paul S. Amos II
Paul S. Amos, II

Date:

6/6/17

AMERICAN FAMILY LIFE
ASSURANCE COMPANY
OF COLUMBUS

/s/ Audrey Boone Tillman
Audrey Boone Tillman
Executive Vice President
and General Counsel

Date:

6/6/17

EXHIBIT 15

August 3, 2017

Aflac Incorporated
Columbus, Georgia

Re: Registration Statement No. 333-197984 and 333-203839 on Form S-3; 333-135327, 333-161269, 333-202781, 333-158969, 333-27883, 333-200570, and 333-115105 on Form S-8

With respect to the subject registration statements, we acknowledge our awareness of the use therein of our report dated August 3, 2017 related to our review of interim financial information.

Pursuant to Rule 436 under the Securities Act of 1933 (the Act), such report is not considered part of a registration statement prepared or certified by an independent registered public accounting firm, or a report prepared or certified by an independent registered public accounting firm within the meaning of Sections 7 and 11 of the Act.

/s/ KPMG LLP
Atlanta, Georgia

EXHIBIT 31.1

Certification of Chief Executive Officer

I, Daniel P. Amos, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Aflac Incorporated;

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

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

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 3, 2017

/s/ *Daniel P. Amos*

Daniel P. Amos

Chairman and Chief Executive Officer

EXHIBIT 31.2

Certification of Chief Financial Officer

I, Frederick J. Crawford, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Aflac Incorporated;

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

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

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

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 3, 2017

/s/ Frederick J. Crawford

Frederick J. Crawford

Executive Vice President, Chief Financial Officer

EXHIBIT 32

Certification of CEO and CFO 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 on Form 10-Q of Aflac Incorporated (the "Company") for the quarterly period ended June 30, 2017 , as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Daniel P. Amos, as Chief Executive Officer of the Company, and Frederick J. Crawford, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

/s/ *Daniel P. Amos*

Name:	Daniel P. Amos
Title:	Chief Executive Officer
Date:	August 3, 2017

/s/ *Frederick J. Crawford*

Name:	Frederick J. Crawford
Title:	Chief Financial Officer
Date:	August 3, 2017