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

FORM 10-Q

(Mark One)

☒ **Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended July 31, 2019

OR

☐ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Commission File Number: 001-32224

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salesforce.com, inc.
(Exact name of registrant as specified in its charter)

Delaware	**94-3320693**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification No.)**

Salesforce Tower
415 Mission Street, 3rd Fl
San Francisco, California 94105
(Address of principal executive offices)

Telephone Number (415) 901-7000
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.001 per share	CRM	New York Stock Exchange

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 (the "Exchange Act") 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 every Interactive Data File required to be submitted 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 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	☒	Accelerated filer	☐
Non-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 ☒

As of August 15, 2019, there were approximately 877 million shares of the Registrant's Common Stock outstanding.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

salesforce.com, inc.
Condensed Consolidated Balance Sheets
(in millions)
(unaudited)

	July 31, 2019	January 31, 2019
Assets		
Current assets:		
Cash and cash equivalents	$ 3,510	$ 2,669
Marketable securities	2,532	1,673
Accounts receivable, net	2,332	4,924
Costs capitalized to obtain revenue contracts, net	786	788
Prepaid expenses and other current assets	743	629
Total current assets	9,903	10,683
Property and equipment, net	2,283	2,051
Operating lease right-of-use assets (Note 1)	2,904	0
Costs capitalized to obtain revenue contracts, noncurrent, net	1,105	1,232
Strategic investments	1,614	1,302
Goodwill	13,199	12,851
Intangible assets acquired through business combinations, net	1,725	1,923
Capitalized software and other assets, net	603	695
Total assets	$ 33,336	$ 30,737
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable, accrued expenses and other liabilities	$ 2,347	$ 2,691
Operating lease liabilities, current (Note 1)	706	0
Unearned revenue	7,142	8,564
Total current liabilities	10,195	11,255
Noncurrent debt	2,973	3,173
Noncurrent operating lease liabilities (Note 1)	2,341	0
Other noncurrent liabilities	661	704
Total liabilities	16,170	15,132
Stockholders' equity:		
Common stock	1	1
Additional paid-in capital	15,024	13,927
Accumulated other comprehensive loss	(77)	(58)
Retained earnings	2,218	1,735
Total stockholders' equity	17,166	15,605
Total liabilities and stockholders' equity	$ 33,336	$ 30,737

See accompanying Notes.

salesforce.com, inc.
Condensed Consolidated Statements of Operations
(in millions, except per share data)
(unaudited)

	Three Months Ended July 31,		Six Months Ended July 31,	
	2019	2018	2019	2018
Revenues:				
Subscription and support	$ 3,745	$ 3,060	$ 7,241	$ 5,870
Professional services and other	252	221	493	417
Total revenues	3,997	3,281	7,734	6,287
Cost of revenues (1)(2):				
Subscription and support	727	638	1,405	1,211
Professional services and other	240	211	476	405
Total cost of revenues	967	849	1,881	1,616
Gross profit	3,030	2,432	5,853	4,671
Operating expenses (1)(2):				
Research and development	607	463	1,161	887
Marketing and sales	1,824	1,504	3,521	2,833
General and administrative	375	350	737	645
Loss on settlement of Salesforce.org reseller agreement (Note 6)	166	0	166	0
Total operating expenses	2,972	2,317	5,585	4,365
Income from operations	58	115	268	306
Gains on strategic investments, net	109	143	390	354
Other expense	(3)	(27)	(12)	(44)
Income before benefit from (provision for) income taxes	164	231	646	616
Benefit from (provision for) income taxes	(73)	68	(163)	27
Net income	$ 91	$ 299	$ 483	$ 643
Basic net income per share	$ 0.12	$ 0.40	$ 0.62	$ 0.87
Diluted net income per share	$ 0.11	$ 0.39	$ 0.61	$ 0.84
Shares used in computing basic net income per share	776	747	774	737
Shares used in computing diluted net income per share	795	774	795	763

(1) Amounts include amortization of intangible assets acquired through business combinations, as follows:

	Three Months Ended July 31,		Six Months Ended July 31,	
	2019	2018	2019	2018
Cost of revenues	$ 62	$ 52	$ 123	$ 91
Marketing and sales	65	67	133	97

(2) Amounts include stock-based expense, as follows:

	Three Months Ended July 31,		Six Months Ended July 31,	
	2019	2018	2019	2018
Cost of revenues	$ 46	$ 43	$ 89	$ 77
Research and development	98	81	179	147
Marketing and sales	199	174	376	294
General and administrative	45	53	87	85

See accompanying Notes.

salesforce.com, inc.
Condensed Consolidated Statements of Comprehensive Income
(in millions)
(unaudited)

	Three Months Ended July 31,		Six Months Ended July 31,	
	2019	2018	2019	2018
Net income	$ 91	$ 299	$ 483	$ 643
Other comprehensive loss, net of reclassification adjustments:				
Foreign currency translation and other losses	(17)	(17)	(30)	(27)
Unrealized gains (losses) on marketable securities and privately held debt securities	6	0	14	(4)
Other comprehensive loss, before tax	(11)	(17)	(16)	(31)
Tax effect	(1)	0	(3)	0
Other comprehensive loss, net	(12)	(17)	(19)	(31)
Comprehensive income	$ 79	$ 282	$ 464	$ 612

See accompanying Notes.

salesforce.com, inc.
Condensed Consolidated Statements of Stockholders' Equity
(in millions)
(unaudited)

	Six Months Ended July 31, 2019					
	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Total Stockholders' Equity
	Shares	Amount				
Balance at January 31, 2019	770	$ 1	$ 13,927	$ (58)	$ 1,735	$ 15,605
Common stock issued	10	0	366	0	0	366
Stock-based expenses	0	0	731	0	0	731
Other comprehensive loss, net of tax	0	0	0	(19)	0	(19)
Net income	0	0	0	0	483	483
Balance at July 31, 2019	780	$ 1	$ 15,024	$ (77)	$ 2,218	$ 17,166

	Three Months Ended July 31, 2019					
	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Total Stockholders' Equity
	Shares	Amount				
Balance at April 30, 2019	775	$ 1	$ 14,383	$ (65)	$ 2,127	$ 16,446
Common stock issued	5	0	253	0	0	253
Stock-based expenses	0	0	388	0	0	388
Other comprehensive loss, net of tax	0	0	0	(12)	0	(12)
Net income	0	0	0	0	91	91
Balance at July 31, 2019	780	$ 1	$ 15,024	$ (77)	$ 2,218	$ 17,166

See accompanying Notes.

salesforce.com, inc.
Condensed Consolidated Statements of Stockholders' Equity (cont.)
(in millions)
(unaudited)

	Six Months Ended July 31, 2018					
	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Total Stockholders' Equity
	Shares	Amount				
Balance at January 31, 2018	730	$ 1	$ 9,752	$ (12)	$ 635	$ 10,376
Cumulative effect of accounting changes (1)	0	0	0	(7)	(10)	(17)
Common stock issued	11	0	384	0	0	384
Shares issued related to business combinations, net	10	0	1,565	0	0	1,565
Settlement of convertible notes and warrants	6	0	4	0	0	4
Stock-based expenses	0	0	603	0	0	603
Other comprehensive loss, net of tax	0	0	0	(31)	0	(31)
Net income	0	0	0	0	643	643
Balance at July 31, 2018	757	$ 1	$ 12,308	$ (50)	$ 1,268	$ 13,527

	Three Months Ended July 31, 2018					
	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Total Stockholders' Equity
	Shares	Amount				
Balance at April 30, 2018	734	$ 1	$ 10,123	$ (33)	$ 969	$ 11,060
Common stock issued	7	0	269	0	0	269
Shares issued related to business combinations, net	10	0	1,565	0	0	1,565
Settlement of convertible notes and warrants	6	0	0	0	0	0
Stock-based expenses	0	0	351	0	0	351
Other comprehensive loss, net of tax	0	0	0	(17)	0	(17)
Net income	0	$ 0	$ 0	$ 0	$ 299	$ 299
Balance at July 31, 2018	757	$ 1	$ 12,308	$ (50)	$ 1,268	$ 13,527

(1) Reflects the cumulative effect adjustments upon the adoption of Accounting Standards Update ("ASU") 2016-01, "Financial Instruments - Overall (Subtopic 825-10)" ("ASU 2016-01") and ASU 2016-16, "Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory."

See accompanying Notes.

salesforce.com, inc.
Condensed Consolidated Statements of Cash Flows
(in millions)
(unaudited)

	Three Months Ended July 31,		Six Months Ended July 31,	
	2019	2018	2019	2018
Operating activities:				
Net income	$ 91	$ 299	$ 483	$ 643
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	457	253	894	450
Amortization of costs capitalized to obtain revenue contracts, net	217	183	426	371
Expenses related to employee stock plans	388	351	731	603
Loss on settlement of Salesforce.org reseller agreement (Note 6)	166	0	166	0
Gains on strategic investments, net	(109)	(143)	(390)	(354)
Changes in assets and liabilities, net of business combinations:				
Accounts receivable, net	(146)	(149)	2,628	2,013
Costs capitalized to obtain revenue contracts, net	(173)	(146)	(297)	(264)
Prepaid expenses and other current assets and other assets	28	4	(69)	(86)
Accounts payable	26	71	41	121
Accrued expenses and other liabilities	267	108	(293)	(398)
Operating lease liabilities	(182)	0	(346)	0
Unearned revenue	(594)	(373)	(1,573)	(1,175)
Net cash provided by operating activities	436	458	2,401	1,924
Investing activities:				
Business combinations, net of cash acquired	(423)	(4,803)	(433)	(4,985)
Purchases of strategic investments	(62)	(37)	(221)	(184)
Sales of strategic investments	71	2	265	6
Purchases of marketable securities	(772)	(28)	(1,506)	(291)
Sales of marketable securities	375	335	461	1,273
Maturities of marketable securities	137	40	193	88
Capital expenditures	(178)	(170)	(337)	(292)
Net cash used in investing activities	(852)	(4,661)	(1,578)	(4,385)
Financing activities:				
Proceeds from issuance of debt, net	0	496	0	2,966
Proceeds from employee stock plans	152	182	371	383
Principal payments on financing obligations (1)	(134)	(89)	(145)	(108)
Repayments of debt	(201)	0	(202)	(1,027)
Net cash provided by (used in) financing activities	(183)	589	24	2,214
Effect of exchange rate changes	(1)	11	(6)	23
Net increase (decrease) in cash and cash equivalents	(600)	(3,603)	841	(224)
Cash and cash equivalents, beginning of period	4,110	5,922	2,669	2,543
Cash and cash equivalents, end of period	$ 3,510	$ 2,319	$ 3,510	$ 2,319

(1) Previously referred to as principal payments on capital lease obligations.

See accompanying Notes.

salesforce.com, inc.
Condensed Consolidated Statements of Cash Flows
Supplemental Cash Flow Disclosure
(in millions)
(unaudited)

	Three Months Ended July 31,		Six Months Ended July 31,	
	2019	2018	2019	2018
Supplemental cash flow disclosure:				
Cash paid during the period for:				
Interest	$ 6	$ 22	$ 56	$ 29
Income taxes, net of tax refunds	$ 37	$ 18	$ 55	$ 37
Non-cash investing and financing activities:				
Fair value of equity awards assumed	$ 0	$ 387	$ 0	$ 387
Fair value of common stock issued as consideration for business combinations	$ 0	$ 1,178	$ 0	$ 1,178

See accompanying Notes.

salesforce.com, inc.

Notes to Condensed Consolidated Financial Statements

1. Summary of Business and Significant Accounting Policies

Description of Business

Salesforce.com, inc. (the "Company") is a leading provider of enterprise software, delivered through the cloud, with a focus on customer relationship management, or CRM. The Company introduced its first CRM solution in 2000, and has since expanded its service offerings into new areas and industries with new editions, features and platform capabilities.

The Company's core mission is to empower its customers to connect with their customers in entirely new ways through cloud, mobile, social, Internet of Things (“IoT”) and artificial intelligence ("AI") technologies.

The Company's Customer Success Platform is a comprehensive portfolio of service offerings providing sales force automation, customer service and support, marketing automation, digital commerce, integration solutions, community management, industry-specific solutions, analytics, application development, IoT integration, collaborative productivity tools, an enterprise cloud marketplace which the Company refers to as the AppExchange, and its professional services.

Fiscal Year

The Company’s fiscal year ends on January 31. References to fiscal 2020, for example, refer to the fiscal year ending January 31, 2020.

Basis of Presentation

The accompanying condensed consolidated balance sheets as of July 31, 2019 and January 31, 2019 and the condensed consolidated statements of operations, condensed consolidated statements of comprehensive income, condensed consolidated statements of stockholders' equity and condensed consolidated statements of cash flows for the three and six months ended July 31, 2019 and 2018, respectively, are unaudited.

These financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”) for interim financial information. Accordingly, they do not include all of the financial information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of the Company’s management, the unaudited condensed consolidated financial statements include all adjustments necessary for the fair presentation of the Company’s balance sheets as of July 31, 2019 and January 31, 2019, and its results of operations, including its comprehensive income, stockholders' equity and its cash flows for the three and six months ended July 31, 2019 and 2018. All adjustments are of a normal recurring nature. The results for the three and six months ended July 31, 2019 are not necessarily indicative of the results to be expected for any subsequent quarter or for the fiscal year ending January 31, 2020.

These unaudited interim condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2019, filed with the Securities and Exchange Commission (the “SEC”) on March 8, 2019.

The Company prospectively adopted Accounting Standards Update No. 2016-02, "Leases (Topic 842)" ("ASU 2016-02"), also referred to as Topic 842, as discussed below. As a result, the condensed consolidated balance sheet as of July 31, 2019 is not comparable with that as of January 31, 2019.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions in the Company’s condensed consolidated financial statements and notes thereto.

Significant estimates and assumptions made by management include the determination of:

- the standalone selling price (SSP) of performance obligations for revenue contracts with multiple performance obligations;
- the fair value of assets acquired and liabilities assumed for business combinations;
- the recognition, measurement and valuation of current and deferred income taxes and uncertain tax positions;
- the average period of benefit associated with costs capitalized to obtain revenue contracts;
- the fair value of certain stock awards issued;
- the useful lives of intangible assets; and
- the valuation of privately-held strategic investments.

Actual results could differ materially from those estimates. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable, the result of which forms the basis for making judgments about the carrying values of assets and liabilities.

Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

Segments

The Company operates as one operating segment. Operating segments are defined as components of an enterprise for which separate financial information is evaluated regularly by the chief operating decision makers in deciding how to allocate resources and assess performance. Over the past few years, the Company has completed a number of acquisitions. These acquisitions have allowed the Company to expand its offerings, presence and reach in various market segments of the enterprise cloud computing market.

While the Company has offerings in multiple enterprise cloud computing market segments, including as a result of the Company's acquisitions, and operates in multiple countries, the Company’s business operates in one operating segment because most of the Company's offerings operate on its single Customer Success Platform and most of the Company's products are deployed in a nearly identical way, and the Company’s chief operating decision makers evaluate the Company’s financial information and resources and assess the performance of these resources on a consolidated basis. Since the Company operates in one operating segment, all required financial segment information can be found in the consolidated financial statements.

Concentrations of Credit Risk, Significant Customers and Investments

The Company’s financial instruments that are exposed to concentrations of credit risk consist primarily of cash and cash equivalents, marketable securities and accounts receivable. Collateral is not required for accounts receivable. The Company maintains an allowance for its doubtful accounts receivable. This allowance is based upon historical loss patterns, the number of days that billings are past due and an evaluation of the potential risk of loss associated with delinquent accounts. Receivables are written-off and charged against the recorded allowance when the Company has exhausted collection efforts without success.

No single customer accounted for more than five percent of accounts receivable at July 31, 2019 and January 31, 2019. No single customer accounted for five percent or more of total revenue during the six months ended July 31, 2019 and 2018, respectively. As of July 31, 2019 and January 31, 2019, assets located outside the Americas were 15 percent and 14 percent of total assets, respectively. As of July 31, 2019 and January 31, 2019, assets located in the United States were 83 percent and 84 percent of total assets, respectively.

The Company is also exposed to concentrations of risk in its strategic investment portfolio. As of July 31, 2019, the Company held one publicly traded investment with a carrying value that was greater than 15 percent of the Company's total strategic investments and four other investments with carrying values that were individually greater than five percent of its total strategic investments, of which two were publicly traded and two were privately held. As of January 31, 2019, the Company held five investments that were individually greater than five percent of its total strategic investments, of which four were publicly traded and one was privately held.

Revenue Recognition

The Company derives its revenues from two sources: (1) subscription revenues, which are comprised of subscription fees from customers accessing the Company’s enterprise cloud computing services (collectively, "Cloud Services"), software licenses, and from customers paying for additional support beyond the standard support that is included in the basic subscription fees; and (2) related professional services such as process mapping, project management and implementation services. Other revenue consists primarily of training fees.

Revenue is recognized upon transfer of control of promised products and services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. If the consideration promised in a contract includes a variable amount, for example, overage fees, contingent fees or service level penalties, the Company includes an estimate of the amount it expects to receive for the total transaction price if it is probable that a significant reversal of cumulative revenue recognized will not occur.

The Company determines the amount of revenue to be recognized through application of the following steps:

- Identification of the contract, or contracts with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and

- Recognition of revenue when or as the Company satisfies the performance obligations.

The Company’s subscription service arrangements are non-cancelable and do not contain refund-type provisions.

Subscription and Support Revenues

Subscription and support revenues are comprised of fees that provide customers with access to Cloud Services, software licenses and related support and updates during the term of the arrangement.

Cloud Services allow customers to use the Company's multi-tenant software without taking possession of the software. Revenue is generally recognized ratably over the contract term.

Since the May 2018 acquisition of MuleSoft, Inc. ("MuleSoft"), subscription and support revenues also includes software licenses. These licenses for on-premises software provide the customer with a right to use the software as it exists when made available. Customers purchase these licenses through a subscription. Revenues from distinct licenses are generally recognized upfront when the software is made available to the customer. In cases where the Company allocates revenue to software updates and support, primarily because the updates are provided at no additional charge, such revenue is recognized as the updates are provided, which is generally ratably over the contract term.

The Company typically invoices its customers annually. Typical payment terms provide that customers pay within 30 days of invoice. Amounts that have been invoiced are recorded in accounts receivable and in unearned revenue or revenue, depending on whether transfer of control to customers has occurred.

Professional Services and Other Revenues

The Company’s professional services contracts are either on a time and materials, fixed fee or subscription basis. These revenues are recognized as the services are rendered for time and materials contracts, on a proportional performance basis for fixed price contracts or ratably over the contract term for subscription professional services contracts. Training revenues are recognized as the services are performed.

Significant Judgments - Contracts with Multiple Performance Obligations

The Company enters into contracts with its customers that may include promises to transfer multiple Cloud Services, software licenses, premium support and professional services. A performance obligation is a promise in a contract with a customer to transfer products or services that are distinct. Determining whether products and services are distinct performance obligations that should be accounted for separately or combined as one unit of accounting may require significant judgment.

Cloud Services and software licenses are distinct because such offerings are often sold separately. In determining whether professional services are distinct, the Company considers the following factors for each professional services agreement: availability of the services from other vendors, the nature of the professional services, the timing of when the professional services contract was signed in comparison to the subscription start date and the contractual dependence of the service on the customer’s satisfaction with the professional services work. To date, the Company has concluded that all of the professional services included in contracts with multiple performance obligations are distinct.

The Company allocates the transaction price to each performance obligation on a relative standalone selling price ("SSP") basis. The SSP is the price at which the Company would sell a promised product or service separately to a customer. Judgment is required to determine the SSP for each distinct performance obligation.

The Company determines SSP by considering its overall pricing objectives and market conditions. Significant pricing practices taken into consideration include the Company’s discounting practices, the size and volume of the Company’s transactions, the customer demographic, the geographic area where services are sold, price lists, the Company's go-to-market strategy, historical sales and contract prices. As the Company’s go-to-market strategies evolve, the Company may modify its pricing practices in the future, which could result in changes to SSP.

In certain cases, the Company is able to establish SSP based on observable prices of products or services sold separately in comparable circumstances to similar customers. The Company uses a single amount to estimate SSP when it has observable prices.

If SSP is not directly observable, for example when pricing is highly variable, the Company uses a range of SSP. The Company determines the SSP range using information that may include market conditions or other observable inputs. The Company typically has more than one SSP for individual products and services due to the stratification of those products and services by customer size and geography.

Costs Capitalized to Obtain Revenue Contracts

The Company capitalizes incremental costs of obtaining a non-cancelable subscription and support revenue contract. The capitalized amounts consist primarily of sales commissions paid to the Company’s direct sales force. Capitalized amounts also include (1) amounts paid to employees other than the direct sales force who earn incentive payouts under annual compensation

plans that are tied to the value of contracts acquired, (2) commissions paid to employees upon renewals of subscription and support contracts, (3) the associated payroll taxes and fringe benefit costs associated with the payments to the Company's employees, and to a lesser extent (4) success fees paid to partners in emerging markets where the Company has a limited presence.

Costs capitalized related to new revenue contracts are amortized on a straight-line basis over four years, which, although longer than the typical initial contract period, reflects the average period of benefit, including expected contract renewals. In arriving at this average period of benefit, the Company evaluated both qualitative and quantitative factors which included the estimated life cycles of its offerings and its customer attrition. Additionally, the Company amortizes capitalized costs for renewals and success fees paid to partners over two years.

The capitalized amounts are recoverable through future revenue streams under all non-cancelable customer contracts. The Company periodically evaluates whether there have been any changes in its business, the market conditions in which it operates or other events which would indicate that its amortization period should be changed or if there are potential indicators of impairment.

Amortization of capitalized costs to obtain revenue contracts is included in marketing and sales expense in the accompanying condensed consolidated statements of operations.

During the six months ended July 31, 2019, the Company capitalized $297 million of costs to obtain revenue contracts and amortized $426 million to marketing and sales expense. During the same period a year ago, the Company capitalized $264 million of costs to obtain revenue contracts and amortized $371 million to marketing and sales expense. Costs capitalized to obtain a revenue contract, net on the Company's condensed consolidated balance sheets totaled $1.9 billion at July 31, 2019 and $2.0 billion at January 31, 2019. There were no impairments of costs to obtain revenue contracts for the three and six months ended July 31, 2019 and 2018, respectively.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents. Cash and cash equivalents are stated at fair value.

Marketable Securities

The Company considers all of its marketable debt securities as available for use in current operations, including those with maturity dates beyond one year, and therefore classifies these securities within current assets on the condensed consolidated balance sheets. Securities are classified as available for sale and are carried at fair value, with the change in unrealized gains and losses, net of tax, reported as a separate component on the condensed consolidated statements of comprehensive income until realized. Fair value is determined based on quoted market rates when observable or utilizing data points that are observable, such as quoted prices, interest rates and yield curves. Declines in fair value judged to be other-than-temporary on securities available for sale are included as a reduction to investment income. To determine whether a decline in value is other-than-temporary, the Company evaluates, among other factors: the duration and extent to which the fair value has been less than the carrying value and its intent and ability to retain the investment for a period of time sufficient to allow for any anticipated recovery in fair value. For the purposes of computing realized and unrealized gains and losses, the cost of securities sold is based on the specific-identification method. Interest on securities classified as available for sale is included as a component of investment income.

Strategic Investments

The Company holds strategic investments in publicly held equity securities and privately held debt and equity securities in which the Company does not have a controlling interest or significant influence. Publicly held equity securities are measured using quoted prices in their respective active markets with changes recorded through gains (losses) on strategic investments, net on the condensed consolidated statement of operations. Privately held equity securities without a readily determinable fair value are recorded at cost and adjusted for impairments and observable price changes with a same or similar security from the same issuer and are recorded through gains on strategic investments, net on the condensed consolidated statement of operations. Privately held debt securities are recorded at fair value with changes in fair value recorded through accumulated other comprehensive income on the condensed consolidated balance sheet. If, based on the terms of these publicly traded and privately held securities, the Company determines that the Company exercises significant influence on the entity to which these securities relate, the Company will apply the equity method of accounting for such investments.

Privately held debt and equity securities are valued using significant unobservable inputs or data in an inactive market and the valuation requires the Company's judgment due to the absence of market prices and inherent lack of liquidity. The carrying value is not adjusted for the Company's privately held equity securities if there are no observable price changes in a same or similar security from the same issuer or if there are no identified events or changes in circumstances that may indicate impairment, as discussed below. In determining the estimated fair value of its strategic investments in privately held companies,

the Company utilizes the most recent data available to the Company. Valuations of privately held companies are inherently complex due to the lack of readily available market data. In addition, the determination of whether an orderly transaction is for a same or similar investment requires significant management judgment including the nature of rights and obligations of the investments, the extent to which differences in those rights and obligations would affect the fair values of those investments, and the impact of any differences based on the stage of operational development of the investee.

The Company assesses its privately held debt and equity securities strategic investment portfolio at least quarterly for impairment. The Company's impairment analysis encompasses an assessment of the severity and duration of the impairment and qualitative and quantitative analysis of other key factors including the investee's financial metrics, the investee's products and technologies meeting or exceeding predefined milestones, market acceptance of the product or technology, other competitive products or technology in the market, general market conditions, management and governance structure of the investee, the investee's liquidity, debt ratios and the rate at which the investee is using its cash. If the investment is considered to be impaired, the Company recognizes an impairment through the condensed consolidated statement of operations and establishes a new carrying value for the investment.

Derivative Financial Instruments

The Company enters into foreign currency derivative contracts with financial institutions to reduce foreign exchange risk. The Company uses forward currency derivative contracts to minimize the Company's exposure to balances primarily denominated in the Euro, British Pound Sterling, Japanese Yen, Canadian Dollar and Australian Dollar. The Company's foreign currency derivative contracts, which are not designated as hedging instruments, are used to reduce the exchange rate risk associated primarily with intercompany receivables and payables. The Company's derivative financial instruments program is not designated for trading or speculative purposes. The Company generally enters into master netting arrangements with the financial institutions with which it contracts for such derivative contracts, which permit net settlement of transactions with the same counterparty, thereby reducing credit-related losses in the event of the financial institutions' nonperformance. As of July 31, 2019 and January 31, 2019, the outstanding foreign currency derivative contracts were recorded at fair value on the condensed consolidated balance sheets.

Foreign currency derivative contracts are marked-to-market at the end of each reporting period with gains and losses recognized as other expense to offset the gains or losses resulting from the settlement or remeasurement of the underlying foreign currency denominated receivables and payables. While the contract or notional amount is often used to express the volume of foreign currency derivative contracts, the amounts potentially subject to credit risk are generally limited to the amounts, if any, by which the counterparties' obligations under the agreements exceed the obligations of the Company to the counterparties.

Fair Value Measurement

The Company measures its cash and cash equivalents, marketable securities and foreign currency derivative contracts at fair value. In addition, the Company measures its strategic investments, including its publicly held equity securities, privately held debt securities and privately held equity securities for which there has been an observable price change in a same or similar security, at fair value. The additional disclosures regarding the Company's fair value measurements are included in Note 5 "Fair Value Measurement."

Property and Equipment

Property and equipment are stated at cost. Depreciation is calculated on a straight-line basis over the estimated useful lives of those assets as follows:

Computers, equipment and software	3 to 9 years
Furniture and fixtures	5 years
Leasehold improvements	Shorter of the estimated lease term or 10 years
Building and structural components	Average weighted useful life of 32 years
Building improvements	10 years

When assets are retired or otherwise disposed of, the cost and accumulated depreciation and amortization are removed from their respective accounts and any loss on such retirement is reflected in operating expenses.

Capitalized Software Costs

The Company capitalizes costs related to its enterprise cloud computing services and certain projects for internal use incurred during the application development stage. Costs related to preliminary project activities and post implementation activities are expensed as incurred. Internal-use software is amortized on a straight-line basis over its estimated useful life,

which is generally three to five years. Management evaluates the useful lives of these assets on an annual basis and tests for impairment whenever events or changes in circumstances occur that could impact the recoverability of these assets.

Intangible Assets Acquired through Business Combinations

Intangible assets are amortized over their estimated useful lives. Each period, the Company evaluates the estimated remaining useful life of its intangible assets and whether events or changes in circumstances warrant a revision to the remaining period of amortization. Management tests for impairment whenever events or changes in circumstances occur that could impact the recoverability of these assets.

Impairment Assessment

The Company evaluates intangible assets and long-lived assets for possible impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. This includes but is not limited to significant adverse changes in business climate, market conditions, or other events that indicate an asset's carrying amount may not be recoverable. Recoverability of these assets is measured by comparing the carrying amount of each asset to the future undiscounted cash flows the asset is expected to generate. If the undiscounted cash flows used in the test for recoverability are less than the carrying amount of these assets, the carrying amount of such assets is reduced to fair value.

The Company evaluates and tests the recoverability of its goodwill for impairment at least annually during its fourth quarter of each fiscal year or more often if and when circumstances indicate that goodwill may not be recoverable.

There were no material impairments of capitalized software, intangible assets, long-lived assets or goodwill during the six months ended July 31, 2019 and 2018, respectively.

Business Combinations

The Company uses its best estimates and assumptions to assign fair value to the tangible and intangible assets acquired and liabilities assumed at the acquisition date. The Company's estimates are inherently uncertain and subject to refinement. During the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to the fair value of these tangible and intangible assets acquired and liabilities assumed, with the corresponding offset to goodwill. In addition, uncertain tax positions and tax-related valuation allowances are initially recorded in connection with a business combination as of the acquisition date. The Company continues to collect information and reevaluates these estimates and assumptions quarterly and records any adjustments to the Company's preliminary estimates to goodwill provided that the Company is within the measurement period. Upon the conclusion of the measurement period or final determination of the fair value of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to the Company's condensed consolidated statement of operations.

In the event the Company acquires an entity with which the Company has a preexisting relationship, the Company will recognize a gain or loss to settle that relationship as of the acquisition date within the condensed consolidated statements of operations. In the event that the Company acquires an entity in which the Company previously held a strategic investment, the difference between the fair value of the shares as of the date of the acquisition and the carrying value of the strategic investment is recorded as a gain or loss and recorded within net gains (losses) on strategic investments in the condensed consolidated statement of operations.

Leases

Effective at the start of fiscal 2020, the Company adopted the provisions and expanded disclosure requirements described in Topic 842. The Company adopted the standard using the prospective method. Accordingly, the results for the prior comparable periods were not adjusted to conform to the current period measurement or recognition of results.

The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets, operating lease liabilities, current and noncurrent operating lease liabilities on the Company's condensed consolidated balance sheets. Finance leases are included in property and equipment, accrued expenses and other liabilities, and other noncurrent liabilities on the Company's condensed consolidated balance sheets.

ROU assets represent the Company's right to use an underlying asset for the lease term and the corresponding lease liabilities represent its obligation to make lease payments arising from the lease. Lease ROU assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. The lease ROU asset is reduced for tenant incentives and excludes any initial direct costs incurred. As the Company's leases do not provide an implicit rate, the net present value of future minimum lease payments is determined using the Company's incremental borrowing rate. The Company's incremental borrowing rate is estimated to approximate the interest rate on a collateralized basis with similar terms and payments, in an economic environment where the leased asset is located. The Company's lease terms may include options to extend or terminate the lease. These options are reflected in the ROU asset and lease liability when it is reasonably certain that the Company will exercise the option. The Company reassesses the lease term

if and when a significant event or change in circumstances occurs within the control of the Company, such as construction of significant leasehold improvements that are expected to have economic value when the option becomes exercisable.

Lease expenses for minimum lease payments for operating leases are recognized on a straight-line basis over the lease term. Amortization expense of the ROU asset for finance leases is recognized on a straight-line basis over the lease term and interest expense for finance leases is recognized based on the incremental borrowing rate.

The Company has lease agreements with lease and non-lease components, which it has elected to combine for all asset classes. In addition, the Company does not recognize ROU assets or lease liabilities for leases with a term of 12 months or less of all asset classes.

On the lease commencement date the Company establishes assets and liabilities for the present value of estimated future costs to retire long-lived assets at the termination or expiration of a lease. Such assets are depreciated over the lease term to operating expense.

The Company additionally has entered into subleases for unoccupied leased office space. Any impairments to the ROU asset, leasehold improvements or other assets as a result of a sublease are recognized in the period the sublease is executed and recorded as an operating expense. Any sublease payments received in excess of the straight-line rent payments for the sublease are recorded as an offset to operating expenses and recognized over the sublease life.

Stock-Based Expense

Stock-based expenses related to stock options are measured based on grant date at fair value using the Black-Scholes option pricing model and restricted stock awards based on grant date at fair value using the closing stock price. The Company recognizes stock-based expenses related to stock options and restricted stock awards on a straight-line basis, net of estimated forfeitures, over the requisite service period of the awards, which is generally the vesting term of four years.

Stock-based expenses related to its Amended and Restated 2004 Employee Stock Purchase Plan (“ESPP” or “2004 Employee Stock Purchase Plan”) are measured based on grant date at fair value using the Black-Scholes option pricing model. The Company recognizes stock-based expenses related to shares issued pursuant to the 2004 Employee Stock Purchase Plan on a straight-line basis over the offering period, which is 12 months. The ESPP allows employees to purchase shares of the Company's common stock at a 15 percent discount and also allows employees to reduce their percentage election once during a six month purchase period (December 15 and June 15 of each fiscal year), but not increase that election until the next one-year offering period. The ESPP also includes a re-set provision for the purchase price if the stock price on the purchase date is less than the stock price on the offering date.

Stock-based expenses related to performance share grants, which are awarded to executive officers, are measured based on grant date at fair value using a Monte Carlo simulation model and expensed on a straight-line basis, net of estimated forfeitures, over the service period of the awards, which is generally the vesting term of three years.

The Company, at times, grants unvested restricted shares to employee stockholders of certain acquired companies in lieu of cash consideration. These awards are generally subject to continued post-acquisition employment. Therefore, the Company accounts for them as post-acquisition stock-based expense. The Company recognizes stock-based expense equal to the grant date fair value of the restricted stock awards on a straight-line basis over the requisite service period of the awards, which is generally four years.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on temporary differences between the financial statement and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax laws is recognized in the condensed consolidated statements of operations in the period that includes the enactment date.

The Company’s tax positions are subject to income tax audits by multiple tax jurisdictions throughout the world. The Company recognizes the tax benefit of an uncertain tax position only if it is more likely than not that the position is sustainable upon examination by the taxing authority, solely based on its technical merits. The tax benefit recognized is measured as the largest amount of benefit which is greater than 50 percent likely to be realized upon settlement with the taxing authority. The Company recognizes interest accrued and penalties related to unrecognized tax benefits in the income tax provision.

Valuation allowances are established when necessary to reduce deferred tax assets to the amounts that are more likely than not expected to be realized based on the weighting of positive and negative evidence. Future realization of deferred tax assets ultimately depends on the existence of sufficient taxable income of the appropriate character (for example, ordinary income or capital gain) within the carryback or carryforward periods available under the applicable tax law. The Company regularly reviews the deferred tax assets for recoverability based on historical taxable income, projected future taxable income, the expected timing of the reversals of existing temporary differences and tax planning strategies. The Company’s judgments

regarding future profitability may change due to many factors, including future market conditions and the ability to successfully execute its business plans. Should there be a change in the ability to recover deferred tax assets, the tax provision would increase or decrease in the period in which the assessment is changed.

Foreign Currency Translation

The functional currency of the Company's major foreign subsidiaries is generally the local currency. Adjustments resulting from translating foreign functional currency financial statements into U.S. dollars are recorded as a separate component on the condensed consolidated statement of comprehensive income. Foreign currency transaction gains and losses are included in other income in the condensed consolidated statement of operations for the period. All assets and liabilities denominated in a foreign currency are translated into U.S. dollars at the exchange rate on the balance sheet date. Revenues and expenses are translated at the average exchange rate during the period. Equity transactions are translated using historical exchange rates.

Warranties and Indemnification

The Company's enterprise cloud computing services are typically warranted to perform in a manner consistent with general industry standards that are reasonably applicable and materially in accordance with the Company's online help documentation under normal use and circumstances.

The Company's arrangements generally include certain provisions for indemnifying customers against liabilities if its products or services infringe a third party's intellectual property rights. To date, the Company has not incurred any material costs as a result of such obligations and has not accrued any material liabilities related to such obligations in the accompanying condensed consolidated financial statements.

The Company has also agreed to indemnify its directors and executive officers for costs associated with any fees, expenses, judgments, fines and settlement amounts incurred by any of these persons in any action or proceeding to which any of those persons is, or is threatened to be, made a party by reason of the person's service as a director or officer, including any action by the Company, arising out of that person's services as the Company's director or officer or that person's services provided to any other company or enterprise at the Company's request. The Company maintains director and officer insurance coverage that would generally enable the Company to recover a portion of any future amounts paid. The Company may also be subject to indemnification obligations by law with respect to the actions of its employees under certain circumstances and in certain jurisdictions.

New Accounting Pronouncements Adopted in Fiscal 2020

ASU 2016-02

In February 2016, the FASB issued Topic 842, which requires lessees to record most leases on their balance sheet but recognize the expenses on their statement of operations and cash flows on the statement of cash flows in a manner similar to previous accounting guidance. Topic 842 generally requires that lessees recognize operating and financing liabilities for the obligation to make lease payments and a right-to-use asset for the right to use the underlying asset for the lease term.

Effective on February 1, 2019, the Company adopted the provisions and expanded disclosure requirements described in Topic 842. The Company adopted the standard using the transitional provision of Accounting Standards Update 2018-11, "Leases (Topic 842) Targeted Improvements" ("ASU 2018-11"), which allows for the adoption of Topic 842 to be applied prospectively at the beginning of the fiscal year of adoption. As such, the condensed consolidated balance sheet is not comparable with that as of January 31, 2019. The Company elected the package of practical expedients and therefore did not reassess prior conclusions on whether contracts are or contain a lease, lease classification, and initial direct costs. The Company did not use hindsight when determining the lease term.

Upon adoption of Topic 842, leases previously designated as operating leases are now reported on the condensed consolidated balance sheet, which has materially increased total assets and liabilities. Specifically, the Company recorded operating lease ROU assets of approximately $2.9 billion and corresponding operating lease liabilities of $3.1 billion on its opening condensed consolidated balance sheet. Leases previously designated as capital leases are now identified as finance leases and continue to be reported on the condensed consolidated balance sheet. In addition, the previously recorded financing obligation and building asset associated with the Company's leased facility at 350 Mission Street was derecognized and the lease is now accounted for as a finance lease on the Company's condensed consolidated balance sheet. Topic 842 did not have a material impact to the Company's condensed consolidated statement of operations or net cash provided by operating activities. The adoption did not impact the Company's compliance with its debt covenants.

Accounting Pronouncements Pending Adoption

ASU 2016-13

In June 2016, the FASB issued Accounting Standards Update No. 2016-13 (ASU 2016-13) "Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments," which requires the measurement and recognition of expected credit losses for financial assets held at amortized cost, which includes the Company's accounts receivables, certain financial instruments and contract assets. ASU 2016-13 replaces the existing incurred loss impairment model with an expected loss methodology, which will result in more timely recognition of credit losses. ASU 2016-13 is effective for annual reporting periods, and interim periods within those years, beginning after December 15, 2019, and requires a cumulative effect adjustment to the balance sheet as of the beginning of the first reporting period in which the guidance is effective. The Company is evaluating the impact of the adoption of ASU 2016-13 on its consolidated financial statements in order to adopt the new standard in the first quarter of fiscal 2021.

Reclassifications

Certain reclassifications to fiscal 2019 balances were made to conform to the current period presentation in the condensed consolidated balance sheets, statements of operations and statements of cash flows. These reclassifications did not affect net cash provided by operating, investing, or financing activities.

2. Revenues

Disaggregation of Revenue

Subscription and Support Revenue by the Company's service offerings

Subscription and support revenues consisted of the following (in millions):

	Three Months Ended July 31,		Six Months Ended July 31,	
	2019	2018	2019	2018
Sales Cloud	$ 1,130	$ 1,004	$ 2,203	$ 1,969
Service Cloud	1,087	892	2,107	1,740
Salesforce Platform and Other	912	712	1,754	1,287
Marketing and Commerce Cloud	616	452	1,177	874
	$ 3,745	$ 3,060	$ 7,241	$ 5,870

Total Revenue by Geographic Locations

Revenues by geographical region consisted of the following (in millions):

	Three Months Ended July 31,		Six Months Ended July 31,	
	2019	2018	2019	2018
Americas	$ 2,816	$ 2,338	$ 5,433	$ 4,439
Europe	786	629	1,541	1,235
Asia Pacific	395	314	760	613
	$ 3,997	$ 3,281	$ 7,734	$ 6,287

Revenues by geography are determined based on the region of the Company's contracting entity, which may be different than the region of the customer. Americas revenue attributed to the United States was approximately 96 percent during the three and six months ended July 31, 2019 and 2018. No other country represented more than ten percent of total revenue during the three and six months ended July 31, 2019 and 2018, respectively.

Contract Balances

Contract Asset

As described in Note 1, subscription and support revenue is generally recognized ratably over the contract term beginning on the commencement date of each contract. License revenue is recognized as the licenses are delivered. The Company records a contract asset when revenue recognized on a contract exceeds the billings. The Company's standard billing terms are annual in advance. Contract assets were $268 million as of July 31, 2019 as compared to $215 million as of January 31, 2019 which is included in prepaid expenses and other current assets on the condensed consolidated balance sheet. Impairments of contract assets were immaterial during the three and six months ended July 31, 2019 and 2018, respectively.

Unearned Revenue

Unearned revenue represents amounts that have been invoiced in advance of revenue recognition and is recognized as revenue when transfer of control to customers has occurred or services have been provided. The unearned revenue balance does not represent the total contract value of annual or multi-year, non-cancelable subscription agreements. The Company records unearned revenue when the billings on a contract exceed the revenue recognized. The Company generally invoices customers in annual installments. The unearned revenue balance is influenced by several factors, including seasonality, the compounding effects of renewals, invoice duration, invoice timing, dollar size and new business linearity within the quarter.

The change in unearned revenue was as follows (in millions):

	Three Months Ended July 31,		Six Months Ended July 31,	
	2019	2018	2019	2018
Unearned revenue, beginning of period	$ 7,585	$ 6,201	$ 8,564	$ 6,995
Billings and other*	3,396	2,875	6,110	5,086
Contribution from contract asset	7	31	51	25
Revenue recognized ratably over time	(3,736)	(3,056)	(7,223)	(5,924)
Revenue recognized over time as delivered	(174)	(162)	(346)	(299)
Revenue recognized at a point in time	(87)	(63)	(165)	(64)
Unearned revenue from business combinations	151	57	151	64
Unearned revenue, end of period	$ 7,142	$ 5,883	$ 7,142	$ 5,883

**Other includes, for example, the impact of foreign currency translation*

Revenue recognized ratably over time is generally billed in advance and includes Cloud Services, the related support and advisory services. The majority of revenue recognized for these services is from the beginning of period unearned revenue balance.

Revenue recognized over time as delivered includes professional services billed on a time and materials basis, fixed fee professional services and training classes that are primarily billed, delivered and recognized within the same reporting period. The majority of revenue recognized is billed and recognized in the current period.

Revenue recognized at a point in time substantially includes the portion of software subscriptions allocated to the on-premise software element, which either resulted in smaller unearned revenue or a contract asset.

Remaining Performance Obligation

Transaction price allocated to the remaining performance obligation, referred to by the Company as remaining performance obligation, represents contracted revenue that has not yet been recognized, which includes unearned revenue and unbilled amounts that will be recognized as revenue in future periods. Transaction price allocated to the remaining performance obligation is influenced by several factors, including seasonality, the timing of renewals, the timing of delivery of software licenses, average contract terms and foreign currency exchange rates. Unbilled portions of the remaining performance obligation denominated in foreign currencies are revalued each period based on the period end exchange rates. Unbilled portions of the remaining performance obligation are subject to future economic risks including bankruptcies, regulatory changes and other market factors.

The Company excludes amounts related to performance obligation that are billed and recognized as they are delivered. This primarily consists of professional services contracts that are on a time-and-materials basis.

The majority of the Company's noncurrent remaining performance obligation is expected to be recognized in the next 13 to 36 months.

Remaining performance obligation consisted of the following (in billions):

	Current	Noncurrent	Total
As of July 31, 2019	$ 12.1	$ 13.2	$ 25.3
As of January 31, 2019	$ 11.9	$ 13.8	$ 25.7

3. Investments

Marketable Securities

At July 31, 2019, marketable securities consisted of the following (in millions):

Investments classified as Marketable Securities	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Corporate notes and obligations	$ 1,474	$ 3	$ (1)	$ 1,476
U.S. treasury securities	123	0	(1)	122
Mortgage backed obligations	88	0	0	88
Asset backed securities	504	1	0	505
Municipal securities	109	0	0	109
Foreign government obligations	49	0	0	49
U.S. agency obligations	10	0	0	10
Time deposits	8	0	0	8
Covered bonds	165	0	0	165
Total marketable securities	$ 2,530	$ 4	$ (2)	$ 2,532

At January 31, 2019, marketable securities consisted of the following (in millions):

Investments classified as Marketable Securities	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Corporate notes and obligations	$ 1,027	$ 0	$ (8)	$ 1,019
U.S. treasury securities	89	0	(1)	88
Mortgage backed obligations	79	0	(1)	78
Asset backed securities	245	0	(1)	244
Municipal securities	104	0	0	104
Foreign government obligations	58	0	(1)	57
U.S. agency obligations	4	0	0	4
Time deposits	4	0	0	4
Covered bonds	75	0	0	75
Total marketable securities	$ 1,685	$ 0	$ (12)	$ 1,673

The contractual maturities of the investments classified as marketable securities are as follows (in millions):

	As of	
	July 31, 2019	January 31, 2019
Due within 1 year	$ 1,081	$ 482
Due in 1 year through 5 years	1,446	1,189
Due in 5 years through 10 years	5	2
	$ 2,532	$ 1,673

As of July 31, 2019, the following marketable securities were in an unrealized loss position (in millions):

	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Corporate notes and obligations	$ 0	$ 0	$ 158	$ (1)	$ 158	$ (1)
U.S. treasury securities	0	0	47	(1)	47	(1)
	$ 0	$ 0	$ 205	$ (2)	$ 205	$ (2)

The unrealized losses for each of the fixed rate marketable securities were less than $1 million. The Company does not believe any of the unrealized losses represent an other-than-temporary impairment based on its evaluation of available evidence as of July 31, 2019, such as the Company's intent to hold the investment and whether it is more likely than not that the

Company will be required to sell the investment before recovery of the investment's amortized basis. The Company expects to receive the full principal and interest on all of these marketable securities.

Investment Income

Investment income consists of interest income, realized gains and realized losses on the Company’s cash, cash equivalents and marketable securities. The components of investment income are presented below (in millions):

	Three Months Ended July 31,		Six Months Ended July 31,	
	2019	2018	2019	2018
Interest income	$ 31	$ 12	$ 57	$ 32
Realized gains	1	0	1	1
Realized losses	(1)	0	(1)	(5)
Investment income	$ 31	$ 12	$ 57	$ 28

Strategic Investments

Strategic investments by form and measurement category as of July 31, 2019 were as follows (in millions):

	Measurement Category			
	Fair Value (1)	Measurement Alternative	Other (2)	Total
Equity securities	$ 607	$ 917	$ 57	$ 1,581
Debt securities	0	0	33	33
Balance as of July 31, 2019	$ 607	$ 917	$ 90	$ 1,614

(1) Equity securities under fair value represent the carrying value of strategic investments in publicly held equity securities.
(2) Other includes the Company's investments accounted for under the equity method of accounting or amortized cost.

Strategic investments by form and measurement category as of January 31, 2019 were as follows (in millions):

	Measurement Category			
	Fair Value (1)	Measurement Alternative	Other (2)	Total
Equity securities	$ 436	$ 785	$ 50	$ 1,271
Debt securities	0	0	31	31
Balance as of January 31, 2019	$ 436	$ 785	$ 81	$ 1,302

(1) Equity securities under fair value represent the carrying value of strategic investments in publicly held equity securities.
(2) Other includes the Company's investments accounted for under the equity method of accounting or amortized cost.

Measurement Alternative Adjustments

Privately held equity securities accounted for under the measurement alternative included in the table above for the three and six months ended July 31, 2019 and 2018 were as follows (in millions):

	Three Months Ended July 31,		Six Months Ended July 31,	
	2019	2018	2019	2018
Carrying amount, beginning of period	$ 927	$ 554	$ 785	$ 548
Adjustments related to privately held equity securities:				
Net additions (reductions) (1)	(9)	19	11	30
Impairments and downward adjustments	(33)	(5)	(51)	(23)
Upward adjustments	32	99	172	112
Carrying amount, end of period	$ 917	$ 667	$ 917	$ 667

(1) Net reductions include sales of securities and reclassifications due to changes to capital structure.

Since the adoption of ASU 2016-01 on February 1, 2018, cumulative impairments and downward adjustments were $83 million and cumulative upward adjustments were $346 million through July 31, 2019.

Gains (losses) on strategic investments, net

Gains and losses recognized in the three and six months ended July 31, 2019 and 2018 were as follows (in millions):

	Three Months Ended July 31,		Six Months Ended July 31,	
	2019	2018	2019	2018
Net gains recognized on publicly traded securities	$ 66	$ 65	$ 216	$ 276
Net gains recognized on privately held securities	0	90	122	81
Net gains recognized on sales of equity securities	43	1	62	9
Net gains (losses) recognized on debt securities	0	(13)	(10)	(12)
Gains on strategic investments, net	$ 109	$ 143	$ 390	$ 354

Net gains recognized in the three and six months ended July 31, 2019 for investments still held as of July 31, 2019 were $66 million and $328 million, respectively. This excludes recognized gains on the sale of our equity securities for the three and six months ended July 31, 2019 of $43 million and $62 million, respectively.

In April 2019, the Company made a strategic investment of $100 million in cash for common shares of a technology company in a private placement concurrent with the investee company's initial public offering. The Company's shares are subject to a 365-day market standoff agreement. As of July 31, 2019, the fair value of the investment was approximately $265 million. The investment was made as part of the Company's overall strategy of investing in complementary companies to facilitate potential alignment and integration into the Company's offerings or product features. The Company's ownership interest represents approximately one percent of the economic interest of the investee company's outstanding capital stock.

4. Derivatives

Details on outstanding foreign currency derivative contracts are presented below (in millions):

	As of	
	July 31, 2019	January 31, 2019
Notional amount of foreign currency derivative contracts	$ 4,420	$ 4,496
Fair value of foreign currency derivative contracts	(22)	25

The fair value of the Company's outstanding derivative instruments not designated as hedging instruments are summarized below (in millions):

		As of	
	Balance Sheet Location	July 31, 2019	January 31, 2019
Foreign currency derivative contracts	Prepaid expenses and other current assets	$ 37	$ 42

Gains (losses) on derivative instruments not designated as hedging instruments recorded in other income in the condensed consolidated statements of operations during the three and six months ended July 31, 2019 and 2018, respectively, are summarized below (in millions):

	Three Months Ended July 31,		Six Months Ended July 31,	
	2019	2018	2019	2018
Foreign currency derivative contracts	$ (35)	$ (10)	$ 1	$ 10

5. Fair Value Measurement

The Company uses a three-tier fair value hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

Level 1. Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2. Significant other inputs that are directly or indirectly observable in the marketplace.

Level 3. Significant unobservable inputs which are supported by little or no market activity.

All of the Company’s cash equivalents, marketable securities and foreign currency derivative contracts are classified within Level 1 or Level 2 because the Company’s cash equivalents, marketable securities and foreign currency derivative contracts are valued using quoted market prices or alternative pricing sources and models utilizing observable market inputs.

The following table presents information about the Company’s assets that are measured at fair value as of July 31, 2019 and indicates the fair value hierarchy of the valuation (in millions):

Description	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of July 31, 2019
Cash equivalents (1):				
Time deposits	$ 0	$ 622	$ 0	$ 622
Money market mutual funds	829	0	0	829
Marketable securities:				
Corporate notes and obligations	0	1,476	0	1,476
U.S. treasury securities	0	122	0	122
Mortgage backed obligations	0	88	0	88
Asset backed securities	0	505	0	505
Municipal securities	0	109	0	109
Foreign government obligations	0	49	0	49
U.S. agency obligations	0	10	0	10
Time deposits	0	8	0	8
Covered bonds	0	165	0	165
Strategic investments:				
Publicly held equity securities	607	0	0	607
Foreign currency derivative contracts (2)	0	37	0	37
Total assets	$ 1,436	$ 3,191	$ 0	$ 4,627

(1) Included in “cash and cash equivalents” in the accompanying condensed consolidated balance sheet as of July 31, 2019, in addition to $2.1 billion of cash.
(2) Included in “prepaid expenses and other current assets” in the accompanying condensed consolidated balance sheet as of July 31, 2019.

The following table presents information about the Company's assets that are measured at fair value as of January 31, 2019 and indicates the fair value hierarchy of the valuation (in millions):

Description	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of January 31, 2019
Cash equivalents (1):				
Time deposits	$ 0	$ 314	$ 0	$ 314
Money market mutual funds	1,234	0	0	1,234
Marketable securities:				
Corporate notes and obligations	0	1,019	0	1,019
U.S. treasury securities	0	88	0	88
Mortgage backed obligations	0	78	0	78
Asset backed securities	0	244	0	244
Municipal securities	0	104	0	104
Foreign government obligations	0	57	0	57
U.S. agency obligations	0	4	0	4
Time deposits	0	4	0	4
Covered bonds	0	75	0	75
Strategic investments:				
Publicly held equity securities	436	0	0	436
Foreign currency derivative contracts (2)	0	42	0	42
Total assets	$ 1,670	$ 2,029	$ 0	$ 3,699

(1) Included in "cash and cash equivalents" in the accompanying condensed consolidated balance sheet as of January 31, 2019, in addition to $1.1 billion of cash.
(2) Included in "prepaid expenses and other current assets" in the accompanying condensed consolidated balance sheet as of January 31, 2019.

Strategic investments measured and recorded at fair value on a non-recurring basis

The Company's privately held debt and equity securities and equity method investments are recorded at fair value only if an impairment or observable price adjustment is recognized in the current period. If an impairment or observable price adjustment is recognized on the Company's non-marketable equity securities during the period, the Company classifies these assets as Level 3 within the fair value hierarchy based on the nature of the fair value inputs.

The Company classified privately held debt and equity securities and equity method investments as Level 3. The Company's privately held debt and equity securities and equity method investments amounted to $1.0 billion as of July 31, 2019 and $0.9 billion as of January 31, 2019.

6. Business Combinations

Salesforce.org

In June 2019, Salesforce.org, the independent nonprofit social enterprise that resold the Company's service offerings to non-profit and higher education organizations, was combined with the Company. The Company has included the financial results of Salesforce.org, which are not material, in the condensed consolidated financial statements from the date of acquisition. The transaction costs associated with the acquisition were not material.

The Company paid a one-time cash payment of $300 million for all shares of Salesforce.org to the independent, non-consolidated Salesforce.com Foundation (also referred to as the Foundation), which is considered a related party as discussed in Note 14 "Related-Party Transactions."

Prior to the business combination, the Company and Salesforce.org had existing reseller and resource sharing agreements that, among other things, allowed Salesforce.org the right to resell select Company offerings and related upgraded support to non-profit organizations and for-profit and non-profit educational institutions free of charge or at discounted prices. Both agreements were effectively settled upon consummation of the business combination.

Using an income approach, the Company assessed the contractual terms and conditions of the reseller agreement as compared to current market conditions, such as the cost to service contracts sold under the reseller agreement, and determined that the terms were not at fair value. Specifically, the reseller agreement provided favorable terms to Salesforce.org by providing the Company's products and services at no cost. As a result, the Company recorded a non-cash charge of approximately $166 million within operating expenses on the date the transaction closed. The loss represents the difference between the value of the remaining performance obligation recorded by Salesforce.org under the reseller agreement and the value of the remaining performance obligation if those same contracts had been sold at fair value.

The following table summarizes the business combination (in millions):

Cash	$	300
Loss on settlement of Salesforce.org reseller agreement		(166)
Total	$	134

The following table summarizes the fair value of assets acquired and liabilities assumed as of the date of acquisition (in millions):

	Fair Value	
Cash and cash equivalents	$	54
Deferred tax asset, current		47
Other current and noncurrent assets		46
Goodwill		164
Accounts payable, accrued expenses and other liabilities, current and noncurrent		(39)
Unearned revenue		(138)
Net assets acquired	$	134

The excess of purchase consideration over the fair value of net tangible liabilities assumed was recorded as goodwill, which is primarily attributed to the assembled workforce and expanded market opportunities, for which there is no basis for U.S. income tax purposes. The fair values assigned to tangible assets acquired and liabilities assumed are based on management's estimates and assumptions and may be subject to change as additional information is received and certain tax returns are finalized. The Company expects to finalize the valuation as soon as practicable, but not later than one year from the acquisition date.

MapAnything

In May 2019, the Company acquired all outstanding stock of MapAnything, Inc. ("MapAnything"), which integrates map-based visualization, asset tracking and route optimization for field sales and service teams. The Company has included the financial results of MapAnything, which are not material, in the condensed consolidated financial statements from the date of acquisition. The transaction costs associated with the acquisition were not material.

The acquisition date fair value of the consideration transferred for MapAnything was approximately $213 million, which consisted of cash and the fair value of stock options and restricted stock awards assumed. The Company recorded approximately $53 million for developed technology and customer relationships with estimated useful lives of four to five years. The Company recorded approximately $152 million of goodwill which is primarily attributed to the assembled workforce and expanded market opportunities from integrating MapAnything's technology with the Company's other offerings. The majority of the goodwill balance is not deductible for U.S. income tax purposes. The fair values assigned to tangible assets acquired and liabilities assumed are based on management's estimates and assumptions and may be subject to change as additional information is received and certain tax returns are finalized. The Company expects to finalize the valuation as soon as practicable, but not later than one year from the acquisition date.

The Company invested $23 million in a noncontrolling equity investment in MapAnything prior to the acquisition. The Company recognized a gain of approximately $9 million as a result of remeasuring its prior equity interest in MapAnything held before the business combination. The gain is included in gains on strategic investments, net in the condensed consolidated statement of operations.

7. Intangible Assets Acquired Through Business Combinations and Goodwill

Intangible assets acquired through business combinations

Intangible assets acquired through business combinations are as follows (in millions):

	Intangible Assets, Gross			Accumulated Amortization			Intangible Assets, Net		Weighted Average Remaining Useful Life (Years)
	Jan 31, 2019	Additions and retirements, net	July 31, 2019	Jan 31, 2019	Expense and retirements, net	July 31, 2019	Jan 31, 2019	July 31, 2019	
Acquired developed technology	$ 1,429	$ 33	$ 1,462	$ (889)	$ (123)	$ (1,012)	$ 540	$ 450	2.6
Customer relationships	1,938	25	1,963	(560)	(129)	(689)	1,378	1,274	5.9
Other (1)	52	0	52	(47)	(4)	(51)	5	1	1.0
Total	$ 3,419	$ 58	$ 3,477	$ (1,496)	$ (256)	$ (1,752)	$ 1,923	$ 1,725	5.0

(1) Included in other are trade names, trademarks and territory rights.

Amortization of intangible assets resulting from business combinations for the three months ended July 31, 2019 and 2018 was $127 million and $119 million, respectively, and for the six months ended July 31, 2019 and 2018 was $256 million and $188 million, respectively.

The expected future amortization expense for intangible assets as of July 31, 2019 is as follows (in millions):

Fiscal Period:	
Remaining six months of Fiscal 2020	$ 228
Fiscal 2021	429
Fiscal 2022	366
Fiscal 2023	218
Fiscal 2024	152
Thereafter	332
Total amortization expense	$ 1,725

Customer contract assets acquired through business combinations

Customer contract assets resulting from business combinations reflects the fair value of future billings of amounts that are contractually committed by acquired companies' existing customers as of the acquisition date. Customer contract assets are amortized over the corresponding contract terms. Customer contract assets resulting from business combinations at July 31, 2019 and January 31, 2019 were $81 million and $121 million, respectively, and are included in other assets on the condensed consolidated balance sheets.

Goodwill

Goodwill represents the excess of the purchase price in a business combination over the fair value of net assets acquired. Goodwill amounts are not amortized, but rather tested for impairment at least annually during the fourth quarter.

The changes in the carrying amounts of goodwill, which is generally not deductible for tax purposes, were as follows (in millions):

Balance as of January 31, 2019	$ 12,851
Salesforce.org	164
MapAnything	152
Other acquisitions and adjustments (1)	32
Balance as of July 31, 2019	$ 13,199

(1) Adjustments include adjustments of acquisition date fair value, including the effect of foreign currency translation.

8. Debt

The carrying values of the Company's borrowings were as follows (in millions):

Instrument	Date of issuance	Maturity date	Effective interest rate for the three months ended July 31, 2019	July 31, 2019	January 31, 2019
2021 Term Loan	May 2018	May 2021	3.18%	$ 299 (1)	$ 499
2023 Senior Notes	April 2018	April 2023	3.26%	994	993
2028 Senior Notes	April 2018	April 2028	3.70%	1,489	1,488
Loan assumed on 50 Fremont	February 2015	June 2023	3.75%	195	196
Total carrying value of debt				2,977	3,176
Less current portion of debt				(4)	(3)
Total noncurrent debt				$ 2,973	$ 3,173

(1) The Company repaid $200 million of the 2021 Term Loan in June 2019.

Each of the Company's debt agreements requires it to maintain compliance with certain debt covenants, all of which the Company was in compliance with as of July 31, 2019.

The expected future principal payments for all borrowings as of July 31, 2019 is as follows (in millions):

Fiscal period:	
Remaining six months of Fiscal 2020	$ 2
Fiscal 2021	4
Fiscal 2022	304
Fiscal 2023	4
Fiscal 2024	1,182
Thereafter	1,500
Total principal outstanding	$ 2,996

Revolving Credit Facility

In April 2018, the Company entered into a Second Amended and Restated Credit Agreement ("Revolving Loan Credit Agreement") with Wells Fargo Bank, National Association, and certain other institutional lenders that provides for $1.0 billion unsecured revolving credit facility (“Credit Facility”) that matures in April 2023. The Revolving Loan Credit Agreement amended and restated the Company’s existing revolving credit facility dated July 2016. The Company may use the proceeds of future borrowings under the Credit Facility for refinancing other indebtedness, working capital, capital expenditures and other general corporate purposes, including permitted acquisitions.

There were no outstanding borrowings under the Credit Facility as of July 31, 2019. The Company continues to pay a commitment fee on the available amount of the Credit Facility, which is included within interest expense in the Company's condensed consolidated statement of operations.

Interest Expense on Debt

The following table sets forth total interest expense recognized related to debt (in millions):

	Three Months Ended July 31,		Six Months Ended July 31,	
	2019	2018	2019	2018
Contractual interest expense	$ 28	$ 31	$ 56	$ 42
Amortization of debt issuance costs	1	1	2	13
Amortization of debt discount	0	0	0	4
	$ 29	$ 32	$ 58	$ 59

9. Stockholders' Equity

The fair value of the Company's stock options and ESPP shares was estimated on the date of grant and the first day of the ESPP purchase period, respectively, using the Black-Scholes option pricing model. The weighted-average fair value per share for stock options grants was $38.97 and $40.69 in the three and six months ended July 31, 2019, respectively, compared to $32.35 and $28.69 in the three and six months ended July 31, 2018, respectively. The weighted-average fair value per share for ESPP shares was $38.88 in the three months ended July 31, 2019 compared to $32.26 in the three months ended July 31, 2018.

Stock option activity for the six months ended July 31, 2019 is as follows:

	Options Outstanding		
	Outstanding Stock Options (in millions)	Weighted-Average Exercise Price	Aggregate Intrinsic Value (in millions)
Balance as of January 31, 2019	26	$ 74.15	
Options granted under all plans	6	160.40	
Exercised	(3)	55.34	
Canceled	(1)	108.14	
Balance as of July 31, 2019	28	$ 94.60	$ 1,745
Vested or expected to vest	26	$ 91.53	$ 1,699
Exercisable as of July 31, 2019	13	$ 65.76	$ 1,236

The following table summarizes information about stock options outstanding as of July 31, 2019:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number Outstanding (in millions)	Weighted-Average Remaining Contractual Life (Years)	Weighted-Average Exercise Price	Number of Shares (in millions)	Weighted-Average Exercise Price
$0.27 to $52.30	5	4.2	$ 30.34	4	$ 33.10
$54.36 to $75.57	7	3.6	67.79	5	65.73
$76.48 to $113.00	4	3.7	84.54	3	82.74
$118.04	5	5.6	118.04	1	118.04
$122.03 to $158.76	1	6.3	141.75	0	0.00
$161.50	6	6.6	161.50	0	0.00
	28	4.8	$ 94.60	13	$ 65.76

Restricted stock activity for the six months ended July 31, 2019 is as follows:

	Restricted Stock Outstanding		
	Outstanding (in millions)	Weighted Average Grant Date Fair Value	Aggregate Intrinsic Value (in millions)
Balance as of January 31, 2019	21	$ 103.33	
Granted - restricted stock units and awards	9	160.75	
Granted - performance-based stock units	1	161.50	
Canceled	(1)	108.35	
Vested and converted to shares	(6)	99.70	
Balance as of July 31, 2019	24	$ 126.53	$ 3,687
Expected to vest	20		$ 3,148

During the six months ended July 31, 2019, the Company recognized stock-based expense related to its equity plans for employees and non-employee directors of $731 million. As of July 31, 2019, the aggregate stock compensation remaining to be amortized to costs and expenses was approximately $3.4 billion. The Company will amortize this stock compensation balance as follows: $778 million during the remaining six months of fiscal 2020; $1.1 billion during fiscal 2021; $875 million during fiscal 2022; $525 million during fiscal 2023 and $82 million during fiscal 2024. The expected amortization reflects only

outstanding stock awards as of July 31, 2019 and assumes no forfeiture activity. The aggregate stock compensation remaining to be amortized to costs and expenses will be recognized over a remaining weighted average period of two years.

Shares reserved and available for future issuance as of July 31, 2019 and January 31, 2019 were 133 million shares and 115 million shares, respectively.

10. Income Taxes

Effective Tax Rate

The Company computes its year-to-date provision for income taxes by applying the estimated annual effective tax rate to year-to-date pretax income or loss and adjusts the provision for discrete tax items recorded in the period. For the six months ended July 31, 2019, the Company reported a tax provision of $163 million on a pretax income of $646 million, which resulted in an effective tax rate of 25 percent. The Company's effective tax rate differs from the U.S. statutory rate of 21 percent primarily due to profitable jurisdictions outside of the United States subject to tax rates greater than 21 percent, offset by excess tax benefits from stock-based compensation.

For the six months ended July 31, 2018, the Company reported a tax benefit of $27 million on a pretax income of $616 million, which resulted in a negative effective tax rate of 4 percent. Included in this tax amount was a discrete tax benefit of $139 million from a partial release of the valuation allowance in connection with the acquisition of MuleSoft. The net deferred tax liability from the acquisition of MuleSoft provided a source of additional income to support the realizability of the Company's pre-existing deferred tax assets and, as a result, the Company released a portion of its valuation allowance. The tax benefit associated with the release of the valuation allowance was partially offset by income taxes in profitable jurisdictions outside of the United States.

Unrecognized Tax Benefits and Other Considerations

The Company records liabilities related to its uncertain tax positions. Tax positions for the Company and its subsidiaries are subject to income tax audits by multiple tax jurisdictions throughout the world. Certain prior year tax returns are currently being examined or reviewed by various taxing authorities in countries including the United States, United Kingdom and Germany. In March 2017, the Company received the final notice of proposed adjustments primarily related to transfer pricing issues from the Internal Revenue Service. The Company has been appealing the proposed adjustments and is awaiting the final outcome. The Company believes that it has provided adequate reserves for its income tax uncertainties in all open tax years. As the outcome of the tax audits cannot be predicted with certainty, if any issues arising in the Company's tax audits progress in a manner inconsistent with management's expectations, the Company could adjust its provision for income taxes in the future. Any adjustments resulting from the U.S. audits may have a significant impact to the Company's tax provision. In addition, the Company anticipates it is reasonably possible that a decrease of unrecognized tax benefits up to approximately $3 million may occur in the next 12 months, as the applicable statutes of limitations lapse.

11. Earnings Per Share

Basic earnings per share is computed by dividing net income by the weighted-average number of common shares outstanding for the fiscal period. Diluted earnings per share is computed by giving effect to all potential weighted average dilutive common stock, including options, restricted stock units, warrants and the convertible senior notes. The dilutive effect of outstanding awards and convertible securities is reflected in diluted earnings per share by application of the treasury stock method.

A reconciliation of the denominator used in the calculation of basic and diluted earnings per share is as follows (in millions):

	Three Months Ended July 31,		Six Months Ended July 31,	
	2019	2018	2019	2018
Numerator:				
Net income	$ 91	$ 299	$ 483	$ 643
Denominator:				
Weighted-average shares outstanding for basic earnings per share	776	747	774	737
Effect of dilutive securities:				
Convertible senior notes which matured in April 2018	0	0	0	2
Employee stock awards	19	23	21	20
Warrants which settled in June and July 2018	0	4	0	4
Adjusted weighted-average shares outstanding and assumed conversions for diluted earnings per share	795	774	795	763

The weighted-average number of shares outstanding used in the computation of diluted earnings per share does not include the effect of the following potential outstanding common stock. The effects of these potentially outstanding shares were not included in the calculation of diluted earnings per share because the effect would have been anti-dilutive (in millions):

	Three Months Ended July 31,		Six Months Ended July 31,	
	2019	2018	2019	2018
Employee stock awards	7	7	5	5

12. Leases and Other Commitments

Leases

The Company has operating leases for corporate offices, data centers, and equipment under non-cancelable operating leases with various expiration dates. The leases have remaining terms of 1 year to 23 years, some of which include options to extend for up to 5 years, and some of which include options to terminate within 1 year.

The components of lease expense were as follows (in millions):

	Three Months Ended July 31, 2019	Six Months Ended July 31, 2019
Operating lease cost	$ 217	$ 423
Finance lease cost:		
Amortization of right-of-use assets	$ 17	$ 33
Interest on lease liabilities	5	11
Total finance lease cost	$ 22	$ 44

Supplemental cash flow information related to operating and finance leases was as follows (in millions):

	Three Months Ended July 31, 2019	Six Months Ended July 31, 2019
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash outflows for operating leases	$ 209	$ 391
Operating cash outflows for finance leases	4	8
Financing cash outflows for finance leases	134	136
Right-of-use assets obtained in exchange for lease obligations:		
Operating leases	171	330

Supplemental balance sheet information related to operating and finance leases was as follows (in millions):

	As of July 31, 2019
Operating leases:	
Operating lease right-of-use assets	$ 2,904
Operating lease liabilities, current	$ 706
Noncurrent operating lease liabilities	2,341
Total operating lease liabilities	$ 3,047
Finance leases:	
Buildings and building improvements	$ 325
Computers, equipment and software	468
Accumulated depreciation	(372)
Property and equipment, net	$ 421
Accrued expenses and other liabilities	$ 76
Other noncurrent liabilities	336
Total finance lease liabilities	$ 412

Other information related to leases was as follows:

	As of July 31, 2019
Weighted average remaining lease term	
Operating leases	7 years
Finance leases	21 years
Weighted average discount rate	
Operating leases	2.8%
Finance leases	4.5%

The weighted average remaining lease term for real estate leases with multiple floors with different lease end dates is calculated based on the lease end date for each individual floor.

As of July 31, 2019, the maturities of lease liabilities under non-cancelable operating and finance leases are as follows (in millions):

	Operating Leases	Finance Leases
Fiscal Period:		
Remaining six months of Fiscal 2020	$ 384	$ 36
Fiscal 2021	723	67
Fiscal 2022	516	23
Fiscal 2023	356	23
Fiscal 2024	284	24
Thereafter	1,133	434
Total minimum lease payments	3,396	607
Less: Imputed interest	(349)	(195)
Total	$ 3,047	$ 412

Operating lease amounts above do not include sublease income. The Company has entered into various sublease agreements with third parties. Under these agreements, the Company expects to receive sublease income of approximately $14 million in the remainder of fiscal 2020, $130 million in the next four years and $73 million thereafter.

The Company’s lease terms may include options to extend or terminate the lease. These options are reflected in the Company's future contractual obligations when it is reasonably certain that the Company will exercise that option. The Company did not use hindsight when determining lease term, therefore, as of July 31, 2019, renewal options are only included for the Company's finance lease for 350 Mission.

As of July 31, 2019, the Company has additional operating leases that have not yet commenced totaling $2.0 billion and therefore not reflected on the condensed consolidated balance sheet and tables above. These operating leases include agreements for office facilities to be constructed. These operating leases will commence between fiscal year 2021 and fiscal year 2025 with lease terms of 9 to 17 years.

Of the total operating lease commitment balance, including leases not yet commenced, of $5.4 billion, approximately $4.7 billion is related to facilities space. The remaining commitment amount is primarily related to equipment.

Letters of Credit

As of July 31, 2019, the Company had a total of $92 million in letters of credit outstanding substantially in favor of certain landlords for office space. These letters of credit renew annually and expire at various dates through 2033.

13. Legal Proceedings and Claims

In the ordinary course of business, the Company is or may be involved in various legal or regulatory proceedings, claims or purported class actions related to alleged infringement of third-party patents and other intellectual property rights, commercial, corporate and securities, labor and employment, wage and hour and other claims. The Company has been, and may in the future be put on notice or sued by third-parties for alleged infringement of their proprietary rights, including patent infringement.

In December 2018, the Company was named as a nominal defendant and certain of its current and former directors were named as defendants in a purported shareholder derivative action in the Delaware Court of Chancery. The complaint alleged that excessive compensation was paid to such directors for their service, included claims of breach of fiduciary duty and unjust enrichment, and sought restitution and disgorgement of a portion of the directors' compensation. Subsequently, three similar shareholder derivative actions were filed in the Delaware Court of Chancery. The cases have been consolidated under the caption *In re Salesforce.com, Inc. Derivative Litigation*. The Company believes that the ultimate outcome of this litigation will not materially and adversely affect its business, financial condition, results of operations or cash flows.

Tableau Litigation

In July and August 2017, two substantially similar securities class action complaints were filed against Tableau Software, Inc. ("Tableau") and two of its now former executive officers. The first complaint was filed in the U.S. District for the Southern District of New York (the “Scheufele Action”). The second complaint was filed in the U.S. District Court for the Western District of Washington and was voluntarily dismissed on October 17, 2017. In December 2017, the lead plaintiff in the Scheufele Action filed an amended complaint, which alleged that between February 5, 2015 and February 4, 2016, Tableau and certain of its executive officers violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder, in connection with statements regarding Tableau’s business and operations by allegedly failing to disclose that product launches and software upgrades by competitors were negatively impacting Tableau’s competitive position and profitability. The amended complaint sought unspecified damages, interest, attorneys’ fees and other costs. In February 2018, the lead plaintiff filed a second amended complaint (the "SAC"), which contains substantially similar allegations as the amended complaint, and added as defendants two of Tableau’s now former executive officers and directors. Defendants filed a motion to dismiss the SAC in March 2018, which was denied in February 2019. Defendants filed an answer to the SAC in March 2019, and subsequently amended their answer in April 2019.

In August 2018, Tableau was named as a nominal defendant in a purported shareholder derivative action in the United States District Court for the District of Delaware, allegedly on behalf of and for the benefit of Tableau, against certain of its now former directors and officers. The derivative action arises out of many of the factual allegations at issue in the Scheufele Action, and generally alleges that the individual defendants breached fiduciary duties owed to Tableau. The complaint seeks unspecified damages and equitable relief, attorneys' fees, costs and expenses. The case is currently stayed.

In July 2019, three civil actions were filed against Tableau and each of the members of Tableau’s board of directors as of the dates of the complaints asserting claims under Sections 14(e), 14(d), and 20(a) of the Exchange Act challenging the adequacy of certain public disclosures made by Tableau concerning its proposed transaction with Salesforce. Salesforce was named as a defendant in one of these three actions. Specifically, Shiva Stein, a purported Tableau stockholder, commenced an action in the United States District Court for the District of Delaware (the “Stein Action”); Marcy Curtis, a purported Tableau stockholder, commenced a putative class action in the United States District Court for the District of Delaware (the “Curtis Action”); and Cathy O'Brien, a purported Tableau stockholder, commenced an action in the United States District Court for the Southern District of New York (the “O'Brien Action”). Salesforce was named as a defendant in the Curtis Action. The plaintiffs

seek, among other things, an injunction that would have prevented the acquisition of Tableau by Salesforce, rescission of the transaction or rescissory damages, an accounting by the defendants for all damages caused to the plaintiffs, and the award of attorneys' fees and expenses. Tableau has not answered the complaint in the Curtis, or O'Brien Actions, and Salesforce has not answered the complaint in the Curtis Action.

In general, the resolution of a legal matter could prevent the Company from offering its service to others, could be material to the Company's financial condition or cash flows, or both, or could otherwise adversely affect the Company's operating results.

The Company makes a provision for a liability relating to legal matters when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, estimated settlements, legal rulings, advice of legal counsel and other information and events pertaining to a particular matter. The outcomes of legal proceedings and other contingencies are, however, inherently unpredictable and subject to significant uncertainties. As a result, the Company is not able to reasonably estimate the amount or range of possible losses in excess of any amounts accrued, including losses that could arise as a result of application of non-monetary remedies, with respect to the contingencies it faces, and the Company's estimates may not prove to be accurate.

In management's opinion, resolution of all current matters is not expected to have a material adverse impact on the Company's condensed consolidated results of operations, cash flows or financial position. However, depending on the nature and timing of any such dispute or other contingency, an unfavorable resolution of a matter could materially affect the Company's current or future results of operations or cash flows, or both, in a particular quarter.

14. Related-Party Transactions

In January 1999, the Foundation was chartered on an idea of leveraging the Company's people, technology and resources to help improve communities around the world. The Company calls this integrated philanthropic approach the 1-1-1 model. Beginning in 2008, Salesforce.org, which was a non-profit public benefit corporation, was established to resell the Company's services to non-profit organizations and certain higher education organizations. As discussed in Note 6, in June 2019, the Company completed a business combination with Salesforce.org.

The Company's Chairman is the chairman of the Foundation and, prior to the closing of the business combination, was the chairman of Salesforce.org. The Company's Chairman holds one of the three Foundation board seats. Prior to the closing of the business combination, the Company's Chairman, one of the Company's employees and one of the Company's board members held three of Salesforce.org's eight board seats. Prior to the closing of the business combination, the Company did not control the Foundation's or Salesforce.org's activities, and accordingly, the Company did not consolidate either of the related entities' statement of activities with its financial results.

Since the Foundation's and Salesforce.org's inception, and prior to the closing of the business combination with Salesforce.org, the Company provided at no charge certain resources to those entities' employees such as office space, furniture, equipment, facilities, services and other resources. The value of these items was approximately $6 million in fiscal 2020, prior to the business combination, and $7 million for the six months ended July 31, 2018.

Additionally, the Company allowed Salesforce.org to donate subscriptions of the Company's services to other qualified non-profit organizations. Prior to the closing of the business combination with Salesforce.org, the value of the subscriptions sold by Salesforce.org to external customers pursuant to the reseller agreement, as amended, was approximately $110 million for fiscal 2020, prior to the business combination, and $117 million for the six months ended July 31, 2018.

As discussed in Note 6 "Business Combinations", in June 2019, the Company reorganized its relationship with Salesforce.org, which was accounted for as a business combination. This transaction did not change the relationship and accounting considerations with the Foundation, as described above.

15. Subsequent Events

Tableau Software, Inc.

On August 1, 2019, pursuant to an Agreement and Plan of Merger dated June 9, 2019, the Company acquired all of the outstanding capital stock of Tableau, which provides a self-service analytics platform that enables users to easily access, prepare, analyze, and present findings in their data. The preliminary acquisition date fair value of the consideration transferred for Tableau is estimated to be approximately $14.9 billion comprised of $14.6 billion in common stock issued, or approximately 96 million shares, and $0.3 billion related to the fair value of stock options and restricted stock awards assumed. The Company will include the financial results of Tableau in the condensed consolidated financial statements from the date of the acquisition on August 1, 2019.

In connection with the acquisition, the Company promptly obtained all regulatory clearances necessary to close, and no divestiture or other remedies were requested by the applicable authorities. In July 2019, the United Kingdom Competition and Markets Authority (the “CMA”) informed the parties that it planned to review the merger. On July 31, 2019, the CMA issued a “hold separate” order requiring Salesforce and Tableau to operate separately while the CMA conducts its review. Although the Company believes that the merger does not raise any competition concerns, it intends to fully comply with the CMA's order and keep the Tableau business operationally separate from Salesforce until the lifting of the order or conclusion of the CMA’s review. Salesforce is working constructively with the CMA to address the CMA's questions as it conducts this review.

ClickSoftware Technologies Ltd.

In August 2019, the Company agreed to acquire the holding company of ClickSoftware Technologies Ltd. (“ClickSoftware”). ClickSoftware is a software company providing field service management solutions. The total consideration for ClickSoftware is estimated to be approximately $1.35 billion, net of the value of shares held by the Company and after taking into consideration customary purchase price adjustments. The purchase price will consist of a mix of cash and Company common stock and includes the assumption of outstanding equity awards held by ClickSoftware employees. The acquisition is expected to close during the Company’s fiscal quarter ending October 31, 2019, subject to customary closing conditions, including the expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act and Israeli antitrust clearance.

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

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended ("Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended ("Exchange Act"). Words such as "expects," "anticipates," "aims," "projects," "intends," "plans," "believes," "estimates," "seeks," "assumes," "may," "should," "could," "would," "foresees," "forecasts," "predicts," "targets," variations of such words and similar expressions are intended to identify such forward-looking statements, which may consist of, among other things, trend analyses and statements regarding future events, future financial performance, anticipated growth and industry prospects. These forward-looking statements are based on current expectations, estimates and forecasts, as well as the beliefs and assumptions of our management, and are subject to risks and uncertainties that are difficult to predict, including: the effect of general economic and market conditions; the impact of geopolitical events; the impact of foreign currency exchange rate and interest rate fluctuations on our results; our business strategy and our plan to build our business, including our strategy to be the leading provider of enterprise cloud computing applications and platforms; the pace of change and innovation in enterprise cloud computing services; the seasonal nature of our sales cycles; the competitive nature of the market in which we participate; our international expansion strategy; the demands on our personnel and infrastructure resulting from significant growth in our customer base and operations, including as a result of acquisitions; our service performance and security, including the resources and costs required to avoid unanticipated downtime and prevent, detect and remediate potential security breaches; the expenses associated with new data centers and third-party infrastructure providers; additional data center capacity; real estate and office facilities space; our operating results and cash flows; new services and product features, including any efforts to expand our services beyond the CRM market; our strategy of acquiring or making investments in complementary businesses, joint ventures, services, technologies and intellectual property rights; the performance and fair value of our investments in complementary businesses through our strategic investment portfolio; our ability to realize the benefits from strategic partnerships, joint ventures and investments; the impact of future gains or losses from our strategic investment portfolio including gains or losses from overall market conditions that may affect the publicly traded companies within our strategic investment portfolio; our ability to execute our business plans; our ability to successfully integrate acquired businesses and technologies, including delays related to the integration of Tableau due to regulatory review by the United Kingdom Competition and Markets Authority; our ability to continue to grow unearned revenue and remaining performance obligation; our ability to protect our intellectual property rights; our ability to develop our brands; our reliance on third-party hardware, software and platform providers; our dependency on the development and maintenance of the infrastructure of the Internet; the effect of evolving domestic and foreign government regulations, including those related to the provision of services on the Internet, those related to accessing the Internet, and those addressing data privacy, cross-border data transfers and import and export controls; the valuation of our deferred tax assets and the release of related valuation allowances; the potential availability of additional tax assets in the future; the impact of new accounting pronouncements and tax laws; uncertainties affecting our ability to estimate our tax rate; uncertainties regarding our tax obligations in connection with potential jurisdictional transfers of intellectual property, including the tax rate, the timing of the transfer and the value of such transferred intellectual property; the impact of expensing stock options and other equity awards; the sufficiency of our capital resources; factors related to our 2023 and 2028 senior notes, revolving credit facility, 2021 term loan and loan associated with 50 Fremont; compliance with our debt covenants and lease obligations; current and potential litigation involving us; and the impact of climate change. These and other risks and uncertainties may cause our actual results to differ materially and adversely from those expressed in any forward-looking statements. Readers are directed to risks and uncertainties identified below under "Risk Factors" and elsewhere in this report for additional detail regarding factors that may cause actual results to be different than those expressed in our forward-looking statements. Except as required by law, we undertake no obligation to revise or update publicly any forward-looking statements for any reason.

Overview

We are a global leader in customer relationship management ("CRM") technology that enables companies to improve their relationships and interactions with customers. We introduced our first CRM solution in 2000, and we have since expanded our service offerings with new editions, features and platform capabilities. Our core mission is to empower our customers of every size and industry to connect with their customers in new ways through existing and emerging technologies, including cloud, mobile, social, Internet of Things ("IoT") and artificial intelligence ("AI").

Our Customer Success Platform - including sales force automation, customer service and support, marketing automation, digital commerce, community management, industry-specific solutions, analytics, integration solutions, application development, IoT integration, collaborative productivity tools, our AppExchange, which is our enterprise cloud marketplace, and our professional cloud services - provides the tools customers need to succeed in a digital world. Key elements of our strategy include:

- cross sell and upsell;

- extend existing service offerings;
- reduce customer attrition;
- expand and strengthen the partner ecosystem;
- expand internationally;
- target vertical industries;
- expand into new horizontal markets;
- extend go-to-market capabilities;
- ensure strong customer adoption; and
- encourage the development of third-party applications on our cloud computing platform.

We are also committed to a sustainable, low-carbon future, advancing equality and diversity, and fostering employee success. We try to integrate social good into everything we do. All of these goals align with our long-term growth strategy and financial and operational priorities, including improving our operating margins.

We believe the factors that will influence our ability to achieve our objectives include: our prospective customers' willingness to migrate to enterprise cloud computing services; our ability to maintain a balanced portfolio of products and customers; the availability, performance and security of our service offerings; our ability to continue to release, and gain customer acceptance of, new and improved features; our ability to successfully integrate acquired businesses and technologies; successful customer adoption and utilization of our service; our ability to continue to meet new and evolving privacy laws and regulations; acceptance of our service offerings in markets where we have few customers; the emergence of additional competitors in our market and improved product offerings by existing and new competitors; the location of new data centers that we operate as well as the new locations of services provided by third-party cloud computing platform providers; third-party developers' willingness to develop applications on our platforms; our ability to attract new personnel and retain and motivate current personnel; and general economic conditions, which could affect our customers' ability and willingness to purchase our services, delay our customers' purchasing decision or affect attrition rates.

To address these factors, we will need to, among other things, continue to add substantial numbers of paying subscriptions, upgrade our customers to fully featured versions or arrangements, provide high quality technical support to our customers, encourage the development of third-party applications on our platforms, realize the benefits from our strategic partnerships and continue to focus on retaining customers at the time of renewal. Our plans to invest for future growth include the continued expansion of our data center capacity, whether internally or through the use of third parties, the hiring of additional personnel, particularly in direct sales, other customer-related areas and research and development, the expansion of domestic and international selling and marketing activities, specifically in our top markets, the continued development of our brands, the addition of distribution channels, the upgrade of our service offerings, the continued development of services including Community Cloud and Industry Clouds, the integration of new and acquired technologies such as Commerce Cloud, AI and Salesforce Quip, the expansion of our Marketing Cloud, Salesforce Platform service offerings and Integration Cloud, and additions to our global infrastructure.

We also regularly evaluate acquisitions or investment opportunities in complementary businesses, joint ventures, services and technologies and intellectual property rights in an effort to expand our service offerings through a disciplined and thoughtful acquisition process. We expect to continue to make such investments and acquisitions in the future and we plan to reinvest a significant portion of our incremental revenue in future periods to grow our business and continue our leadership role in the cloud computing industry. As part of our growth strategy, we are delivering innovative solutions in new categories, including analytics, e-commerce, AI, IoT and collaborative productivity tools. We drive innovation organically and to a lesser extent through acquisitions, such as our recent business combination with Salesforce.org in June 2019 and Tableau Software, Inc. ("Tableau") in August 2019, which is our largest acquisition to date. Because the acquisition closed following the completion of our second fiscal quarter, the financial results of Tableau are not included in the accompanying financial statements. In addition, our results of operations discussion below does not contemplate the impact of the Tableau acquisition and, as such, the amounts, both in dollars and as a percentage of total revenues, may change from the current or historical periods.

As a result of our aggressive growth plans and integration of our previously acquired businesses, we have incurred significant expenses from equity awards and amortization of purchased intangibles, which have reduced our operating income.

Our typical subscription contract term is 12 to 36 months, although terms range from one to 60 months, so during any fiscal reporting period only a subset of active subscription contracts is eligible for renewal. We calculate our attrition rate as of the end of each month. Our attrition rate, including the Marketing Cloud service offering but excluding our Commerce Cloud and Integration Cloud service offerings, was less than ten percent as of July 31, 2019. While it is difficult to predict, we expect our attrition rate to remain consistent as we continue to expand our enterprise business and invest in customer success and related programs.

We periodically make changes to our sales organization to position us for long-term growth. We could experience some effects from these organizational changes in future periods, but we do not expect these changes to have a material adverse effect on our business or our ability to meet our near-term or long-term revenue targets. Slower growth in new business in any given period could negatively affect our revenues in future periods, as well as remaining performance obligation in current or future periods, particularly if experienced on a sustained basis.

We expect marketing and sales costs, which were 45 percent of total revenues for the six months ended July 31, 2019 and 2018, to continue to represent a substantial portion of total revenues in the future as we seek to grow our customer base, sell more products to existing customers, continue to build greater brand awareness and market the offerings of acquired businesses.

The expanding global scope of our business exposes us to risk of fluctuations in foreign currency markets. Fluctuations in foreign currency exchange rates negatively impacted our revenue results for the six months ended July 31, 2019 and negatively impacted our remaining performance obligation as of July 31, 2019. We expect these fluctuations to continue for the remainder of fiscal 2020.

Effective on February 1, 2019, we prospectively adopted the provisions and expanded disclosure requirements described in Accounting Standards Update No. 2016-02, "Leases (Topic 842)". Upon adoption, we recorded operating lease right-of-use (“ROU”) assets of approximately $2.9 billion and corresponding operating lease liabilities of $3.1 billion on our condensed consolidated balance sheets.

Website references throughout this document are provided for convenience only, and the content on the referenced websites is not incorporated by reference into this report.

Fiscal Year

Our fiscal year ends on January 31. References to fiscal 2020, for example, refer to the fiscal year ending January 31, 2020.

Operating Segments

We operate as one operating segment. Operating segments are defined as components of an enterprise for which separate financial information is evaluated regularly by our chief operating decision makers, Marc Benioff, who is the co-chief executive officer and the chairman of the board, and Keith Block, who is the co-chief executive officer, in deciding how to allocate resources and assess performance. Over the past few years, we have completed a number of business combinations, including the acquisitions of MuleSoft, Inc. ("MuleSoft) and Datorama, Inc. in fiscal 2019, Salesforce.org in June 2019 and Tableau Software, Inc. in August 2019. These acquisitions have allowed us to expand our offerings, presence and reach in various market segments of the enterprise cloud computing market.

While we have offerings in multiple enterprise cloud computing market segments, including as a result of our acquisitions, and operate in multiple countries, our business operates in one operating segment because most of our offerings operate on a single customer success platform and are deployed in a nearly identical way, and our chief operating decision makers evaluate our financial information and resources and assess the performance of these resources on a consolidated basis. Since we operate as one operating segment, all required financial segment information can be found in the consolidated financial statements.

Sources of Revenues

We derive our revenues from two sources: (1) subscription revenues, which are comprised of subscription fees from customers accessing our enterprise cloud computing services (collectively, "Cloud Services"), software licenses, and from customers paying for additional support beyond the standard support that is included in the basic subscription fees; and (2) related professional services such as process mapping, project management, implementation services and other revenue. “Other revenue” consists primarily of training fees. Subscription and support revenues accounted for approximately 94 percent of our total revenues for the six months ended July 31, 2019. Subscription revenues are driven primarily by the number of paying subscribers, varying service types, and the price of our service and renewals. We define a “customer” as a separate and distinct buying entity (e.g., a company, a distinct business unit of a large corporation, a partnership, etc.) that has entered into a contract to access our enterprise cloud computing services. These contracts include "new business" which are sales to new customers, upgrades and additional subscriptions from existing customers, and renewals.

Subscription and support revenues for Cloud Services are recognized ratably over the contract terms beginning on the commencement dates of each contract. Subscription revenues for software licenses are generally recognized upfront when the software is made available to the customer. The typical subscription and support term is 12 to 36 months, although terms range from one to 60 months. Our subscription and support contracts are non-cancelable, though customers typically have the right to terminate their contracts for cause if we materially fail to perform.

We generally invoice our customers in advance, in annual installments, and typical payment terms provide that our customers pay us within 30 days of invoice. Amounts that have been invoiced are recorded in accounts receivable and in unearned revenue, or in revenue depending on whether transfer of control to customers has occurred. In general, we collect our billings in advance of the subscription service period.

Professional services and other revenues consist of fees associated with consulting and implementation services and training. Our consulting and implementation engagements are billed on a time and materials, fixed fee or subscription basis. We also offer a number of training classes on implementing, using and administering our service that are billed on a per person, per class basis. Our typical professional services payment terms provide that our customers pay us within 30 days of invoice.

In determining whether professional services can be accounted for separately from subscription and support revenues, we consider a number of factors, which are described in Note 1 "Summary of Business and Significant Accounting Policies."

In situations where a customer purchases multiple Cloud Services, such as through an Enterprise License Agreement, we allocate the contract value to each service offering based on the customer's estimated product demand plan, the service that was provided at the inception of the contract, and standalone selling price ("SSP") of those products. We do not update these allocations based on actual product usage during the term of the contract. We have allocated approximately 18 percent and 17 percent of our total subscription and support revenues for the three months ended July 31, 2019 and 2018, respectively, and 18 percent and 17 percent of our total subscription and support revenues for the six months ended July 31, 2019 and 2018, respectively, based on customers' estimated product demand plans.

Additionally, some of our Cloud Service offerings have similar features and functions. For example, customers may use the Sales Cloud, the Service Cloud or the Salesforce Platform to record account and contact information, which are similar features across these service offerings. Depending on a customer's actual and projected business requirements, more than one service offering may satisfy the customer's current and future needs. We record revenue based on the individual products ordered by a customer, not according to the customer's business requirements and usage. In addition, as we introduce new features and functions within each offering and refine our allocation methodology for changes in our business, we do not expect it to be practical to adjust historical revenue results by service offering for comparability. Accordingly, comparisons of revenue performance by service offering over time may not be meaningful.

The revenue growth rates of each of our service offerings, as described below in the Results of Operations, fluctuate from quarter to quarter and over time. While we are a market leader in each offering, we manage the total balanced product portfolio to deliver solutions to our customers. Accordingly, the revenue result for each offering is not necessarily indicative of the results to be expected for any subsequent quarter.

Seasonal Nature of Unearned Revenue, Accounts Receivable and Operating Cash Flow

Unearned revenue primarily consists of billings to customers for our subscription service. Over 90 percent of the value of our billings to customers is for our subscription and support service. We generally invoice our customers in annual cycles. We typically issue renewal invoices in advance of the renewal service period, and depending on timing, the initial invoice for the subscription and services contract and the subsequent renewal invoice may occur in different quarters. This may result in an increase in unearned revenue and accounts receivable. There is a disproportionate weighting toward annual billings in the fourth quarter, primarily as a result of large enterprise account buying patterns. Our fourth quarter has historically been our strongest quarter for new business and renewals. The year on year compounding effect of this seasonality in both billing patterns and overall new and renewal business causes the value of invoices that we generate in the fourth quarter for both new business and renewals to increase as a proportion of our total annual billings. Accordingly, because of this billing activity, our first quarter is typically our largest collections and operating cash flow quarter. Conversely, our third quarter has historically been our smallest operating cash flow quarter.

The sequential quarterly changes in accounts receivable and the related unearned revenue and operating cash flow during the first quarter of our fiscal year are not necessarily indicative of the billing activity that occurs for the following quarters as displayed below (in millions):

	July 31, 2019	April 30, 2019
Fiscal 2020		
Accounts receivable, net	$ 2,332	$ 2,153
Unearned revenue	7,142	7,585
Net cash provided by operating activities for the three months ended	436	1,965

	January 31, 2019	October 31, 2018	July 31, 2018	April 30, 2018
Fiscal 2019				
Accounts receivable, net	$ 4,924	$ 2,037	$ 1,980	$ 1,763
Unearned revenue	8,564	5,376	5,883	6,201
Net cash provided by operating activities for the three months ended	1,331	143	458	1,466

	January 31, 2018	October 31, 2017	July 31, 2017	April 30, 2017
Fiscal 2018				
Accounts receivable, net	$ 3,921	$ 1,522	$ 1,572	$ 1,442
Unearned revenue	6,995	4,312	4,749	4,969
Net cash provided by operating activities for the three months ended	1,052	125	331	1,230

The unearned revenue balance on our condensed consolidated balance sheets does not represent the total contract value of annual or multi-year, non-cancelable subscription agreements. Transaction price allocated to the remaining performance obligation ("Remaining Performance Obligation"), represents contracted revenue that has not yet been recognized, which includes unearned revenue and unbilled amounts that will be recognized as revenue in future periods. Remaining Performance Obligation is not necessarily indicative of future revenue growth and is influenced by several factors, including seasonality, the timing of renewals, average contract terms, foreign currency exchange rates and fluctuations in new business growth. Unbilled portions of the Remaining Performance Obligation denominated in foreign currencies are revalued each period based on the period end exchange rates. For multi-year subscription agreements billed annually, the associated unbilled balance and corresponding Remaining Performance Obligation is typically high at the beginning of the contract period, zero just prior to renewal, and increases if the agreement is renewed. Low Remaining Performance Obligation attributable to a particular subscription agreement is often associated with an impending renewal and may not be an indicator of the likelihood of renewal or future revenue from such customer.

Remaining Performance Obligation consisted of the following (in billions):

	Current	Noncurrent	Total
As of July 31, 2019	$ 12.1	$ 13.2	$ 25.3 (1)
As of April 30, 2019	$ 11.8	$ 13.1	$ 24.9 (2)
As of January 31, 2019	$ 11.9	$ 13.8	$ 25.7 (3)
As of October 31, 2018	$ 10.0	$ 11.2	$ 21.2 (4)
As of July 31, 2018	$ 9.8	$ 11.2	$ 21.0 (5)
As of April 30, 2018	$ 9.6	$ 10.8	$ 20.4
As of January 31, 2018	$ 9.6	$ 11.0	$ 20.6

(1) Includes approximately $600 million and $350 million of Remaining Performance Obligation related to the MuleSoft acquisition in May 2018 and the Salesforce.org business combination in June 2019, respectively.
(2) Includes approximately $500 million of Remaining Performance Obligation related to the MuleSoft acquisition.
(3) Includes approximately $450 million of Remaining Performance Obligation related to the MuleSoft acquisition.
(4) Includes approximately $300 million of Remaining Performance Obligation related to the MuleSoft acquisition.
(5) Includes approximately $200 million of Remaining Performance Obligation related to the MuleSoft acquisition.

Cost of Revenues and Operating Expenses

Cost of Revenues

Cost of subscription and support revenues primarily consists of expenses related to delivering our service and providing support, the costs of data center capacity, depreciation or operating lease expense associated with computer equipment and software, allocated overhead, amortization expense associated with capitalized software related to our services and acquired developed technologies and certain fees paid to various third parties for the use of their technology, services and data. We allocate overhead such as IT infrastructure, rent, and occupancy charges based on headcount. Employee benefit costs and taxes are allocated based upon a percentage of total compensation expense. As such, general overhead expenses are reflected in each cost of revenue and operating expense category. Cost of professional services and other revenues consists primarily of employee-related costs associated with these services, including stock-based expenses, the cost of subcontractors, certain third-party fees and allocated overhead. The cost of providing professional services is higher as a percentage of the related revenue than for our enterprise cloud computing subscription service due to the direct labor costs and costs of subcontractors.

We intend to continue to invest additional resources in our enterprise cloud computing services. For example, we have invested in additional database software and hardware and we plan to increase the capacity that we are able to offer globally through data centers and third-party infrastructure providers. In addition, we intend to continue to invest additional resources in enhancing our trust and cyber security measures. As we acquire new businesses and technologies, the amortization expense associated with the purchase of acquired developed technology will be included in cost of revenues. Additionally, as we enter into new contracts with third parties for the use of their technology, services or data, or as our sales volume grows, the fees paid to use such technology or services may increase. Finally, we expect the cost of professional services to be approximately in line with revenues from professional services as we believe this investment in professional services facilitates the adoption of our service offerings. The timing of these additional expenses will affect our cost of revenues, both in terms of absolute dollars and as a percentage of revenues, in the affected periods.

Research and Development

Research and development expenses consist primarily of salaries and related expenses, including stock-based expenses, the costs of our development and test data center and allocated overhead. We continue to focus our research and development efforts on adding new features and services, integrating acquired technologies, increasing the functionality and security and enhancing the ease of use of our enterprise cloud computing services. Our proprietary, scalable and secure multi-tenant architecture enables us to provide our customers with a service based on a single version of our application.

We expect that in the future, research and development expenses will increase in absolute dollars and may increase as a percentage of total revenues as we invest in adding employees and building the necessary system infrastructure required to support the development of new, and improve existing, technologies and the integration of acquired businesses, technologies and all of our service offerings.

Marketing and Sales

Marketing and sales expenses are our largest cost and consist primarily of salaries and related expenses, including stock-based expenses, for our sales and marketing staff, including commissions, as well as payments to partners, marketing programs and allocated overhead. Marketing programs consist of advertising, events, corporate communications, brand building and product marketing activities.

We plan to continue to invest in marketing and sales by expanding our domestic and international selling and marketing activities, building brand awareness, attracting new customers, and sponsoring additional marketing events. The timing of these marketing events, such as our annual and largest event, Dreamforce, will affect our marketing costs in a particular quarter. In addition, as we acquire new businesses and technologies, a component of the amortization expense associated with this activity will be included in marketing and sales. We expect that in the future, marketing and sales expenses will increase in absolute dollars and continue to be our largest cost. We expect marketing and sales expenses, excluding sales personnel expenses, to grow in line with or at a slower rate than revenues and sales personnel expenses. These may increase as a percentage of total revenues as we invest in additional sales personnel to focus on adding new customers and increasing penetration within our existing customer base.

General and Administrative

General and administrative expenses consist of salaries and related expenses, including stock-based expenses, for finance and accounting, legal, internal audit, human resources and management information systems personnel, legal costs, security costs, professional fees, other corporate expenses such as transaction costs for acquisitions and allocated overhead. We expect that in the future, general and administrative expenses will increase in absolute dollars as we invest in our infrastructure and we incur additional employee related costs, professional fees and insurance costs related to the growth of our business and international expansion. We expect general and administrative costs as a percentage of total revenues to either remain flat or

decrease for the next several quarters. However, the timing of additional expenses in a particular quarter, both in terms of absolute dollars and as a percentage of revenues, will affect our general and administrative expenses.

Stock-Based Expenses

Our cost of revenues and operating expenses include stock-based expenses related to equity plans for employees and non-employee directors. We recognize our stock-based compensation as an expense in the statements of operations based on their fair values and vesting periods. These charges have been significant in the past and we expect that they will increase as our stock price increases, as we acquire more companies, as we hire more employees and seek to retain existing employees.

Amortization of Purchased Intangible Assets Acquired Through Business Combinations

Our cost of revenues, operating expenses and other expenses include amortization of acquisition-related intangible assets, such as the amortization of the cost associated with an acquired company’s developed technology, trade names and trademarks, and customer relationships. We expect this expense to fluctuate as we acquire more businesses and intangible assets become fully amortized.

Critical Accounting Policies and Estimates

Our condensed consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses, and related disclosures. On an ongoing basis, we evaluate our estimates and assumptions. Our actual results may differ from these estimates under different assumptions or conditions.

We believe that of our significant accounting policies, which are described in Note 1 “Summary of Business and Significant Accounting Policies” to our condensed consolidated financial statements, the following accounting policies and specific estimates involve a greater degree of judgment and complexity. Accordingly, these are the policies and estimates we believe are the most critical to aid in fully understanding and evaluating our consolidated financial condition and results of operations:

- the SSP of performance obligations for revenue contracts with multiple performance obligations;
- the average period of benefit associated with costs capitalized to obtain revenue contracts;
- the fair value of assets acquired and liabilities assumed for business combinations;
- the recognition, measurement and valuation of current and deferred income taxes and uncertain tax positions; and
- the valuation of privately held strategic investments.

Results of Operations

The following tables set forth selected data for each of the periods indicated (in millions):

	Three Months Ended July 31,				Six Months Ended July 31,			
	2019	% of Total Revenues	2018	% of Total Revenues	2019	% of Total Revenues	2018	% of Total Revenues
Revenues:								
Subscription and support	$ 3,745	94 %	$ 3,060	93%	$ 7,241	94 %	$ 5,870	93 %
Professional services and other	252	6	221	7	493	6	417	7
Total revenues	3,997	100	3,281	100	7,734	100	6,287	100
Cost of revenues (1)(2):								
Subscription and support	727	18	638	20	1,405	18	1,211	19
Professional services and other	240	6	211	6	476	6	405	7
Total cost of revenues	967	24	849	26	1,881	24	1,616	26
Gross profit	3,030	76	2,432	74	5,853	76	4,671	74
Operating expenses (1)(2):								
Research and development	607	15	463	14	1,161	15	887	14
Marketing and sales	1,824	46	1,504	46	3,521	45	2,833	45
General and administrative	375	9	350	11	737	10	645	10
Loss on settlement of Salesforce.org reseller agreement	166	4	0	0	166	2	0	0
Total operating expenses	2,972	74	2,317	71	5,585	72	4,365	69
Income from operations	58	2	115	3	268	4	306	5
Gains on strategic investments, net	109	2	143	4	390	5	354	6
Other income (expense)	(3)	0	(27)	0	(12)	(1)	(44)	(1)
Income before benefit from (provision for) income taxes	164	4	231	7	646	8	616	10
Benefit from (provision for) income taxes	(73)	(2)	68	2	(163)	(2)	27	0
Net income	$ 91	2 %	$ 299	9%	$ 483	6 %	$ 643	10 %

(1) Amounts related to amortization of intangible assets acquired through business combinations, as follows (in millions):

	Three Months Ended July 31,				Six Months Ended July 31,			
	2019	% of Total Revenues	2018	% of Total Revenues	2019	% of Total Revenues	2018	% of Total Revenues
Cost of revenues	$ 62	2%	$ 52	2%	$ 123	2%	$ 91	1%
Marketing and sales	65	2	67	2	133	2	97	2

(2) Amounts related to stock-based expenses, as follows (in millions):

	Three Months Ended July 31,				Six Months Ended July 31,			
	2019	% of Total Revenues	2018	% of Total Revenues	2019	% of Total Revenues	2018	% of Total Revenues
Cost of revenues	$ 46	1%	$ 43	1%	$ 89	1%	$ 77	1%
Research and development	98	2	81	2	179	2	147	2
Marketing and sales	199	5	174	5	376	5	294	5
General and administrative	45	1	53	2	87	1	85	1

Revenues.

(in millions)	Three Months Ended July 31, 2019	2018	Variance Dollars	Percent
Subscription and support	$ 3,745	$ 3,060	$ 685	22%
Professional services and other	252	221	31	14
Total revenues	$ 3,997	$ 3,281	$ 716	22%

(in millions)	Six Months Ended July 31, 2019	2018	Variance Dollars	Percent
Subscription and support	$ 7,241	$ 5,870	$ 1,371	23%
Professional services and other	493	417	76	18
Total revenues	$ 7,734	$ 6,287	$ 1,447	23%

The increase in subscription and support revenues was primarily caused by volume-driven increases from new business, which includes new customers, upgrades and additional subscriptions from existing customers. Approximately $87 million and $165 million of revenue was recognized at a point in time for the three and six months ended July 31, 2019, which includes the portion of software subscriptions allocated to the on-premise software element. The business combination with Salesforce.org in June 2019 contributed approximately $51 million to total subscription and support revenues in the three and six months ended July 31, 2019.

We continue to invest in a variety of customer programs and initiatives which, along with increasing enterprise adoption, have helped keep our attrition rate consistent as compared to the prior year. Consistent attrition rates play a role in our ability to maintain growth in our subscription and support revenues. Changes in the net price per user per month have not been a significant driver of revenue growth for the periods presented. The increase in professional services and other revenues was due primarily to the higher demand for services from an increased number of customers.

Subscription and Support Revenue by Service Offering

Subscription and support revenues consisted of the following (in millions):

	Three Months Ended July 31, 2019	2018	Variance Percent
Sales Cloud	$ 1,130	$ 1,004	13%
Service Cloud	1,087	892	22%
Salesforce Platform and Other	912	712	28%
Marketing and Commerce Cloud	616	452	36%
Total	$ 3,745	$ 3,060	

	Six Months Ended July 31, 2019	2018	Variance Percent
Sales Cloud	$ 2,203	$ 1,969	12%
Service Cloud	2,107	1,740	21%
Salesforce Platform and Other	1,754	1,287	36%
Marketing and Commerce Cloud	1,177	874	35%
Total	$ 7,241	$ 5,870	

As required under U.S. GAAP, we recorded unearned revenue related to acquired contracts from acquired entities at fair value on the date of acquisition. As a result, we did not recognize certain revenues related to these acquired contracts that the acquired entities would have otherwise recorded as an independent entity.

Subscription and support revenues from the Community Cloud, Quip and our Industry offerings were not significant in the three and six months ended July 31, 2019 and 2018. Quip revenue is included with Salesforce Platform and Other in the table above. Our Industry Offerings and Community Cloud revenue are included in either Sales Cloud, Service Cloud or Salesforce Platform and Other depending on the primary service offering purchased. MuleSoft is included in Salesforce Platform and Other.

Revenues by geography were as follows:

(in millions)	Three Months Ended July 31, 2019	As a % of Total Revenues	2018	As a % of Total Revenues	Growth rate
Americas	$ 2,816	70%	$ 2,338	71%	20%
Europe	786	20	629	19	25
Asia Pacific	395	10	314	10	26
	$ 3,997	100%	$ 3,281	100%	22%

(in millions)	Six Months Ended July 31, 2019	As a % of Total Revenues	2018	As a % of Total Revenues	Growth rate
Americas	$ 5,433	70%	$ 4,439	71%	22%
Europe	1,541	20	1,235	19	25
Asia Pacific	760	10	613	10	24
	$ 7,734	100%	$ 6,287	100%	23%

Revenues by geography are determined based on the region of the Salesforce contracting entity, which may be different than the region of the customer. Americas revenue attributed to the United States was approximately 96 percent during the three and six months ended July 31, 2019 and 2018. The increase in Americas revenues was the result of the increasing acceptance of our services and the investment of additional sales resources.

Revenues in Europe and Asia Pacific accounted for $1.2 billion, or 30 percent of total revenues, for the three months ended July 31, 2019, compared to $0.9 billion, or 29 percent of total revenues, during the same period a year ago, an increase of $238 million, or 25 percent. Revenues in Europe and Asia Pacific accounted for $2.3 billion, or 30 percent of total revenues, for the six months ended July 31, 2019, compared to $1.8 billion, or 29 percent of total revenues, during the same period a year ago, an increase of $0.5 billion, or 25 percent. This increase in revenues outside of the Americas was the result of the increasing acceptance of our services, our focus on marketing our services internationally and the investment of additional sales resources. Foreign currency fluctuations, particularly the weakening British Pound Sterling, had a negative impact on revenues outside of the Americas of approximately $33 million and $90 million in the three and six months ended July 31, 2019 compared to the three and six months ended July 31, 2018, respectively, due to foreign currency fluctuations primarily as a result of the weakening British Pound Sterling. We expect foreign currency fluctuations to continue to negatively affect our overall revenues outside of the Americas for the remaining six months of fiscal 2020.

Cost of Revenues.

(in millions)	Three Months Ended July 31, 2019	2018	Variance Dollars
Subscription and support	$ 727	$ 638	$ 89
Professional services and other	240	211	29
Total cost of revenues	$ 967	$ 849	$ 118
Percent of total revenues	24%	26%	

(in millions)	Six Months Ended July 31, 2019	2018	Variance Dollars
Subscription and support	$ 1,405	$ 1,211	$ 194
Professional services and other	476	405	71
Total cost of revenues	$ 1,881	$ 1,616	$ 265
Percent of total revenues	24%	26%	

For the three months ended July 31, 2019, the increase in cost of revenues was primarily due to an increase of $39 million in employee-related costs, an increase of $3 million in stock-based expenses, an increase of $46 million in service delivery costs, primarily due to our efforts to increase data center capacity, an increase of amortization of purchased intangible assets of $10 million and an increase in allocated overhead. For the six months ended July 31, 2019, the increase in cost of revenues was primarily due to an increase of $72 million in employee-related costs, an increase of $12 million in stock-based

expenses, an increase of $97 million in service delivery costs, primarily due to our efforts to increase data center capacity, an increase of amortization of purchased intangible assets of $32 million and an increase in allocated overhead. We have increased our headcount by 14 percent since July 31, 2018 to meet the higher demand for services from our customers. We intend to continue to invest additional resources in our enterprise cloud computing services and data center capacity to allow us to scale with our customers and continuously evolve our security measures. We also plan to add employees in our professional services group to facilitate the adoption of our services. The timing of these expenses will affect our cost of revenues, both in terms of absolute dollars and as a percentage of revenues, in future periods.

Our professional services and other gross margin was positive $12 million and positive $17 million during the three and six months ended July 31, 2019, respectively, and positive $10 million and positive $12 million during the three and six months ended July 31, 2018, respectively. We expect the cost of professional services to be approximately in line with revenues from professional services in future fiscal quarters. We believe that this investment in professional services facilitates the adoption of our service offerings.

Operating Expenses.

	Three Months Ended July 31,		Variance
(in millions)	**2019**	**2018**	**Dollars**
Research and development	$ 607	$ 463	$ 144
Marketing and sales	1,824	1,504	320
General and administrative	375	350	25
Loss on settlement of Salesforce.org reseller agreement	166	0	166
Total operating expenses	$ 2,972	$ 2,317	$ 655
Percent of total revenues	74%	71%	

	Six Months Ended July 31,		Variance
(in millions)	**2019**	**2018**	**Dollars**
Research and development	$ 1,161	$ 887	$ 274
Marketing and sales	3,521	2,833	688
General and administrative	737	645	92
Loss on settlement of Salesforce.org reseller agreement	166	0	166
Total operating expenses	$ 5,585	$ 4,365	$ 1,220
Percent of total revenues	72%	69%	

For the three months ended July 31, 2019, the increase in research and development expenses was primarily due to an increase of approximately $104 million in employee-related costs, an increase of $17 million in stock-based expenses, an increase in our development and test data center costs and allocated overhead. For the six months ended July 31, 2019, the increase in research and development expenses was primarily due to an increase of approximately $196 million in employee-related costs, an increase of $32 million in stock-based expenses, an increase in our development and test data center costs and allocated overhead. We increased our research and development headcount by 28 percent since July 31, 2018 in order to improve and extend our service offerings, develop new technologies, and integrate acquired companies. We expect that research and development expenses will increase in absolute dollars and may increase as a percentage of revenues in future periods as we continue to invest in additional employees and technology to support the development of new, and improve existing, technologies and the integration of acquired technologies.

For the three months ended July 31, 2019, the increase in marketing and sales expenses was primarily due to an increase of $232 million in employee-related costs and amortization of deferred commissions, an increase of $25 million in stock-based expenses and allocated overhead partially offset by a decrease in amortization of purchased intangible assets of $2 million. For the six months ended July 31, 2019, the increase in marketing and sales expenses was primarily due to an increase of $434 million in employee-related costs and amortization of deferred commissions, an increase of $82 million in stock-based expenses, an increase in amortization of purchased intangible assets of $36 million, and allocated overhead. Our marketing and sales headcount increased by 26 percent since July 31, 2018. The increase in headcount was primarily attributable to hiring additional sales personnel to focus on adding new customers and increasing penetration within our existing customer base. We expect that marketing and sales expenses will increase in absolute dollars and may increase as a percentage of revenues in future periods as we continue to hire additional sales personnel.

The increases in general and administrative expenses were primarily due to an increase in employee-related costs. Our general and administrative headcount increased by 26 percent since July 31, 2018 as we added personnel to support our growth.

As a result of the June 2019 Salesforce.org business combination, the Company effectively settled all existing agreements between the Company and Salesforce.org and, as part of business combination accounting, accordingly recorded a one-time, non-cash operating expense charge of approximately $166 million related to the effective settlement of the reseller agreement.

Other income and expense.

	Three Months Ended July 31,		Variance
(in millions)	**2019**	**2018**	**Dollars**
Gains on strategic investments, net	$ 109	$ 143	$ (34)
Other expense	(3)	(27)	24

	Six Months Ended July 31,		Variance
(in millions)	**2019**	**2018**	**Dollars**
Gains on strategic investments, net	$ 390	$ 354	$ 36
Other expense	(12)	(44)	32

Gains on strategic investments, net consists primarily of mark-to-market adjustments related to our publicly held equity securities, observable price adjustments related to our privately held equity securities and other adjustments. Net gains recognized in the three months ended July 31, 2019 and 2018 were primarily driven by gains recognized on publicly traded securities of $66 million and $65 million, respectively. Net gains recognized in the six months ended July 31, 2019 were primarily due to the mark to market of one privately held investment of approximately $106 million and gains recognized on publicly traded securities of $216 million. Net gains recognized in the six months ended July 31, 2018 were primarily due to gains recognized on publicly traded securities of $276 million.

Other expense primarily consists of interest expense on our debt as well as our operating and finance leases offset by investment income. Interest expense was $34 million and $39 million for the three months ended July 31, 2019 and 2018, respectively, and $69 million and $73 million for the six months ended July 31, 2019 and 2018, respectively. Investment income increased approximately $19 million and $29 million in the three and six months ended July 31, 2019, respectively, compared to the same periods a year ago due to higher interest income across our portfolio, which is primarily a result of increasing interest rates.

Benefit from (provision for) income taxes.

	Three Months Ended July 31,		Variance
(in millions)	**2019**	**2018**	**Dollars**
Benefit from (provision for) income taxes	$ (73)	$ 68	$ (141)
Effective tax rate	45%	(29)%	

	Six Months Ended July 31,		Variance
(in millions)	**2019**	**2018**	**Dollars**
Benefit from (provision for) income taxes	$ (163)	$ 27	$ (190)
Effective tax rate	25%	(4)%	

We recognized a tax provision of $73 million on a pretax income of $164 million for the three months ended July 31, 2019 and a tax provision of $163 million on a pretax income of $646 million for the six months ended July 31, 2019. After our valuation allowance release against the majority of our U.S. deferred tax assets in fiscal 2019, our tax provision was primarily related to U.S. income tax provision, partially offset by excess tax benefits from stock-based compensation.

In fiscal 2019, we recorded a tax benefit of $68 million on a pretax income of $231 million for the three months ended July 31, 2018 and a tax benefit of $27 million on a pretax income of $616 million for the six months ended July 31, 2018. Included in the tax benefit for both reporting periods was a discrete tax benefit of $139 million from a partial release of the valuation allowance in connection with the acquisition of MuleSoft. The net deferred tax liability from the acquisition of MuleSoft provided a source of additional income to support the realizability of the Company's pre-existing deferred tax assets and as a result, the Company released a portion of its valuation allowance. The tax benefit associated with the release of the valuation allowance was partially offset by income taxes in profitable jurisdictions outside of the United States.

Liquidity and Capital Resources

At July 31, 2019, our principal sources of liquidity were cash, cash equivalents and marketable securities totaling $6.0 billion and accounts receivable of $2.3 billion. Our cash, cash equivalents and marketable securities are comprised primarily of corporate notes and obligations, U.S. treasury securities, asset backed securities, foreign government obligations, mortgage backed obligations, time deposits, money market mutual funds and municipal securities.

As of July 31, 2019, our remaining performance obligation was $25.3 billion. Our remaining performance obligation represents contracted revenue that has not yet been recognized and includes unearned revenue, which has been invoiced and is recorded on the balance sheet, and unbilled amounts that are not recorded on the balance sheet, that will be recognized as revenue in future periods.

We believe our existing cash, cash equivalents, marketable securities, cash provided by operating activities and, if necessary, our borrowing capacity under our Credit Facility and unbilled amounts related to contracted non-cancelable subscription agreements, which is not reflected on the balance sheet, will be sufficient to meet our working capital, capital expenditure and debt repayment needs over the next 12 months.

In the future, we may enter into arrangements to acquire or invest in complementary businesses, services and technologies, and intellectual property rights. To facilitate these acquisitions or investments, we may seek additional equity or debt financing, which may not be available on terms favorable to us or at all, which may affect our ability to complete subsequent acquisitions or investments.

We do not believe the adoption of Topic 842 will impact the cost of or limit our borrowing capacity from third party lenders.

Cash Flows

For the three and six months ended July 31, 2019 and 2018, our cash flows were as follows (in millions):

	Three Months Ended July 31,		Six Months Ended July 31,	
	2019	2018	2019	2018
Net cash provided by operating activities	$ 436	$ 458	$ 2,401	$ 1,924
Net cash used in investing activities	(852)	(4,661)	(1,578)	(4,385)
Net cash provided by (used in) financing activities	(183)	589	24	2,214

Cash provided by operating activities has historically been affected by the amount of net income adjusted for non-cash expense items such as depreciation and amortization; amortization of purchased intangibles from business combinations; the expense associated with stock-based awards; net gains on strategic investments; the timing of employee related costs including commissions and bonus payments; the timing of payments against accounts payable, accrued expenses and other current liabilities; the timing of our semi-annual interest payments related to our senior notes; the timing of collections from our customers, which is our largest source of operating cash flows; the timing of business combination activity and the related integration and transaction costs; and changes in working capital accounts.

Our working capital accounts include accounts receivable, costs capitalized to obtain revenue contracts, prepaid assets and other current assets. Claims against working capital include accounts payable, accrued expenses and other liabilities, operating lease liabilities, current and unearned revenue. Our working capital may be impacted by factors in future periods such as billings to customers for subscriptions and support services, and the subsequent collection of those billings, certain amounts and timing of which are seasonal. Our working capital in some quarters may be impacted by adverse foreign currency exchange rate movements and this impact may increase as our working capital balances increase in our foreign subsidiaries. Our billings are also influenced by new business linearity within the quarters and across the quarters.

As described above in “Seasonal Nature of Unearned Revenue, Accounts Receivable and Operating Cash Flow,” our fourth quarter has historically been our strongest quarter for new business and renewals and, correspondingly, the first quarter has historically been the strongest for cash collections. The year on year compounding effect of this seasonality in both billing patterns and overall business causes both the value of invoices that we generate in the fourth quarter and cash collections in the first quarter to increase as a proportion of our total annual billings.

We generally invoice our customers for our subscription and services contracts in advance in annual installments. We typically issue renewal invoices in advance of the renewal service period, and depending on timing, the initial invoice for the subscription and services contract and the subsequent renewal invoice may occur in different quarters. Such invoice amounts are initially reflected in accounts receivable and unearned revenue, which is reflected on the balance sheets, and as the next billing cycle approaches, the corresponding unearned revenue decreases to zero. The operating cash flow benefit of increased billing activity generally occurs in the subsequent quarter when we collect from our customers. As such, our first quarter is our largest collections and operating cash flow quarter.

The net cash used in investing activities during the six months ended July 31, 2019 primarily related to the purchases of marketable securities of $1.5 billion and acquisitions of $0.4 billion offset by sales and maturities of marketable securities of $0.7 billion. The net cash used in investing activities during the six months ended July 31, 2018 primarily related to acquisitions of $5.0 billion offset by sales and maturities of marketable securities of $1.4 billion.

Net cash provided by financing activities during the six months ended July 31, 2019 consisted primarily of $371 million from proceeds from equity plans offset by repayments of debt of $202 million and principal payments on financing obligations of $145 million. Net cash provided by financing activities during the six months ended July 31, 2018 consisted primarily of $3.0 billion from proceeds from issuance of debt and $383 million from proceeds from equity plans offset by $1.0 billion in repayments of debt.

Debt

The carrying values of our borrowings were as follows (in millions):

Instrument	Date of issuance	Maturity date	Effective interest rate for the three months ended July 31, 2019	July 31, 2019	January 31, 2019
2021 Term Loan	May 2018	May 2021	3.18%	$ 299	$ 499
2023 Senior Notes	April 2018	April 2023	3.26%	994	993
2028 Senior Notes	April 2018	April 2028	3.70%	1,489	1,488
Loan assumed on 50 Fremont	February 2015	June 2023	3.75%	195	196
Total carrying value of debt				2,977	3,176
Less current portion of debt				(4)	(3)
Total noncurrent debt				$ 2,973	$ 3,173

As of July 31, 2019, we have senior unsecured debt outstanding due in 2021, 2023 and 2028 with a total carrying value of $2.8 billion. In addition, we have senior secured notes outstanding related to our loan on 50 Fremont due in 2023 with a total carrying value of $195 million. We were in compliance with all debt covenants as of July 31, 2019.

We maintain a revolving loan credit agreement that provides for $1.0 billion unsecured financing ("Credit Facility") that matures in April 2023. We may use the proceeds of future borrowings under the Credit Facility for refinancing other indebtedness, working capital, capital expenditures and other general corporate purposes, including permitted acquisitions. There were no outstanding borrowings under the Credit Facility as of July 31, 2019.

As of July 31, 2019, we have a total of $92 million in letters of credit outstanding in favor of certain landlords for office space. To date, no amounts have been drawn against the letters of credit, which renew annually and expire at various dates through 2033.

We do not have any special purpose entities, and other than operating leases for office space and computer equipment, we do not engage in off-balance sheet financing arrangements.

Contractual Obligations

Our principal commitments consist of obligations under leases for office space, co-location data center facilities and our development and test data center, as well as leases for computer equipment, software, furniture and fixtures, excluding all secured and unsecured debt. At July 31, 2019, the future non-cancelable minimum payments under these commitments were as follows (in millions):

	Operating Leases (1)	Finance Leases
Fiscal Period:		
Remaining six months of Fiscal 2020	$ 384	$ 36
Fiscal 2021	723	67
Fiscal 2022	516	23
Fiscal 2023	356	23
Fiscal 2024	284	24
Thereafter	1,133	434
Total minimum lease payments	$ 3,396	$ 607

(1) Operating leases do not include sublease income. We have entered into various sublease agreements with third parties. Under these agreements, we expect to receive sublease income of approximately $14 million in the remainder of fiscal year 2020, $130 million in the next four years and $73 million thereafter.

Our lease terms may include options to extend or terminate the lease. These options are reflected in our future contractual obligations when it is reasonably certain that we will exercise that option.

The majority of our operating lease agreements provide us with the option to renew. Our future operating lease obligations would change if we exercised these options and if we entered into additional operating lease agreements as we expand our operations.

As of July 31, 2019, we have additional operating leases that have not yet commenced totaling $2.0 billion. These operating leases include agreements for office facilities to be constructed and will commence between fiscal year 2021 and fiscal year 2025 with lease terms of 9 to 17 years.

During fiscal 2020 and in future fiscal years, we have made and expect to continue to make additional investments in our infrastructure to scale our operations, increase productivity and enhance our security measures. We plan to upgrade or replace various internal systems to scale with our overall growth. Additionally, we expect capital expenditures to be higher in absolute dollars and remain consistent as a percentage of total revenues in future periods as a result of continued office build-outs, other leasehold improvements and data center investments.

Upcoming Business Combination

In August 2019, we agreed to acquire the holding company of ClickSoftware Technologies Ltd. (“ClickSoftware”) for approximately $1.35 billion, net of the value of shares that we hold and after taking into consideration customary purchase price adjustments. The purchase price will consist of a mix of cash and our common stock and includes the assumption of outstanding equity awards held by ClickSoftware employees. The acquisition is expected to close during the fiscal quarter ending October 31, 2019, subject to customary closing conditions, including the expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act and Israeli antitrust clearance.

Following closing, we may determine it is advisable to fully integrate the operations and assets of ClickSoftware into our operations. As a result, we may be subject to a potential one-time income tax charge based on an assumed Israeli statutory tax rate of 23 percent applied to the value of any transferred intangibles.

New Accounting Pronouncements

See Note 1 “Summary of Business and Significant Accounting Policies” to the condensed consolidated financial statements for our discussion about new accounting pronouncements adopted and those pending.

Environmental, Social and Governance

We believe the business of business is improving the state of the world for all of our stakeholders, including our stockholders, customers, partners, employees, community, environment and society. We are committed to creating a sustainable, low-carbon future by delivering a carbon neutral cloud, operating as a net-zero greenhouse gas emissions company and by working to achieve our goal of 100 percent renewable energy for our global operations by fiscal 2022. We also believe consistent, comparable and reliable disclosures around climate-related risks and opportunities are important. To this end, we are working to align with the recommendations of the Financial Stability Board's ("FSB") Task Force on Climate-related Financial Disclosures ("TCFD") and of the Sustainability Accounting Standards Board ("SASB"). In addition, we have spearheaded human capital management initiatives to drive equality in four key areas: equal rights, equal pay, equal education and equal opportunity. We also pioneered and have inspired other companies to adopt our 1-1-1 integrated philanthropy model, which leverages one percent of a company’s equity, employee time and product to help improve communities around the world. We

publish an annual stakeholder impact report on our website detailing our overall strategy relating to environmental, social and governance ("ESG") programs as well as our efforts in these areas.

We leverage a number of communications channels and strategic content to better serve and engage our many stakeholders. Our sustainability website, www.salesforce.com/company/sustainability, provides information regarding our environmental and other sustainability efforts, including our annual impact reports and our environmental policy. At our equality portal, www.salesforce.com/company/equality, our stakeholders can gain insights on our approach to equality, see our company profile by gender, and review our most recent Employer Information Report, which provides a snapshot in time of our U.S. demographics based on categories prescribed by the federal government. In addition, stakeholders can learn about equality through one of our many free Trailheads. Our annual proxy statement, available on the Investor Relations website, www.investor.salesforce.com, or www.sec.gov, provides additional details on our corporate governance practices, including our board composition.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Currency Exchange Risk

We primarily conduct our business in the following locations: the United States, Europe, Canada, Asia Pacific and Japan. The expanding global scope of our business exposes us to risk of fluctuations in foreign currency markets. This exposure is the result of selling in multiple currencies, growth in our international investments, including data center expansion, costs associated with third-party infrastructure providers, additional headcount in foreign countries and operating in countries where the functional currency is the local currency. Specifically, our results of operations and cash flows are subject to fluctuations in the following currencies: the Euro, British Pound Sterling, Canadian Dollar, Australian Dollar and Japanese Yen against the United States Dollar (“USD”). These exposures may change over time as business practices evolve and economic conditions change. Changes in foreign currency exchange rates could have an adverse impact on our financial results and cash flows.

Our European revenue, operating expenses and significant balance sheet accounts denominated in currencies other than the USD primarily flow through our United Kingdom ("UK") subsidiary, which has a functional currency of the British Pound Sterling. This results in a two-step currency exchange process wherein the currencies in Europe other than the British Pound Sterling are first converted into the British Pound Sterling and then the British Pound Sterling is translated into USD for our Condensed Consolidated Financial Statements. As an example, costs incurred in France are translated from the Euro to the British Pound Sterling and then into the USD. Our statements of operations and balance sheet accounts are also impacted by the re-measurement of non-functional currency transactions such as USD denominated intercompany loans, cash accounts held by our overseas subsidiaries, accounts receivable denominated in foreign currencies and unearned revenue and accounts payable denominated in foreign currencies.

In fiscal 2020, we began transitioning away from this UK-centralized European structure to enable some of our local subsidiaries within Europe to invoice customers directly. This transition, which may take multiple years, would thereby enable the local subsidiaries to recognize revenues, operating expenses and corresponding balance sheet accounts in local currencies. With the change to local invoicing in some markets, we expect better alignment between our revenue and expenses in the local currency.

The U.K. held a referendum in June 2016 in which a majority of voters approved an exit from the European Union ("EU") (“Brexit”). In March 2017, the UK government gave formal notice of its intention to leave the EU and started the process of negotiating the future terms of the UK's relationship with the EU. Brexit could adversely affect UK, regional (including European) and worldwide economic and market conditions and could contribute to instability in global financial and foreign exchange markets, including volatility in the value of the British Pound Sterling and Euro. We have evaluated and started to implement initiatives, such as the commitment to invest resources in Dublin, Ireland, that could partially mitigate the impact Brexit could have on our operations. In the six months ended July 31, 2019 and 2018, total revenues generated in Europe were approximately 20 percent and 19 percent of total revenues, respectively, of which substantially all were recorded in our UK subsidiary. Revenues in Europe decreased by approximately $73 million in the six months ended July 31, 2019 compared to the six months ended July 31, 2018 as a result of the weakening British Pound Sterling. We recognize that there are still significant uncertainties surrounding the ultimate resolution of Brexit negotiations, and we will continue to monitor any changes that may arise and assess their potential impact on our business.

Foreign Currency Transaction Risk

Our foreign currency exposures typically arise from selling annual and multi-year subscriptions in multiple currencies, customer accounts receivable, intercompany transfer pricing arrangements and other intercompany transactions. Our foreign currency management objective is to minimize the effect of fluctuations in foreign exchange rates on selected assets or liabilities without exposing us to additional risk associated with transactions that could be regarded as speculative.

We pursue our objective by utilizing foreign currency forward contracts to offset foreign exchange risk. Our foreign currency forward contracts are generally short-term in duration. We neither use these foreign currency forward contracts for trading purposes nor do we currently designate these forward contracts as hedging instruments pursuant to Accounting Standards Codification 815 (“ASC 815”), Derivatives and Hedging. Accordingly, we record the fair values of these contracts as of the end of our reporting period to our condensed consolidated balance sheets with changes in fair values recorded to our condensed consolidated statements of operations. Given the short duration of the forward contracts, the amount recorded is not significant. Our ultimate realized gain or loss with respect to foreign currency exposures will generally depend on the size and type of cross-currency transactions that we enter into, the currency exchange rates associated with these exposures and changes in those rates, the net realized gain or loss on our foreign currency forward contracts and other factors.

Foreign Currency Translation Risk

Fluctuations in foreign currencies impact the amount of total assets, liabilities, revenues, operating expenses and cash flows that we report for our foreign subsidiaries upon the translation of these amounts into USD. Although the USD fluctuated against certain international currencies over the past several months, the amounts of revenue and remaining performance

obligation that we reported in USD for foreign subsidiaries that transact in international currencies were similar to what we would have reported during the three months using a constant currency rate.

Interest Rate Sensitivity

We had cash, cash equivalents and marketable securities totaling $6.0 billion at July 31, 2019. This amount was invested primarily in money market funds, time deposits, corporate notes and bonds, government securities and other debt securities with credit ratings of at least BBB or better. The cash, cash equivalents and marketable securities are held for general corporate purposes, including acquisitions of, or investments in, complementary businesses, services or technologies, working capital and capital expenditures. Our investments are made for capital preservation purposes. We do not enter into investments for trading or speculative purposes.

Our cash equivalents and our portfolio of marketable securities are subject to market risk due to changes in interest rates. Fixed rate securities may have their market value adversely impacted due to a rise in interest rates, while floating rate securities may produce less income than expected if interest rates fall. Due in part to these factors, our future investment income may fall short of expectation due to changes in interest rates or we may suffer losses in principal if we are forced to sell securities that decline in market value due to changes in interest rates. However, because we classify our debt securities as “available for sale,” no gains or losses are recognized due to changes in interest rates unless such securities are sold prior to maturity or declines in fair value are determined to be other-than-temporary.

An immediate increase or decrease in interest rates of 100-basis points at July 31, 2019 could result in a $21 million market value reduction or increase of the same amount. This estimate is based on a sensitivity model that measures market value changes when changes in interest rates occur. Fluctuations in the value of our investment securities caused by a change in interest rates (gains or losses on the carrying value) are recorded in other comprehensive income, and are realized only if we sell the underlying securities.

At January 31, 2019, we had cash, cash equivalents and marketable securities totaling $4.3 billion. The fixed-income portfolio was also subject to interest rate risk. Changes in interest rates of 100-basis points would have resulted in market value changes of $21 million.

Market Risk and Market Interest Risk

We deposit our cash with multiple financial institutions.

In addition, we maintain debt obligations that are subject to market interest risk, as follows (in millions):

Instrument	Maturity date	Principal Outstanding as of July 31, 2019	Interest Terms	Effective interest rate for the three months ended July 31, 2019
2021 Term Loan	May 2021	$ 300	Floating	3.18%
2023 Senior Notes	April 2023	1,000	Fixed	3.26%
2028 Senior Notes	April 2028	1,500	Fixed	3.70%
Loan assumed on 50 Fremont	June 2023	196	Fixed	3.75%
Revolving credit facility	April 2023	0	Floating	N/A

The 2021 Term Loan bears interest, at our option, at either a base rate plus a spread of 0.00% to 0.25% or an adjusted LIBOR rate plus a spread of 0.625% to 1.25%, in each case, with such spread being determined based on our credit rating. By entering into the 2021 Term Loan, we have assumed risks associated with variable interest rates based upon a variable base rate or LIBOR. Changes in the overall level of interest rates affect the interest expense that we recognize in our statements of operations. The 2021 Term Loan was signed in April 2018 and funds were received in May 2018. We repaid $200 million of the 2021 Term Loan in June 2019.

The borrowings under the Revolving Credit Facility bear interest, at our option, at a base rate plus a spread of 0.00% to 0.375% or an adjusted LIBOR rate plus a spread of 0.75% to 1.375%, in each case with such spread being determined based on our credit rating. Regardless of what amounts, if any, are outstanding under the revolving credit facility, we are also obligated to pay an ongoing commitment fee on undrawn amounts at a rate of 0.05% to 0.175%, with such rate being based on our credit rating, payable in arrears quarterly. As of July 31, 2019, there was no outstanding borrowing amount under the Revolving Credit Facility.

The bank counterparties to our derivative contracts potentially expose us to credit-related losses in the event of their nonperformance. To mitigate that risk, we only contract with counterparties who meet the minimum requirements under our counterparty risk assessment process. We monitor ratings, credit spreads and potential downgrades on at least a quarterly basis. Based on our on-going assessment of counterparty risk, we adjust our exposure to various counterparties. We generally enter

into master netting arrangements, which reduce credit risk by permitting net settlement of transactions with the same counterparty. However, we do not have any master netting arrangements in place with collateral features.

We have an investment portfolio that includes strategic investments in publicly traded and privately held companies, which range from early-stage companies to more mature companies with established revenue streams and business models. The primary purpose of our investments is to create an ecosystem of enterprise cloud companies, accelerate the growth of technology startups and system integrators and create the next generation of AI, mobile applications and connected products both domestically and internationally. As the enterprise cloud computing ecosystem continues to mature, our investment opportunities have expanded to include investments in companies concurrently with an initial public offering, as well as continued investments in early to late stage companies. Our strategy is to continue investing in our ecosystem and the broader ecosystem to strengthen our strategic relationships with companies that have complementary technologies and products. We invest in both domestic and international companies and currently hold investments in all of our regions: the Americas, Europe, and Asia Pacific. We plan to continue to invest in these types of strategic investments, including in companies representing targeted geographies and targeted business and technological initiatives, as opportunities arise that we find attractive.

As of July 31, 2019, our portfolio, which consists of investments in over 250 companies including six publicly traded companies, is primarily comprised of independent software vendors and system integrators. Our capital investments in these companies range from $0.1 million to approximately $105 million, with 25 investments with carrying values individually equal to or in excess of approximately $10 million as of July 31, 2019. As of July 31, 2019, we held one investment with a carrying value that was greater than 15 percent of our total strategic investments and four additional investments with carrying values that were individually greater than five percent of our total strategic investments, of which two were publicly traded and two were privately held.

We record all fair value adjustments of our publicly traded and privately held equity investments through the statement of operations. As such we anticipate additional volatility to our statements of operations in future periods, due to changes in market prices of our investments in publicly held equity investments and the valuation and timing of observable price changes and impairments of our investments in privately held securities. These changes could be material based on market conditions and events. While historically our investment portfolio has had a positive impact on our financial results, that may not be true for future periods, particularly in periods of significant market fluctuations that affect our strategic investments portfolio.

We continually evaluate our investments in privately held and publicly traded companies. In certain cases, our ability to sell these investments may be impacted by contractual obligations to hold the securities for a set period of time after a public offering. Currently, three of our six publicly held investments are subject to such a contractual obligation, which expire in the third quarter of fiscal 2020 and the first quarter of fiscal 2021.

In addition, the financial success of our investment in any company is typically dependent on a liquidity event, such as a public offering, acquisition or other favorable market event reflecting appreciation to the cost of our initial investment. All of our investments, particularly those in privately held companies, are therefore subject to a risk of partial or total loss of investment capital.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our principal executive officers and principal financial officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of the end of the period covered by this report.

In designing and evaluating our disclosure controls and procedures, management recognizes that any disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on management's evaluation, our principal executive officers and principal financial officer concluded that our disclosure controls and procedures are designed to, and are effective to, provide assurance at a reasonable level that the information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our co-chief executive officers and chief financial officer, as appropriate, to allow timely decisions regarding required disclosures.

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

Under the supervision and with the participation of our management, including our principal executive officers and principal financial officer, we conducted an evaluation of any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during our most recently completed fiscal quarter. Based on that evaluation, our principal executive officers and principal financial officer concluded that there has not been any material change in our internal control over financial reporting during the quarter covered by this report that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. We implemented internal controls and assessed the impact on our financial statements from the adoption of Accounting Standards Codification 842, Leases, effective February 1, 2019. There were no significant changes to our internal control over financial reporting due to the adoption of the new standard.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

In the ordinary course of business, we are or may be involved in various legal or regulatory proceedings, claims, or purported class actions related to alleged infringement of third-party patents and other intellectual property rights, or alleged violation of commercial, corporate and securities, labor and employment, wage and hour, or other laws or regulations. We have been, and may in the future be put on notice or sued by third parties for alleged infringement of their proprietary rights, including patent infringement.

In December 2018, we were named as a nominal defendant and certain of our current and former directors were named as defendants in a purported shareholder derivative action in the Delaware Court of Chancery. The complaint alleged that excessive compensation was paid to such directors for their service, included claims of breach of fiduciary duty and unjust enrichment, and sought restitution and disgorgement of a portion of the directors' compensation. Subsequently, three similar shareholder derivative actions were filed in the Delaware Court of Chancery. The cases have been consolidated under the caption *In re Salesforce.com, Inc. Derivative Litigation*. We believe that the ultimate outcome of this litigation will not materially and adversely affect the Company's business, financial condition, results of operations or cash flows.

Tableau Litigation

In July and August 2017, two substantially similar securities class action complaints were filed against Tableau Software, Inc. ("Tableau") and two of its now former executive officers. The first complaint was filed in the U.S. District for the Southern District of New York (the "Scheufele Action"). The second complaint was filed in the U.S. District Court for the Western District of Washington and was voluntarily dismissed on October 17, 2017. In December 2017, the lead plaintiff in the Scheufele Action filed an amended complaint, which alleged that between February 5, 2015 and February 4, 2016, Tableau and certain of its executive officers violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder, in connection with statements regarding Tableau’s business and operations by allegedly failing to disclose that product launches and software upgrades by competitors were negatively impacting Tableau’s competitive position and profitability. The amended complaint sought unspecified damages, interest, attorneys’ fees and other costs. In February 2018, the lead plaintiff filed a second amended complaint (the "SAC"), which contains substantially similar allegations as the amended complaint, and added as defendants two of Tableau’s now former executive officers and directors. Defendants filed a motion to dismiss the SAC in March 2018, which was denied in February 2019. Defendants filed an answer to the SAC in March 2019, and subsequently amended their answer in April 2019.

In August 2018, Tableau was named as a nominal defendant in a purported shareholder derivative action in the United States District Court for the District of Delaware, allegedly on behalf of and for the benefit of Tableau, against certain of its now former directors and officers. The derivative action arises out of many of the factual allegations at issue in the Scheufele Action, and generally alleges that the individual defendants breached fiduciary duties owed to Tableau. The complaint seeks unspecified damages and equitable relief, attorneys' fees, costs and expenses. The case is currently stayed.

In July 2019, three civil actions were filed against Tableau and each of the members of Tableau’s board of directors as of the dates of the complaints asserting claims under Sections 14(e), 14(d), and 20(a) of the Exchange Act challenging the adequacy of certain public disclosures made by Tableau concerning its proposed transaction with Salesforce. We were named as a defendant in one of these three actions. Specifically, Shiva Stein, a purported Tableau stockholder, commenced an action in the United States District Court for the District of Delaware (the “Stein Action”); Marcy Curtis, a purported Tableau stockholder, commenced a putative class action in the United States District Court for the District of Delaware (the “Curtis Action”); and Cathy O'Brien, a purported Tableau stockholder, commenced an action in the United States District Court for the Southern District of New York (the “O'Brien Action”). Salesforce was named as a defendant in the Curtis Action. The plaintiffs seek, among other things, an injunction that would have prevented the acquisition of Tableau by Salesforce, rescission of the transaction or rescissory damages, an accounting by the defendants for all damages caused to the plaintiffs, and the award of attorneys’ fees and expenses. Tableau has not answered the complaint in the Curtis, or O'Brien Actions, and Salesforce has not answered the complaint in the Curtis Action.

We evaluate all claims and lawsuits with respect to their potential merits, our potential defenses and counterclaims, settlement or litigation potential and the expected effect on us. Our technologies may be subject to injunction if they are found to infringe the rights of a third-party. In addition, many of our subscription agreements require us to indemnify our customers for third-party intellectual property infringement claims, which could increase the cost to us of an adverse ruling on such a claim.

The outcome of any claims or litigation, regardless of the merits, is inherently uncertain. Any claims and other lawsuits, and the disposition of such claims and lawsuits, whether through settlement or litigation, could be time-consuming and expensive to resolve, divert our attention from executing our business plan, result in efforts to enjoin our activities, lead to

attempts by third parties to seek similar claims and, in the case of intellectual property claims, require us to change our technology, change our business practices, pay monetary damages or enter into short- or long-term royalty or licensing agreements.

In general, the resolution of a legal matter could prevent us from offering our service to others, could be material to our financial condition or cash flows, or both, or could otherwise adversely affect our operating results.

We make a provision for a liability relating to legal matters when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, estimated settlements, legal rulings, advice of legal counsel and other information and events pertaining to a particular matter. The outcomes of our legal proceedings and other contingencies are, however, inherently unpredictable and subject to significant uncertainties. As a result, we may not be able to reasonably estimate the amount or range of possible losses in excess of any amounts accrued, including losses that could arise as a result of application of non-monetary remedies, with respect to any contingencies, and our estimates may not prove to be accurate.

In our opinion, resolution of all current matters is not expected to have a material adverse impact on our condensed consolidated results of operations, cash flows or financial position. However, depending on the nature and timing of a given dispute or other contingency, an unfavorable resolution could materially affect our current or future results of operations or cash flows, or both, in a particular quarter.

ITEM 1A. RISK FACTORS

The risks and uncertainties described below are not the only ones facing us. Other events that we do not currently anticipate or that we currently deem immaterial also may affect our results of operations, stockholders' equity, cash flows and financial condition.

Risks Related to Our Business and Industry

If our security measures or those of our third-party data center hosting facilities, cloud computing platform providers or third-party service partners, or the underlying infrastructure of the Internet are breached, and unauthorized access is obtained to a customer’s data, our data or our IT systems, or authorized access is blocked or disabled, our services may be perceived as not being secure, customers may curtail or stop using our services, and we may incur significant reputational harm, legal exposure and liabilities, or a negative financial impact.

Our services involve the storage and transmission of our customers’ and our customers' customers' proprietary and other sensitive data, including financial information and personally identifiable information. While we have security measures in place to protect our customers and our customers’ customers' data, our services and underlying infrastructure may in the future be materially breached or compromised as a result of the following:

- third-party attempts to fraudulently induce employees or customers into disclosing sensitive information such as user names, passwords or other information to gain access to our customers’ data, our data or our IT systems;
- efforts by individuals or groups of hackers and sophisticated organizations, including state-sponsored organizations or nation-states;
- cyber-attacks on our internally built infrastructure on which many of our service offerings operate;
- vulnerabilities resulting from enhancements and updates to our existing service offerings;
- vulnerabilities in the products or components across the broad ecosystem that our services operate in conjunction with and are dependent on;
- vulnerabilities existing within newly acquired or integrated technologies and infrastructures;
- attacks on, or vulnerabilities in, the many different underlying networks and services that power the Internet that our products depend on, most of which are not under our control or the control of our vendors, partners, or customers; and
- employee or contractor errors or intentional acts that compromise our security systems.

These risks are mitigated, to the extent possible, by our ability to maintain and improve business and data governance policies, enhanced processes and internal security controls, including our ability to escalate and respond to known and potential risks. Our Board of Directors, Audit Committee and executive management are regularly briefed on our cyber-security policies and practices and ongoing efforts to improve security, as well as periodic updates on cyber-security events. Although we have developed systems and processes designed to protect our customers’ and our customers’ customers’ proprietary and other sensitive data, we can provide no assurances that such measures will provide absolute security. For example, our ability to mitigate these risks may be impacted by the following:

- frequent changes to, and growth in complexity of, the techniques used to breach, obtain unauthorized access to, or sabotage IT systems and infrastructure, which are generally not recognized until launched against a target, possibly resulting in our being unable to anticipate or implement adequate measures to prevent such techniques;
- the continued evolution of our internal IT systems as we early adopt new technologies and new ways of sharing data and communicating internally and with partners and customers, which increases the complexity of our IT systems;
- authorization by our customers to third-party technology providers to access their customer data, which may lead to our customers' inability to protect their data that is stored on our servers; and
- our limited control over our customers or third-party technology providers, or the processing of data by third-party technology providers, which may not allow us to maintain the integrity or security of such transmissions or processing.

In the normal course of business, we are and have been the target of malicious cyber-attack attempts and have experienced other security incidents. To date, such identified security events have not been material or significant to us, including to our reputation or business operations, or had a material financial impact, but there can be no assurance that future cyberattacks will not be material or significant.

A security breach or incident could result in unauthorized parties obtaining access to, or the denial of authorized access to, our IT systems or data, or our customers' systems or data, including intellectual property and proprietary, sensitive, or other confidential information. A security breach could also result in a loss of confidence in the security of our services, damage our reputation, negatively impact our future sales, disrupt our business and lead to increases in insurance premiums and legal and financial exposure and liability. Finally, the detection, prevention and remediation of known or potential security vulnerabilities, including those arising from third-party hardware or software, may result in additional financial burdens due to additional direct and indirect costs, such as additional infrastructure capacity spending to mitigate any system degradation and the reallocation of resources from development activities.

Defects or disruptions in our services could diminish demand for our services and subject us to substantial liability.

Because our services are complex and incorporate a variety of hardware, proprietary software and third-party software, our services may have errors or defects that could result in unanticipated downtime for our subscribers and harm to our reputation and our business. Cloud services frequently contain undetected errors when first introduced or when new versions or enhancements are released. We have from time to time found defects in, and experienced disruptions to, our services and new defects or disruptions may occur in the future. Such defects could also create vulnerabilities that could inadvertently permit access to protected customer data. For example, we recently experienced a significant service disruption due to an internally deployed software update that had an unintended impact on our services for certain customers. As a precaution we immediately disabled access to our services for potentially impacted customers while we worked to remediate the issue. While we continue to evaluate the cause and impact of the disruption, it has not materially affected our business, reputation or financial results.

In addition, our customers may use our services in unanticipated ways that may cause a disruption in services for other customers attempting to access their data. As we acquire companies, we may encounter difficulty in incorporating the acquired technologies into our services and in augmenting the technologies to meet the quality standards that are consistent with our brand and reputation.

Since our customers use our services for important aspects of their business, any errors, defects, disruptions in service or other performance problems could hurt our reputation and may damage our customers’ businesses. As a result, customers could elect to not renew our services or delay or withhold payment to us. We could also lose future sales or customers may make warranty or other claims against us, which could result in an increase in our allowance for doubtful accounts, an increase in collection cycles for accounts receivable or the expense and risk of litigation.

Any interruptions or delays in services from third-parties, including data center hosting facilities, cloud computing platform providers and other hardware and software vendors, or from our inability to adequately plan for and manage service interruptions or infrastructure capacity requirements, could impair the delivery of our services and harm our business.

We currently serve our customers from third-party data center hosting facilities and cloud computing platform providers located in the United States and other countries. We also rely on computer hardware purchased or leased from, software licensed from, and cloud computing platforms provided by, third parties in order to offer our services, including database software, hardware and data from a variety of vendors. Any damage to, or failure of our systems generally, including the systems of our third-party platform providers, could result in interruptions in our services. We have from time to time experienced interruptions in our services and such interruptions may occur in the future. As we increase our reliance on these third-party systems, our exposure to damage from service interruptions may increase. Interruptions in our services may cause

us to issue credits or pay penalties, cause customers to make warranty or other claims against us or to terminate their subscriptions and adversely affect our attrition rates and our ability to attract new customers, all of which would reduce our revenue. Our business would also be harmed if our customers and potential customers believe our services are unreliable.

We use a range of disaster recovery and business continuity arrangements. For many of our offerings, our production environment and customers' data are replicated in near real-time in a separate facility located elsewhere. Certain offerings, including some offerings of companies added through acquisitions, may be served through alternate facilities or arrangements. We do not control the operation of any of these facilities, and they may be vulnerable to damage or interruption from earthquakes, floods, fires, power loss, telecommunications failures and similar events. They may also be subject to break-ins, sabotage, intentional acts of vandalism and similar misconduct, as well as local administrative actions, changes to legal or permitting requirements and litigation to stop, limit or delay operation. Despite precautions taken at these facilities, such as disaster recovery and business continuity arrangements, the occurrence of a natural disaster or an act of terrorism, a decision to close the facilities without adequate notice or other unanticipated problems at these facilities could result in lengthy interruptions in our services.

These hardware, software, data and cloud computing platforms may not continue to be available at reasonable prices, on commercially reasonable terms or at all. Any loss of the right to use any of these hardware, software or cloud computing platforms could significantly increase our expenses and otherwise result in delays in the provisioning of our services until equivalent technology is either developed by us, or, if available, is identified, obtained through purchase or license and integrated into our services.

If we do not accurately plan for our infrastructure capacity requirements and we experience significant strains on our data center capacity, our customers could experience performance degradation or service outages that may subject us to financial liabilities, result in customer losses and harm our business. As we add data centers and capacity and continue to move to cloud computing platform providers, we may move or transfer our data and our customers' data. Despite precautions taken during this process, any unsuccessful data transfers may impair the delivery of our services, which may damage our business.

Privacy concerns and laws such as the European Union's General Data Protection Regulation, evolving regulation of cloud computing, cross-border data transfer restrictions and other domestic or foreign regulations may limit the use and adoption of our services and adversely affect our business.

Regulation related to the provision of services over the Internet is evolving, as federal, state and foreign governments continue to adopt new, or modify existing, laws and regulations addressing data privacy and the collection, processing, storage, transfer and use of data. In some cases, data privacy laws and regulations, such as the European Union's ("EU") General Data Protection Regulation ("GDPR") that took effect in May 2018, impose new obligations directly on Salesforce as both a data controller and a data processor, as well as on many of our customers. In addition, domestic data privacy laws, such as the California Consumer Privacy Act ("CCPA"), which will take effect in January 2020, continue to evolve and could expose us to further regulatory burdens. Further, laws such as the EU's proposed e-Privacy Regulation are increasingly aimed at the use of personal information for marketing purposes, and the tracking of individuals' online activities.

Although we monitor the regulatory environment and have invested in addressing these developments, such as GDPR and CCPA readiness, these laws may require us to make additional changes to our services to enable us or our customers to meet the new legal requirements, and may also increase our potential liability exposure through higher potential penalties for non-compliance. These new or proposed laws and regulations are subject to differing interpretations and may be inconsistent among jurisdictions. These and other requirements could reduce demand for our services, require us to take on more onerous obligations in our contracts, restrict our ability to store, transfer and process data or, in some cases, impact our ability or our customers' ability to offer our services in certain locations, to deploy our solutions, to reach current and prospective customers, or to derive insights from customer data globally. For example, ongoing legal challenges in Europe to the mechanisms allowing companies to transfer personal data from the European Economic Area to the United States could result in further limitations on the ability to transfer data across borders, particularly if governments are unable or unwilling to reach new or maintain existing agreements that support cross-border data transfers, such as the EU-U.S. and Swiss-U.S. Privacy Shield framework. Additionally, certain countries have passed or are considering passing laws requiring local data residency. The costs of compliance with, and other burdens imposed by, privacy laws, regulations and standards may limit the use and adoption of our services, reduce overall demand for our services, make it more difficult to meet expectations from or commitments to customers, lead to significant fines, penalties or liabilities for noncompliance, impact our reputation, or slow the pace at which we close sales transactions, any of which could harm our business.

In addition to government activity, privacy advocacy and other industry groups have established or may establish new self-regulatory standards that may place additional burdens on our ability to provide our services globally. Our customers expect us to meet voluntary certification and other standards established by third parties, such as TRUSTe. If we are unable to maintain these certifications or meet these standards, it could adversely affect our ability to provide our solutions to certain customers and could harm our business.

Furthermore, the uncertain and shifting regulatory environment and trust climate may cause concerns regarding data privacy and may cause our customers or our customers' customers to resist providing the data necessary to allow our customers to use our services effectively. Even the perception that the privacy of personal information is not satisfactorily protected or does not meet regulatory requirements could inhibit sales of our products or services and could limit adoption of our cloud-based solutions.

Our efforts to expand our services beyond the CRM market and to develop and integrate our existing services in order to keep pace with technological developments may not succeed and may reduce our revenue growth rate and harm our business.

We derive a significant portion of our revenue from subscriptions to our CRM enterprise cloud computing application services, and we expect this will continue for the foreseeable future. Our efforts to expand our services beyond the CRM market may not succeed and may reduce our revenue growth rate. The markets for certain of our offerings, including our Einstein artificial intelligence, data management platform and collaboration offerings, remain relatively new and it is uncertain whether our efforts, and related investments, will ever result in significant revenue for us. In addition, we may be required to continuously enhance our artificial intelligence offerings so that quality recommendations can be provided to our customers. Further, the introduction of significant platform changes and upgrades, including our Lightning platform and Customer 360 platform, may not succeed and early stage interest and adoption of such new services may not result in long term success or significant revenue for us.

Additionally, if we fail to anticipate or identify significant Internet-related and other technology trends and developments early enough, or if we do not devote appropriate resources to adapting to such trends and developments, our business could be harmed.

If we are unable to develop enhancements to and new features for our existing or new services that keep pace with rapid technological developments, our business could be harmed. The success of enhancements, new features and services depends on several factors, including the timely completion, introduction and market acceptance of the feature, service or enhancement by customers, administrators and developers, as well as our ability to seamlessly integrate all of our service offerings and develop adequate selling capabilities in new markets. Failure in this regard may significantly impair our revenue growth as well as negatively impact our operating results if the additional costs are not offset by additional revenues. In addition, because our services are designed to operate over various network technologies and on a variety of mobile devices, operating systems and computer hardware and software platforms using a standard browser, we will need to continuously modify and enhance our services to keep pace with changes in Internet-related hardware, software, communication, browser, app development platform and database technologies, as well as continue to maintain and support our services on legacy systems. We may not be successful in either developing these modifications and enhancements or in bringing them to market timely. Furthermore, uncertainties about the timing and nature of new network platforms or technologies, or modifications to existing platforms or technologies, could increase our research and development or service delivery expenses. Any failure of our services to operate effectively with future network platforms and technologies could reduce the demand for our services, result in customer dissatisfaction and harm our business.

As we acquire and invest in companies or technologies, we may not realize the expected business or financial benefits and the acquisitions could prove difficult to integrate, disrupt our business, dilute stockholder value and adversely affect our operating results and the market value of our common stock.

As part of our business strategy, we periodically make investments in, or acquisitions of, complementary businesses, joint ventures, services and technologies and intellectual property rights, and we expect that we will continue to make such investments and acquisitions in the future.

Acquisitions and other transactions, arrangements, and investments involve numerous risks and could create unforeseen operating difficulties and expenditures, including:

- potential failure to achieve the expected benefits on a timely basis or at all;
- difficulties (including potential delays, remedies or other restrictions imposed by regulatory authorities such as the CMA) in, and the cost of, integrating operations, technologies, services, platforms and personnel;
- the inability to obtain the regulatory approvals necessary to complete transactions or to integrate operations, or potential remedies imposed by regulatory authorities either as a condition to or following the completion of a transaction, which may include divestitures, ownership or operational restrictions or other structural or behavioral remedies;
- diversion of financial and managerial resources from existing operations;
- the potential entry into new markets in which we have little or no experience or where competitors may have stronger market positions;

- potential write-offs of acquired assets or investments, and potential financial and credit risks associated with acquired customers;
- failure to assimilate acquired employees, which may lead to retention risk with respect to both key acquired employees and our existing key employees or disruption to existing teams;
- differences between our values and those of our acquired companies;
- difficulties in re-training key employees of acquired companies and integrating them into our organizational structure and corporate culture;
- difficulties in and financial costs of addressing acquired compensation structures inconsistent with our compensation structure;
- inability to generate sufficient revenue to offset acquisition or investment costs;
- inability to maintain relationships with customers and partners of the acquired business;
- challenges with the acquired company's third-party service providers, including those that are required for ongoing access to third-party data;
- changes to customer relationships or customer perception of the acquired business as a result of the acquisition;
- challenges converting and forecasting the acquired company's revenue recognition policies including subscription-based revenues and revenues based on the transfer of control, as well as appropriate allocation of the customer consideration to the individual deliverables;
- difficulty of transitioning the acquired technology onto our existing platforms and customer acceptance of multiple platforms on a temporary or permanent basis;
- augmenting the acquired technologies and platforms to the levels that are consistent with our brand and reputation;
- potential for acquired products to impact the profitability of existing products;
- potential identified or unknown security vulnerabilities in acquired products that expose us to additional security risks or delay our ability to integrate the product into our service offerings or recognize the benefits of our investment;
- difficulties in increasing or maintaining the security standards for acquired technology consistent with our other services, and related costs;
- potential unknown liabilities associated with the acquired businesses;
- challenges relating to the structure of an investment, such as governance, accountability and decision-making conflicts that may arise in the context of a joint venture or other majority ownership investments;
- unanticipated expenses related to acquired technology and its integration into our existing technology;
- negative impact to our results of operations because of the depreciation and amortization of amounts related to acquired intangible assets, fixed assets and deferred compensation;
- additional stock-based compensation;
- the loss of acquired unearned revenue and unbilled unearned revenue;
- delays in customer purchases due to uncertainty related to any acquisition;
- ineffective or inadequate controls, procedures and policies at the acquired company;
- in the case of foreign acquisitions, challenges caused by integrating operations over distance, and across different languages, cultures and political environments;
- currency and regulatory risks associated with foreign countries and potential additional cybersecurity and compliance risks resulting from entry into new markets; and
- the tax effects and costs of any such acquisitions including the related integration into our tax structure and assessment of the impact on the realizability of our future tax assets or liabilities.

Any of these risks could harm our business or negatively impact our results of operations. In particular, on August 1, 2019, we completed our largest acquisition to date of Tableau for approximately $14.9 billion. In July 2019, the CMA informed the parties that it planned to review the merger. Although the Company believes that the merger does not raise any competition concerns, it intends to fully comply with the CMA's order and keep the Tableau business operationally separate from Salesforce until the lifting of the order or conclusion of the CMA’s review. Uncertainty as to the duration and scope of such review, as well as any potential remedies imposed by the CMA, may impact the Company's and Tableau’s business and operations.

In addition, to facilitate acquisitions or investments, we may seek additional equity or debt financing, which may not be available on terms favorable to us or at all, which may affect our ability to complete subsequent acquisitions or investments, and which may affect the risks of owning our common stock. For example, if we finance acquisitions by issuing equity or convertible or other debt securities or loans, our existing stockholders may be diluted, or we could face constraints related to the terms of, and repayment obligation related to, the incurrence of indebtedness that could affect the market price of our common stock.

Industry-specific regulation and other requirements and standards are evolving and unfavorable industry-specific laws, regulations, interpretive positions or standards could harm our business.

Our customers and potential customers conduct business in a variety of industries, including financial services, the public sector, healthcare and telecommunications. Regulators in certain industries have adopted and may in the future adopt regulations or interpretive positions regarding the use of cloud computing and other outsourced services. The costs of compliance with, and other burdens imposed by, industry-specific laws, regulations and interpretive positions may limit our customers' use and adoption of our services and reduce overall demand for our services. Compliance with these regulations may also require us to devote greater resources to support certain customers, which may increase costs and lengthen sales cycles. For example, some financial services regulators have imposed guidelines for use of cloud computing services that mandate specific controls or require financial services enterprises to obtain regulatory approval prior to outsourcing certain functions. If we are unable to comply with these guidelines or controls, or if our customers are unable to obtain regulatory approval to use our services where required, our business may be harmed. In addition, an inability to satisfy the standards of certain voluntary third-party certification bodies that our customers may expect, such as an attestation of compliance with the Payment Card Industry (PCI) Data Security Standards, may have an adverse impact on our business and results. If in the future we are unable to achieve or maintain industry-specific certifications or other requirements or standards relevant to our customers, it may harm our business and adversely affect our results.

Further, in some cases, industry-specific laws, regionally-specific, or product-specific laws, regulations, or interpretive positions may also apply directly to us as a service provider. The interpretation of many of these statutes, regulations, and rulings is evolving in the courts and administrative agencies and an inability to comply may have an adverse impact on our business and results. Any failure or perceived failure by us to comply with such requirements could have an adverse impact on our business. For example, there are various statutes, regulations, and rulings relevant to the direct email marketing and text-messaging industries, including the Telephone Consumer Protection Act (TCPA) and related Federal Communication Commission (FCC) orders, which impose significant restrictions on the ability to utilize telephone calls and text messages to mobile telephone numbers as a means of communication, when the prior consent of the person being contacted has not been obtained. We have been, and may in the future be, subject to one or more class-action lawsuits, as well as individual lawsuits, containing allegations that one of our businesses or customers violated the TCPA. A determination that we or our customers violated the TCPA or other communications-based statutes could expose us to significant damage awards that could, individually or in the aggregate, materially harm our business.

Supporting our existing and growing customer base could strain our personnel resources and infrastructure, and if we are unable to scale our operations and increase productivity, we may not be able to successfully implement our business plan.

We continue to experience significant growth in our customer base and personnel, which has placed a strain on our management, administrative, operational and financial infrastructure. We anticipate that significant additional investments will be required to scale our operations and increase productivity, to address the needs of our customers, to further develop and enhance our services, to expand into new geographic areas, and to scale with our overall growth. The additional investments we are making will increase our cost base, which will make it more difficult for us to offset any future revenue shortfalls by reducing expenses in the short term.

We regularly upgrade or replace our various software systems. If the implementations of these new applications are delayed, or if we encounter unforeseen problems with our new systems or in migrating away from our existing applications and systems, our operations and our ability to manage our business could be negatively impacted.

Our success will depend in part upon the ability of our senior management to manage our projected growth effectively. To do so, we must continue to increase the productivity of our existing employees and to hire, train and manage new employees as needed. To manage the expected domestic and international growth of our operations and personnel, we will need to continue to improve our operational, financial and management controls, our reporting systems and procedures, and our utilization of real estate. If we fail to successfully scale our operations and increase productivity, we may be unable to execute our business plan and the fair value of our common stock could decline.

The market in which we participate is intensely competitive, and if we do not compete effectively, our operating results could be harmed.

The market for enterprise applications and platform services is highly competitive, rapidly evolving and fragmented, and subject to changing technology, low barriers to entry, shifting customer needs and frequent introductions of new products and services. Many prospective customers have invested substantial personnel and financial resources to implement and integrate their current enterprise software into their businesses and therefore may be reluctant or unwilling to migrate away from their current solution to an enterprise cloud computing application service. Additionally, third-party developers may be reluctant to build application services on our platform since they have invested in other competing technology platforms.

Our current competitors include:

- Vendors of packaged business software, as well as companies offering enterprise apps delivered through on-premises offerings from enterprise software application vendors and cloud computing application service providers, either individually or with others;
- Software companies that provide their product or service free of charge, and only charge a premium for advanced features and functionality;
- Internally developed enterprise applications, for example by our potential customers’ IT departments;
- Marketing vendors, which may be specialized in advertising, targeting, messaging, or campaign automation;
- E-commerce solutions from established and emerging cloud-only vendors and established on-premises vendors;
- Integration software vendors, integration service providers and API management providers;
- Traditional platform development environment companies and cloud computing development platform companies who may develop toolsets and products that allow customers to build new apps that run on the customers’ current infrastructure or as hosted services;
- IoT platforms from large companies that have existing relationships with hardware and software companies; and
- AI solutions from new startups and established companies.

Some of our current and potential competitors may have competitive advantages, such as greater name recognition, longer operating histories, significant installed bases, broader geographic scope, and larger marketing budgets, as well as substantially greater financial, technical, personnel, and other resources. In addition, many of our current and potential competitors have established marketing relationships and access to larger customer bases, and have major distribution agreements with consultants, system integrators and resellers. We also experience competition from smaller, younger competitors that may be more agile in responding to customers' demands. These competitors may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards or customer requirements or provide competitive pricing. As a result, even if our services are more effective than the products and services that our competitors offer, potential customers might select competitive products and services in lieu of purchasing our services. For all of these reasons, we may not be able to compete successfully against our current and future competitors, which could negatively impact our future sales and harm our business.

Our ability to deliver our services is dependent on the development and maintenance of the infrastructure of the Internet by third parties.

The Internet’s infrastructure is comprised of many different networks and services that are highly fragmented and distributed by design. This infrastructure is run by a series of independent third-party organizations that work together to provide the infrastructure and supporting services of the Internet under the governance of the Internet Corporation for Assigned Numbers and Names (ICANN) and the Internet Assigned Numbers Authority (IANA), now under the stewardship of ICANN.

The Internet has experienced a variety of outages and other delays as a result of damages to portions of its infrastructure, denial-of-service attacks or related cyber incidents, and it could face outages and delays in the future. These outages and delays could reduce the level of Internet usage or result in fragmentation of the Internet, resulting in multiple separate Internets. These scenarios are not under our control and could reduce the availability of the Internet to us or our customers for delivery of our Internet-based services. Any resulting interruptions in our services or the ability of our customers to access our services could result in a loss of potential or existing customers and harm our business.

In addition, certain countries have implemented (or may implement) legislative and technological actions that either do or can effectively regulate access to the Internet, including the ability of Internet service providers to limit access to specific websites or content. These actions could potentially limit or interrupt access to our services from certain countries or Internet service providers, impede our growth, result in the loss of potential or existing customers and harm our business.

We are subject to risks associated with our strategic investments, including partial or complete loss of invested capital. Significant changes in the fair value of this portfolio, including changes in the market prices of our investments in public companies and impairments of privately held companies, could negatively impact our financial results.

We have strategic investments in publicly traded and privately held companies, which range from early-stage companies to more mature companies with established revenue streams and business models. Many such companies generate net losses and the market for their products, services or technologies may be slow to develop, and, therefore, are dependent on the availability of later rounds of financing from banks or investors on favorable terms to continue their operations. The financial success of our investment in any privately held company is typically dependent on a liquidity event, such as a public offering, acquisition or other favorable market event reflecting appreciation to the cost of our initial investment. Likewise, the financial success of our investment in any publicly held company is typically dependent upon an exit in favorable market conditions, and to a lesser extent on liquidity events. The capital markets for public offerings and acquisitions are dynamic and the likelihood of a successful liquidity events for the companies we have invested in could significantly worsen. Further, valuations of privately held companies are inherently complex due to the lack of readily available market data.

As the enterprise cloud computing ecosystem has matured, the opportunities in which we can invest have expanded to include investments in companies concurrently with an initial public offering in addition to our investments in early to late stage companies. Therefore, our investment strategy and portfolio has also expanded to include more mature companies. In certain cases, our ability to sell these investments may be constrained by contractual obligations to hold the securities for a period of time after a public offering, including market standoff agreements and lock-up agreements.

We record all fair value adjustments of our publicly traded and privately held equity investments through the condensed consolidated statement of operations. As a result, we may experience additional volatility to our statements of operations due to changes in market prices of our investments in publicly held equity investments and the valuation and timing of observable price changes or impairments of our investments in privately held securities. Our ability to mitigate this volatility in any given period may be impacted by our contractual obligations to hold securities for a set period of time. This volatility has been and could continue to be material to our results in any given quarter and may cause our stock price to decline. While historically our investment portfolio has had a positive impact on our financial results, that may not be true for future periods, particularly in periods of significant market fluctuations which affect our strategic investments portfolio.

All of our investments, especially our investments in privately held companies, are subject to a risk of a partial or total loss of investment capital. In addition, in the future we may deploy material investments in individual investee companies, resulting in the concentration of risk in a small number of companies. Changes in the fair value or partial or total loss of investment capital of these individual companies could be material to our financial statements.

Our quarterly results are likely to fluctuate, which may cause the value of our common stock to decline substantially.

Our quarterly results are likely to fluctuate. For example, our fiscal fourth quarter has historically been our strongest quarter for new business and renewals. The year-over-year compounding effect of this seasonality in billing patterns and overall new business and renewal activity causes the value of invoices that we generate in the fourth quarter to continually increase in proportion to our billings in the other three quarters of our fiscal year. As a result, our fiscal first quarter is our largest collections and operating cash flow quarter.

Additionally, some of the important factors that may cause our revenues, operating results and cash flows to fluctuate from quarter to quarter include:

- our ability to retain and increase sales to existing customers, attract new customers and satisfy our customers’ requirements;
- the attrition rates for our services;
- the rate of expansion and productivity of our sales force;
- the length of the sales cycle for our services;
- new product and service introductions by our competitors;
- our success in selling our services to large enterprises;
- changes in unearned revenue and the Remaining Performance Obligation, due to seasonality, the timing of and compounding effects of renewals, invoice duration, size and timing, new business linearity between quarters and within a quarter, average contract term, the collectibility of invoices related to multiyear agreements, the timing of license software revenue recognition, or fluctuations due to foreign currency movements, all of which may impact implied growth rates;
- our ability to realize benefits from strategic partnerships, acquisitions or investments;

- general economic or geopolitical conditions, which may adversely affect either our customers’ ability or willingness to purchase additional subscriptions or upgrade their services, or delay a prospective customer's purchasing decision, reduce the value of new subscription contracts, or affect attrition rates;
- variations in the revenue mix of our services and growth rates of our cloud subscription and support offerings, including the timing of software license sales and sales offerings that include an on-premise software element for which the revenue allocated to that deliverable is recognized upfront;
- the seasonality of our sales cycle, including software license sales, and timing of contract execution and the corresponding impact on revenue recognized at a point in time;
- changes in our pricing policies and terms of contracts, whether initiated by us or as a result of competition;
- changes in payment terms and the timing of customer payments and payment defaults by customers;
- the seasonality of our customers’ businesses, especially Commerce Cloud customers, including retailers and branded manufacturers;
- fluctuations in foreign currency exchange rates such as with respect to the British Pound Sterling;
- the amount and timing of operating costs and capital expenditures related to the operations and expansion of our business;
- the number of new employees;
- the timing of commission, bonus, and other compensation payments to employees;
- the cost, timing and management effort required for the introduction of new features to our services;
- the costs associated with acquiring new businesses and technologies and the follow-on costs of integration and consolidating the results of acquired businesses;
- expenses related to our real estate, our office leases and our data center capacity and expansion;
- timing of additional investments in our enterprise cloud computing application and platform services and in our consulting services;
- expenses related to significant, unusual or discrete events, which are recorded in the period in which the events occur;
- extraordinary expenses such as litigation or other dispute-related settlement payments;
- income tax effects resulting from, but not limited to, tax law changes, court decisions on tax matters, global tax developments applicable to multinationals, changes in operations or business structures, and acquisition activity;
- the timing of payroll and other withholding tax expenses, which are triggered by the payment of bonuses and when employees exercise their vested stock awards;
- technical difficulties or interruptions in our services;
- changes in interest rates and our mix of investments, which would impact the return on our investments in cash and marketable securities;
- conditions, particularly sudden changes, in the financial markets, which have impacted and may continue to impact the value and liquidity of our investment portfolio;
- changes in the fair value of our strategic investments in early-to-late stage privately held and public companies, which could negatively and materially impact our financial results, particularly in periods of significant market fluctuations;
- equity issuances, including as consideration in acquisitions;
- the timing of stock awards to employees and the related adverse financial statement impact of having to expense those stock awards on a straight-line basis over their vesting schedules;
- evolving regulations of cloud computing and cross-border data transfer restrictions and similar regulations;
- regulatory compliance costs; and
- the impact of new accounting pronouncements and associated system implementations, for example, the adoption of Accounting Standards Update No. 2016-02, “Leases (Topic 842)” (“ASU 2016-02”), which includes the accounting for lease assets and lease liabilities.

Many of these factors are outside of our control, and the occurrence of one or more of them might cause our operating results to vary widely. If we fail to meet or exceed operating results expectations or if securities analysts and investors have estimates and forecasts of our future performance that are unrealistic or that we do not meet, the market price of our common

stock could decline. In addition, if one or more of the securities analysts who cover us adversely change their recommendation regarding our stock, the market price of our common stock could decline.

If we experience significant fluctuations in our rate of anticipated growth and fail to balance our expenses with our revenue forecasts, our business could be harmed and the market price of our common stock could decline.

Due to the pace of change and innovation in enterprise cloud computing services, the unpredictability of future general economic and financial market conditions, the impact of foreign currency exchange rate fluctuations, the growing complexity of our business, including the use of multiple pricing and packaging models, and our increasing focus on enterprise cloud computing services, we may not be able to realize our projected revenue growth plans. We plan our expense levels and investment on estimates of future revenue and future anticipated rate of growth. We may not be able to adjust our spending appropriately if the addition of new subscriptions or the renewals of existing subscriptions fall short of our expectations. A portion of our expenses may also be fixed in nature for some minimum amount of time, such as with costs capitalized to obtain revenue contracts, data center and infrastructure service contracts or office leases, so it may not be possible to reduce costs in a timely manner, or at all, without the payment of fees to exit certain obligations early. As a result, we expect that our revenues, operating results and cash flows may fluctuate significantly on a quarterly basis and revenue growth rates may not be sustainable and may decline in the future, and we may not be able to provide continued operating margin expansion, which could harm our business and cause the market price of our common stock to decline.

Sales to customers outside the United States expose us to risks inherent in international operations.

We sell our services throughout the world and are subject to risks and challenges associated with international business. We intend to continue to expand our international sales efforts. The risks and challenges associated with sales to customers outside the United States or those that can affect international operations generally, include:

- localization of our services, including translation into foreign languages and associated expenses;
- regulatory frameworks or business practices favoring local competitors;
- pressure on the creditworthiness of sovereign nations, where we have customers and a balance of our cash, cash equivalents and marketable securities;
- evolving domestic and international tax environments;
- liquidity issues or political actions by sovereign nations, including nations with a controlled currency environment, which could result in decreased values of these balances or potential difficulties protecting our foreign assets or satisfying local obligations;
- foreign currency fluctuations and controls, which may make our services more expensive for international customers and could add volatility to our operating results;
- compliance with multiple, conflicting, ambiguous or evolving governmental laws and regulations, including employment, tax, privacy, anti-corruption, import/export, antitrust, data transfer, storage and protection, and industry-specific laws and regulations, including rules related to compliance by our third-party resellers and our ability to identify and respond timely to compliance issues when they occur;
- vetting and monitoring our third-party resellers in new and evolving markets to confirm they maintain standards consistent with our brand and reputation;
- uncertainty regarding regulation, currency, tax, and operations resulting from the United Kingdom's planned exit from the EU ("Brexit") that could disrupt trade, the sale of our services and commerce, and movement of our people between the United Kingdom, EU, and other locations;
- changes in the public perception of governments in the regions where we operate or plan to operate;
- regional data privacy laws and other regulatory requirements that apply to outsourced service providers and to the transmission of our customers' data across international borders, which grow more complex as we scale and expand into new markets;
- treatment of revenue from international sources, intellectual property considerations and changes to tax codes, including being subject to foreign tax laws and being liable for paying withholding income or other taxes in foreign jurisdictions;
- different pricing environments;
- difficulties in staffing and managing foreign operations;
- different or lesser protection of our intellectual property;
- longer accounts receivable payment cycles and other collection difficulties;
- natural disasters, acts of war, terrorism, pandemics or security breaches;
- regional economic and political conditions; and

- the imposition of and changes in the United States' and other governments' trade regulations and restrictions.

Any of these factors could negatively impact our business and results of operations. The above factors may also negatively impact our ability to successfully expand into emerging market countries, where we have little or no operating experience, where it can be costly and challenging to establish and maintain operations, including hiring and managing required personnel, and difficult to promote our brand, and where we may not benefit from any first-to-market advantage or otherwise succeed.

Because we generally recognize revenue from subscriptions for our services over the term of the subscription, downturns or upturns in new business may not be immediately reflected in our operating results.

We generally recognize revenue from customers ratably over the terms of their subscription agreements, which are typically 12 to 36 months. As a result, most of the revenue we report in each quarter is the result of subscription agreements entered into during previous quarters. Consequently, a decline in new or renewed subscriptions in any one quarter may not be reflected in our revenue results for that quarter. Any such decline, however, will negatively impact our revenue in future quarters. Accordingly, the effect of significant downturns in sales and market acceptance of our services, and potential changes in our attrition rate, may not be fully reflected in our results of operations until future periods. Our subscription model also makes it difficult for us to rapidly increase our revenue through additional sales in any period, as revenue from new customers must be recognized over the applicable subscription term.

If our customers do not renew their subscriptions for our services or reduce the number of paying subscriptions at the time of renewal, our revenue could decline and our business may suffer. If we cannot accurately predict subscription renewals or upgrade rates, we may not meet our revenue targets, which may adversely affect the market price of our common stock.

Our customers have no obligation to renew their subscriptions for our services after the expiration of their contractual subscription period, which is typically 12 to 36 months, and in the normal course of business, some customers have elected not to renew. In addition, our customers may renew for fewer subscriptions, renew for shorter contract lengths, or switch to lower cost offerings of our services. It is difficult to predict attrition rates given our varied customer base of enterprise and small and medium size business customers and the number of multi-year subscription contracts. Our attrition rates may increase or fluctuate as a result of a number of factors, including customer dissatisfaction with our services, customers’ spending levels, mix of customer base, decreases in the number of users at our customers, competition, pricing increases or changes and deteriorating general economic conditions.

Our future success also depends in part on our ability to sell additional features and services, more subscriptions or enhanced editions of our services to our current customers. This may also require increasingly sophisticated and costly sales efforts that are targeted at senior management. Similarly, the rate at which our customers purchase new or enhanced services depends on a number of factors, including general economic conditions and that our customers do not react negatively to any price changes related to these additional features and services.

If customers do not renew their subscriptions, do not purchase additional features or enhanced subscriptions or if attrition rates increase, our business could be harmed.

If third-party developers and providers do not continue to embrace our technology delivery model and enterprise cloud computing services, or if our customers seek warranties from us for third-party applications, integrations, data and content, our business could be harmed.

Our success depends on the willingness of a growing community of third-party developers and technology providers to build applications and provide integrations, data and content that are complementary to our services. Without the continued development of these applications and provision of such integrations, data and content, both current and potential customers may not find our services sufficiently attractive, which could impact future sales. In addition, for those customers who authorize a third-party technology partner access to their data, we do not provide any warranty related to the functionality, security and integrity of the data transmission or processing. Despite contract provisions to protect us, customers may look to us to support and provide warranties for the third-party applications, integrations, data and content, even though not developed or sold by us, which may expose us to potential claims, liabilities and obligations, all of which could harm our business.

We are exposed to fluctuations in currency exchange rates that could negatively impact our financial results and cash flows from changes in the value of the U.S. Dollar versus local currencies and the Euro versus the British Pound Sterling.

We primarily conduct our business in the following regions: the Americas, Europe and Asia Pacific. The expanding global scope of our business exposes us to risk of fluctuations in foreign currency markets. This exposure is the result of selling in multiple currencies, growth in our international investments, including data center expansion, additional headcount in foreign locations, and operating in countries where the functional currency is the local currency. Specifically, our results of operations and cash flows are subject to fluctuations primarily in British Pound Sterling, Euro, Japanese Yen, Canadian Dollar and Australian Dollar against the U.S. Dollar as well as the Euro against the British Pound Sterling. These exposures may change

over time as business practices evolve, economic and political conditions change and evolving tax regulations come into effect. The fluctuations of currencies in which we conduct business can both increase and decrease our overall revenue and expenses for any given fiscal period. Furthermore, fluctuations in foreign currency exchange rates can impact our ability to accurately predict our future results and earnings. Additionally, global political events, including Brexit, and similar geopolitical developments, fluctuating commodity prices and trade tariff developments, have caused global economic uncertainty and uncertainty about the interest rate environment, which could amplify the volatility of currency fluctuations. Although we attempt to mitigate some of this volatility and related risks through foreign currency hedging, our hedging activities are limited in scope and may not effectively offset the adverse financial impacts that may result from unfavorable movements in foreign currency exchange rates, which could adversely affect our financial condition or results of operations.

As more of our sales efforts are targeted at larger enterprise customers, our sales cycle may become more time-consuming and expensive, we may encounter pricing pressure and implementation and configuration challenges, and we may have to delay revenue recognition for some complex transactions, all of which could harm our business and operating results.

As we target more of our sales efforts at larger enterprise customers, including governmental entities, we may face greater costs, longer sales cycles, greater competition and less predictability in completing some of our sales. In this market segment, the customer’s decision to use our services may be an enterprise-wide decision and, if so, these types of sales would require us to provide greater levels of education regarding the use and benefits of our services, as well as education regarding privacy and data protection laws and regulations to prospective customers with international operations. In addition, larger customers and governmental entities may demand more configuration, integration services and features. As a result of these factors, these sales opportunities may require us to devote greater sales support and professional services resources to individual customers, driving up costs and time required to complete sales and diverting our own sales and professional services resources to a smaller number of larger transactions, while potentially requiring us to delay revenue recognition on some of these transactions until the technical or implementation requirements have been met.

Pricing and packaging strategies for enterprise and other customers for subscriptions to our existing and future service offerings may not be widely accepted by other new or existing customers. Our adoption of such new pricing and packaging strategies may harm our business.

For large enterprise customers, professional services may also be performed by a third party or a combination of our own staff and a third-party. Our strategy is to work with third parties to increase the breadth of capability and depth of capacity for delivery of these services to our customers. If a customer is not satisfied with the quality of work performed by us or a third-party or with the type of services or solutions delivered, then we could incur additional costs to address the situation, the profitability of that work might be impaired, and the customer’s dissatisfaction with our services could damage our ability to obtain additional work from that customer. In addition, negative publicity related to our customer relationships, regardless of its accuracy, may further damage our business by affecting our ability to compete for new business with current and prospective customers.

We have been and may in the future be sued by third parties for various claims, including alleged infringement of proprietary rights.

We are involved in various legal matters arising from the normal course of business activities. These may include claims, suits, government investigations and other proceedings involving alleged infringement of third-party patents and other intellectual property rights, commercial, corporate and securities, labor and employment, class actions, wage and hour, and other matters.

The software and Internet industries are characterized by the existence of a large number of patents, trademarks and copyrights and by frequent litigation based on allegations of infringement or other violations of intellectual property rights. We have received in the past and may receive in the future communications from third parties, including practicing entities and non-practicing entities, claiming that we have infringed their intellectual property rights.

In addition, we have been, and may in the future be, sued by third parties for alleged infringement of their claimed proprietary rights. Our technologies may be subject to injunction if they are found to infringe the rights of a third-party or we may be required to pay damages, or both. Further, many of our subscription agreements require us to indemnify our customers for third-party intellectual property infringement claims, which would increase the cost to us of an adverse ruling on such a claim.

Our exposure to risks associated with various claims, including the use of intellectual property, may be increased as a result of acquisitions of other companies. For example, we may have a lower level of visibility into the development process with respect to intellectual property or the care taken to safeguard against infringement risks with respect to the acquired company or technology. In addition, third parties may make infringement and similar or related claims after we have acquired technology that had not been asserted prior to our acquisition.

The outcome of any claims or litigation, regardless of the merits, is inherently uncertain. Any claims and lawsuits, and the disposition of such claims and lawsuits, whether through settlement or licensing discussions, or litigation, could be time-consuming and expensive to resolve, divert management attention from executing our business plan, result in efforts to enjoin our activities, lead to attempts on the part of other parties to pursue similar claims and, in the case of intellectual property claims, require us to change our technology, change our business practices, pay monetary damages or enter into short- or long-term royalty or licensing agreements.

Any adverse determination related to intellectual property claims or other litigation could prevent us from offering our services to others, could be material to our financial condition or cash flows, or both, or could otherwise adversely affect our operating results. In addition, depending on the nature and timing of any such dispute, an unfavorable resolution of a legal matter could materially affect our current or future results of operations or cash flows in a particular quarter.

Any failure to protect our intellectual property rights could impair our ability to protect our proprietary technology and our brand, cause us to incur significant expenses and harm our business.

If we fail to protect our intellectual property rights adequately, our competitors may gain access to our technology, affecting our brand, causing us to incur significant expenses and harming our business. Any of our patents, trademarks or other intellectual property rights may be challenged by others or invalidated through administrative process or litigation. While we have many U.S. patents and pending U.S. and international patent applications, we may be unable to obtain patent protection for the technology covered in our patent applications or the patent protection may not be obtained quickly enough to meet our business needs. In addition, our existing patents and any patents issued in the future may not provide us with competitive advantages, or may be successfully challenged by third parties. Furthermore, legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain, and we also may face proposals to change the scope of protection for some intellectual property rights in the U.S. Effective patent, trademark, copyright and trade secret protection may not be available to us in every country in which our services are available. The laws of some foreign countries may not be as protective of intellectual property rights as those in the U.S., and mechanisms for enforcement of intellectual property rights may be inadequate. Also, our involvement in standard setting activity or the need to obtain licenses from others may require us to license our intellectual property. Accordingly, despite our efforts, we may be unable to prevent third parties from using our intellectual property.

We may be required to spend significant resources and expense to monitor and protect our intellectual property rights. We may initiate claims or litigation against third parties for infringement of our proprietary rights or to establish the validity of our proprietary rights. If we fail to protect our intellectual property rights, it could impact our ability to protect our technology and brand. Furthermore, any litigation, whether or not it is resolved in our favor, could result in significant expense to us, cause us to divert time and resources and harm our business.

Our continued success depends on our ability to maintain and enhance our brands.

We believe that the brand identities we have developed have significantly contributed to the success of our business. Maintaining and enhancing the Salesforce brand and our other brands are critical to expanding our base of customers, partners and employees. Our brand strength will depend largely on our ability to remain a technology leader and continue to provide high-quality innovative products, services, and features securely, reliably and in a manner that enhances our customers' success. In order to maintain and enhance the strength of our brands, we may make substantial investments to expand or improve our product offerings and services that may be accompanied by initial complications or ultimately prove to be unsuccessful.

In addition, our services may be used by our customers for purposes inconsistent with our company values, which may harm our brand. Further, as with many innovations, AI presents additional risks and challenges that could affect its adoption and therefore our business. For example, the development of AI presents emerging ethical issues and if we enable or offer AI solutions that are controversial, due to their impact, or perceived impact, on human rights, privacy, employment, or in other social contexts, we may experience brand or reputational harm, competitive harm or legal liability.

In addition, positions we take on social and ethical issues may be unpopular with some customers or potential customers, which may impact our ability to attract or retain such customers. We may also choose not to conduct business with potential customers or discontinue business with existing customers due to these positions. Our brand is also associated with our public commitments to sustainability, equality and ethical use, and any perceived changes in our dedication to these commitments could adversely impact our relationships with our customers.

In addition, we have secured the naming rights to facilities controlled by third parties, such as office towers and a transit center, and any negative events or publicity arising in connection with these facilities could adversely impact our brand.

If we fail to maintain and enhance our brands, or if we incur excessive expenses in our efforts to do so, our business, operating results and financial condition may be materially and adversely affected.

We may lose key members of our management team or development and operations personnel, and may be unable to attract and retain employees we need to support our operations and growth.

Our success depends substantially upon the continued services of our executive officers and other key members of management, particularly our co-chief executive officers. From time to time, there may be changes in our executive management team resulting from the hiring or departure of executives. Such changes in our executive management team may be disruptive to our business. We are also substantially dependent on the continued service of our existing development and operations personnel because of the complexity of our services and technologies. We do not have employment agreements with any of our executive officers, key management, development or operations personnel and they could terminate their employment with us at any time. The loss of one or more of our key employees or groups could seriously harm our business.

The technology industry is subject to substantial and continuous competition for engineers with high levels of experience in designing, developing and managing software and Internet-related services, as well as competition for sales executives, data scientists and operations personnel. We may not be successful in attracting and retaining qualified personnel. We have from time to time experienced, and we expect to continue to experience, difficulty in hiring, developing, integrating and retaining highly skilled employees with appropriate qualifications. These difficulties may be amplified by evolving restrictions on immigration, travel, or availability of visas for skilled technology workers. These difficulties may potentially be further amplified by the high cost of living in the San Francisco Bay Area, where our headquarters are located. If we fail to attract new personnel or fail to retain and motivate our current personnel, our business and future growth prospects could be severely harmed.

In addition, we believe in the importance of our corporate culture, which fosters dialogue, collaboration, recognition and a sense of family. As our organization grows and expands globally, and as employees’ workplace expectations develop, we may find it increasingly difficult to maintain the beneficial aspects of our corporate culture. This could negatively impact our ability to attract and retain employees or our reputation with customers and could negatively impact our future growth.

Any failure in our delivery of high-quality technical support services may adversely affect our relationships with our customers and our financial results.

Our customers depend on our support organization to resolve technical issues relating to our applications. We may be unable to respond quickly enough to accommodate short-term increases in customer demand for support services across our varying and diverse offerings. Increased customer demand for these services, without corresponding revenues, could increase costs and adversely affect our operating results. In addition, our sales process is highly dependent on our applications and business reputation and on positive recommendations from our existing customers. Any failure to maintain high-quality technical support, or a market perception that we do not maintain high-quality support, could adversely affect our reputation, our ability to sell our service offerings to existing and prospective customers, and our business, operating results and financial position.

Periodic changes to our sales organization can be disruptive and may reduce our rate of growth.

We periodically change and make adjustments to our sales organization in response to market opportunities, competitive threats, management changes, product introductions or enhancements, acquisitions, sales performance, increases in sales headcount, cost levels and other internal and external considerations. Any such future sales organization changes may result in a temporary reduction of productivity, which could negatively impact our rate of growth. In addition, any significant change to the way we structure our compensation of our sales organization may be disruptive and may affect our revenue growth.

Unanticipated changes in our effective tax rate and additional tax liabilities may impact our financial results.

We are subject to income taxes in the United States and various jurisdictions outside of the United States. Significant judgment is often required in the determination of our worldwide provision for income taxes. Our effective tax rate could be impacted by changes in the earnings and losses in countries with differing statutory tax rates, changes in operations, changes in non-deductible expenses, changes in excess tax benefits of stock-based compensation, changes in the valuation of deferred tax assets and liabilities and our ability to utilize them, the applicability of withholding taxes, effects from acquisitions, and changes in accounting principles and tax laws. Any changes, ambiguity, or uncertainty in taxing jurisdictions' administrative interpretations, decisions, policies and positions could also materially impact our income tax liabilities.

We may also be subject to additional tax liabilities and penalties due to changes in non-income based taxes resulting from changes in federal, state or international tax laws, changes in taxing jurisdictions’ administrative interpretations, decisions, policies, and positions, results of tax examinations, settlements or judicial decisions, changes in accounting principles, or changes to the business operations including acquisitions. Any resulting increase in our tax obligation or cash taxes paid could adversely affect our cash flows and financial results.

We are also subject to tax examinations in multiple jurisdictions. While we regularly evaluate new information that may change our judgment resulting in recognition, derecognition or changes in measurement of a tax position taken, there can be no

assurance that the final determination of any examinations will not have an adverse effect on our operating results of financial positions.

As our business continues to grow, increasing our brand recognition and profitability, we may be subject to additional public scrutiny and income tax obligations. Furthermore, our growing prominence may bring public attention to our tax profile, and if perceived negatively, may cause brand or reputational harm.

As we utilize our tax credits and net operating loss carry-forwards, we may be unable to mitigate our tax obligations to the same extent as in prior years, which could have a material impact to our future cash flows. In addition, changes to our operating structure, including the integration of acquisitions, may result in cash tax obligations.

In addition, recent global tax developments applicable to multinational businesses may have a material impact to our business, cash flow from operating activities, or financial results. Such developments, for example, include the Organization for Economic Co-operation and Development, the European Commission, and certain major jurisdictions' taxation of the digital economy.

Our debt service obligations and lease commitments may adversely affect our financial condition and cash flows from operations.

We have a substantial level of debt, including the 2023 and 2028 Senior Notes ("Senior Notes"), the loan we assumed when we purchased an office building located at 50 Fremont Street in San Francisco, California ("50 Fremont") due June 2023, the $300.0 million remaining on the term loan to finance our acquisition of MuleSoft, due May 2021 ("2021 Term Loan") and lease arrangements. Additionally, we have significant contractual commitments, which are not reflected on our condensed consolidated balance sheets. In April 2018, we amended and restated our revolving credit facility under which we can draw down up to $1.0 billion. Maintenance of our indebtedness and contractual commitments and any additional issuances of indebtedness could:

- impair our ability to obtain additional financing in the future for working capital, capital expenditures, acquisitions, general corporate or other purposes;
- cause us to dedicate a substantial portion of our cash flows from operations towards debt service obligations and principal repayments; and
- make us more vulnerable to downturns in our business, our industry or the economy in general.

Our ability to meet our expenses and debt obligations will depend on our future performance, which will be affected by financial, business, economic, regulatory and other factors. We will not be able to control many of these factors, such as economic conditions and governmental regulations. Further, our operations may not generate sufficient cash to enable us to service our debt or contractual obligations resulting from our leases. If we fail to make a payment on our debt, we could be in default on such debt. If we are at any time unable to generate sufficient cash flows from operations to service our indebtedness when payment is due, we may be required to attempt to renegotiate the terms of the instruments relating to the indebtedness, seek to refinance all or a portion of the indebtedness or obtain additional financing. There can be no assurance that we would be able to successfully renegotiate such terms, that any such refinancing would be possible or that any additional financing could be obtained on terms that are favorable or acceptable to us. Any new or refinanced debt may be subject to substantially higher interest rates, which could adversely affect our financial condition and impact our business.

In addition, adverse changes by any rating agency to our credit rating may negatively impact the value and liquidity of both our debt and equity securities, as well as the potential costs associated with a refinancing of our debt. Under certain circumstances, if our credit ratings are downgraded or other negative action is taken, the interest rate payable by us under our revolving credit facility and 2021 Term Loan could increase. Downgrades in our credit ratings could also affect the terms of any such refinancing or future financing or restrict our ability to obtain additional financing in the future.

Our senior unsecured notes and senior unsecured credit agreements impose restrictions on us and require us to maintain compliance with specified covenants. Our ability to comply with these covenants may be affected by events beyond our control. A failure to comply with the covenants and other provisions of our outstanding debt could result in events of default under such instruments, which could permit acceleration of all of our debt and borrowings. Any required repayment of our debt or revolving credit facility as a result of a fundamental change or other acceleration would lower our current cash on hand such that we would not have those funds available for use in our business.

New lease accounting guidance requires that we now record a liability for operating lease activity on our condensed consolidated balance sheet, which resulted in an increase in both our assets and liabilities. The implementation of this guidance, including the increase in operating and finance lease liabilities on our condensed consolidated balance sheet, may impact our ability to obtain the necessary financing from financial institutions at commercially viable rates or at all. Our lease terms may include options to extend or terminate the lease. These options are reflected in the operating lease right-of-use ("ROU") asset, which represents our right to use an underlying asset for the lease term, and lease liability only when it is reasonably certain that we will exercise that option. We reassess the lease term if and when a significant event or change in circumstances occurs

within our control. The potential impact of these options to extend could be material to our financial position and financial results.

Weakened global economic conditions may adversely affect our industry, business and results of operations.

Our overall performance depends in part on worldwide economic and geopolitical conditions. The United States and other key international economies have experienced cyclical downturns from time to time in which economic activity was impacted by falling demand for a variety of goods and services, restricted credit, poor liquidity, reduced corporate profitability, volatility in credit, equity and foreign exchange markets, bankruptcies and overall uncertainty with respect to the economy. These economic conditions can arise suddenly and the full impact of such conditions can remain uncertain. In addition, geopolitical developments, such as existing and potential trade wars, can increase levels of political and economic unpredictability globally and increase the volatility of global financial markets. Moreover, these conditions can affect the rate of information technology spending and could adversely affect our customers' ability or willingness to purchase our enterprise cloud computing services, delay prospective customers' purchasing decisions, reduce the value or duration of their subscription contracts, or affect attrition rates, all of which could adversely affect our future sales and operating results.

Natural disasters and other events beyond our control could materially adversely affect us.

Natural disasters or other catastrophic events may cause damage or disruption to our operations, international commerce and the global economy, and thus could have a strong negative effect on us. Our business operations are subject to interruption by natural disasters, fire, power shortages, pandemics and other events beyond our control. Although we maintain crisis management and disaster response plans, such events could make it difficult or impossible for us to deliver our services to our customers, and could decrease demand for our services. Our corporate headquarters, and a significant portion of our research and development activities, information technology systems, and other critical business operations, are located near major seismic faults in the San Francisco Bay Area. Because we do not carry earthquake insurance for direct quake-related losses, with the exception of the building that we own in San Francisco, and significant recovery time could be required to resume operations, our financial condition and operating results could be materially adversely affected in the event of a major earthquake or catastrophic event.

Climate change may have a long-term impact on our business.

While we seek to mitigate our business risks associated with climate change by establishing robust environmental programs and partnering with organizations who are also focused on mitigating their own climate related risks, we recognize that there are inherent climate related risks wherever business is conducted. Access to clean water and reliable energy in the communities where we conduct our business, whether for our offices, data centers, vendors, customers or other stakeholders, is a priority. Any of our primary locations may be vulnerable to the adverse effects of climate change. For example, our California headquarters are projected to be vulnerable to future water scarcity due to climate change. Climate related events, including the increasing frequency of extreme weather events and their impact on U.S. critical infrastructure, have the potential to disrupt our business, our third-party suppliers, or the business of our customers, and may cause us to experience higher attrition, losses and additional costs to maintain or resume operations.

Current and future accounting pronouncements and other financial reporting standards, especially but not only concerning revenue recognition, cost capitalization and lease accounting, may negatively impact our financial results.

We regularly monitor our compliance with applicable financial reporting standards and review new pronouncements and interpretations that are relevant to us. As a result of new standards, changes to existing standards and changes in their interpretation, we have been required to change our accounting policies, particularly concerning revenue recognition and the capitalized incremental costs to obtain a customer contract, to alter our operational policies, to implement new or enhance existing systems so that they reflect new or amended financial reporting standards, and to adjust our published financial statements. We will have similar requirements related to other accounting pronouncements. Such changes may have an adverse effect on our business, financial position, and operating results, or cause an adverse deviation from our revenue and operating profit target, which may negatively impact our financial results.

We may be subject to risks related to government contracts and related procurement regulations.

Our contracts with federal, state, local, and foreign government entities are subject to various procurement regulations and other requirements relating to their formation, administration and performance. We may be subject to audits and investigations relating to our government contracts, and any violations could result in various civil and criminal penalties and administrative sanctions, including termination of contracts, refunding or suspending of payments, forfeiture of profits, payment of fines, and suspension or debarment from future government business. In addition, such contracts may provide for termination by the government at any time, without cause. Any of these risks related to contracting with governmental entities could adversely impact our future sales and operating results.

We are subject to governmental export and import controls that could impair our ability to compete in international markets and subject us to liability if we are not in full compliance with applicable laws.

Our solutions are subject to export and import controls, including the Commerce Department's Export Administration Regulations, U.S. Customs regulations and various economic and trade sanctions regulations established by the Treasury Department's Office of Foreign Assets Control. If we fail to comply with these U.S. export control laws and import laws we and certain of our employees could be subject to substantial civil or criminal penalties, including the possible loss of export or import privileges; fines, which may be imposed on us and responsible employees or managers; and, in extreme cases, the incarceration of responsible employees or managers. Obtaining the necessary authorizations, including any required license, may be time-consuming, is not guaranteed and may result in the delay or loss of sales opportunities. Furthermore, the U.S. export control laws and economic sanctions laws prohibit the shipment of certain products and services to U.S. embargoed or sanctioned countries, governments and persons. Even though we take precautions to prevent our solutions from being provisioned or provided to U.S. sanctions targets in violation of applicable regulations, our solutions could be provisioned to those targets or provided by our resellers despite such precautions. Any such sales could have negative consequences, including government investigations, penalties and reputational harm. Changes in our solutions or changes in export and import regulations may create delays in the introduction, sale and deployment of our solutions in international markets or prevent the export or import of our solutions to certain countries, governments or persons altogether. Any decreased use of our solutions or limitation on our ability to export or sell our solutions would likely adversely affect our business, financial condition and results of operations.

Risks Related to Our Common Stock

The market price of our common stock is likely to be volatile and could subject us to litigation.

The trading prices of the securities of technology companies have historically been highly volatile. Accordingly, the market price of our common stock has been and is likely to continue to be subject to wide fluctuations. Factors affecting the market price of our common stock include:

- variations in our operating results, earnings per share, cash flows from operating activities, unearned revenue, remaining performance obligation, year-over-year growth rates for individual service offerings and other financial metrics and non-financial metrics, such as transaction usage volumes and other usage metrics, and how those results compare to analyst expectations;
- variations in, and limitations of, the various financial and other metrics and modeling used by analysts in their research and reports about our business;
- forward-looking guidance to industry and financial analysts related to, for example, future revenue, unearned revenue, remaining performance obligation, cash flows from operating activities and earnings per share, the accuracy of which may be impacted by various factors, many of which are beyond our control, including general economic and market conditions and unanticipated delays in the integration of acquired companies as a result of regulatory review, including, for example, the "hold separate" order imposed on the Company by the CMA under which the Tableau business remains operationally separate from Salesforce until the lifting of the order or conclusion of the CMA's review of the merger;
- changes in the estimates of our operating results or changes in recommendations by securities analysts that elect to follow our common stock;
- announcements of technological innovations, new services or service enhancements, strategic alliances or significant agreements by us or by our competitors;
- announcements by us or by our competitors of mergers or other strategic acquisitions, or rumors of such transactions involving us or our competitors;
- announcements of customer additions and customer cancellations or delays in customer purchases;
- the coverage of our common stock by the financial media, including television, radio and press reports and blogs;
- recruitment or departure of key personnel;
- disruptions in our service due to computer hardware, software, network or data center problems;
- the economy as a whole, geopolitical conditions, including global trade concerns, market conditions in our industry and the industries of our customers;
- trading activity by a limited number of stockholders who together beneficially own a significant portion of our outstanding common stock;
- the issuance of shares of common stock by us, whether in connection with an acquisition or a capital raising transaction;

- issuance of debt or other convertible securities; and
- environmental, social, governance and other issues impacting the Company's reputation.

In addition, if the market for technology stocks or the stock market in general experiences uneven investor confidence, the market price of our common stock could decline for reasons unrelated to our business, operating results or financial condition. The market price of our common stock might also decline in reaction to events that affect other companies within, or outside, our industry even if these events do not directly affect us. Some companies that have experienced volatility in the trading price of their stock have been the subject of securities class action litigation. If we are the subject of such litigation, it could result in substantial costs and a diversion of management’s attention and resources.

Provisions in our amended and restated certificate of incorporation and bylaws and Delaware law might discourage, delay or prevent a change of control of our company or changes in our management and, therefore, depress the market price of our common stock.

Our amended and restated certificate of incorporation and bylaws contain provisions that could depress the market price of our common stock by acting to discourage, delay or prevent a change in control of our company or changes in our management that the stockholders of our company may deem advantageous. These provisions among other things:

- permit the board of directors to establish the number of directors;
- authorize the issuance of “blank check” preferred stock that our board could use to implement a stockholder rights plan (also known as a “poison pill”);
- prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders;
- provide that the board of directors is expressly authorized to make, alter or repeal our bylaws; and
- establish advance notice requirements for nominations for election to our board or for proposing matters that can be acted upon by stockholders at annual stockholder meetings.

In addition, Section 203 of the Delaware General Corporation Law may discourage, delay or prevent a change in control of our company. Section 203 imposes certain restrictions on merger, business combinations and other transactions between us and holders of 15 percent or more of our common stock.

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

In connection with the acquisition of MetaMind, Inc. in April 2016, the Company issued 11,798 shares of Company common stock on July 1, 2019. This issuance was made in reliance on one or more of the following exemptions or exclusions from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”): Section 4(a)(2) of the Securities Act, Regulation D promulgated under the Securities Act, and Regulation S promulgated under the Securities Act.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBITS

The documents listed in the Index to Exhibits of this quarterly report on Form 10-Q are incorporated by reference or are filed with this quarterly report on Form 10-Q, in each case as indicated therein (numbered in accordance with Item 601 of Regulation S-K).

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Index to Exhibits

Exhibit No.	Exhibit Description	Provided Herewith	Incorporated by Reference			
			Form	SEC File No.	Exhibit	Filing Date
2.1	Agreement and Plan of Merger, dated as of June 9, 2019, by and among salesforce.com, inc., Sausalito Acquisition Corp. and Tableau Software, Inc.		8-K	001-32224	2.1	6/10/2019
3.1	Amended and Restated Certificate of Incorporation of salesforce.com, inc.		8-K	001-32224	3.1	6/7/2019
3.2	Amended and Restated Bylaws of salesforce.com, inc.		8-K	001-32224	3.2	6/7/2019
10.1	Amended and Restated 2013 Equity Incentive Plan		8-K	001-32224	10.1	6/7/2019
10.2	2014 Inducement Equity Incentive Plan, as amended		S-8	333-232036	4.3	6/7/2019
10.3	Letter Agreement, dated as of June 9, 2019, by and among salesforce.com, inc., Sausalito Acquisition Corp. and Christian Chabot, Patrick Hanrahan and Christopher Stolte.		8-K	001-32224	10.1	6/10/2019
10.4	Gratitude Bonus Plan, as amended and restated August 21, 2019, effective August 21, 2019	X				
31.1	Certification of Co-Chief Executive Officer, Marc Benioff, pursuant to Exchange Act Rule 13a-14(a) or 15(d)-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
31.2	Certification of Co-Chief Executive Officer, Keith Block, pursuant to Exchange Act Rule 13a-14(a) or 15(d)-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
31.3	Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a) or 15(d)-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X				
32.1	Certification of Co-Chief Executive Officers and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X				
101.INS	Inline XBRL Instance Document					
101.SCH	Inline XBRL Taxonomy Extension Schema Document					
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document					
101.DEF	Inline XBRL Extension Definition					
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document					
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document					
104	The cover page from the Company's Quarterly Report on Form 10-Q for the quarter ended July 31, 2019, formatted in Inline XBRL (included in Exhibit 101).					

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: August 23, 2019

salesforce.com, inc.

By: /S/ MARK J. HAWKINS

Mark J. Hawkins

President and
Chief Financial Officer
(Principal Financial Officer)

Dated: August 23, 2019

salesforce.com, inc.

By: /S/ JOE ALLANSON

Joe Allanson

Executive Vice President,
Chief Accounting Officer
and Corporate Controller
(Principal Accounting Officer)

Exhibit 10.4

Gratitude Bonus Plan

(Amended and Restated August 21, 2019)

Overview:

The objective of the Gratitude Bonus Plan, f/k/a the Kokua Bonus Plan (the "Plan") is to motivate and reward performing eligible employees for their contributions to salesforce.com's (the "Company") success by aligning the goals of each employee with those of the Company.

Effective Date:

This Plan is amended and restated effective August 21, 2019. This Plan replaces or supersedes all previous bonus plan documents, plan descriptions, and bonus practices under which employees were previously eligible with respect to all versions of the Plan prior to this most recent amendment and restatement; provided, however, that amounts earned but unpaid under such previous versions of the plan will be paid in accordance with their terms.

Bonus Period:

Unless determined otherwise by the Administrator, the Plan performance period coincides with the Company's fiscal year from February 1st to January 31st ("Bonus Period") and, subject to the Section 409A provisions below, bonuses under the Plan ("Bonus Awards") will be paid at times determined by the Administrator. Previous timing of Bonus payments does not dictate timing of future bonus payments, if any.

Eligibility:

Unless the Administrator (as defined below) determines otherwise with respect to an employee, an employee is eligible to participate in the Plan if the employee meets all of the criteria listed below. In order for an employee to be eligible to receive any Bonus Award under this Plan, the employee must:

- Be an active, regular, full-time, part-time or fixed term employee of the Company (or Company subsidiary or affiliate). For the avoidance of doubt, for purposes of the Plan, active employment includes being on a Company-approved leave of absence
- Be an employee on the Company's (or a Company subsidiary's or Company affiliate's) payroll on the date of the bonus payment
- Be performing at or above his or her leadership's expectations
- Not be on a commission, departmental bonus, Management by Objective, or Marketing Cloud or other ExactTarget bonus plan, or other bonus or incentive compensation plan or arrangement designated by the Administrator, in each case, unless otherwise approved prior to the date the bonus payment is distributed by the Administrator

- Have submitted, through such means as determined by the Company, his or her V2MOM (or other employee individual performance objectives, if so determined by the Administrator) for the applicable fiscal year by the applicable deadline established by the Company, unless the Administrator determines that such submission will not be required for the employee (including through a waiver of such requirement at any time prior to the payment date of a Bonus Amount, if any, to the applicable employee for the applicable Company fiscal year). Notwithstanding the foregoing, unless and until the Administrator determines otherwise, an employee on a Company-approved leave of absence during such times as determined by the Company (for purposes of clarity, a Company-approved leave of absence does not include paid-time off, vacation, sabbatical, or similar time off arrangements), shall not be subject to such submission requirements. If the Administrator determines otherwise pursuant to the prior sentence, such V2MOM (or other applicable employee individual performance objectives) submission requirements as the Administrator determines shall apply instead
- Have met such other requirements as the Administrator has determined to be applicable for the relevant Bonus Period

The Administrator may waive or modify any eligibility criteria otherwise applicable to an employee at any time prior to the date a bonus payment, if any, otherwise is or would be distributed to the employee under the Plan for the applicable Bonus Period.

Performance Objectives and Plan Components:
Notwithstanding any contrary provision of the Plan, the Administrator, in its sole discretion, will determine the performance objective or objectives applicable to any potential Target Bonus (or portion thereof). Until and unless the Administrator determines otherwise, the Plan will be comprised of two components: Company performance and individual performance.

Company Performance

"Company Performance" is based on the Company's achievement of such performance objective or objectives as the Administrator may determine to be applicable for the Bonus Period (and which objectives may differ by Pool (as defined below), by employee or group of employees, or on such other basis as the Administrator deems appropriate). Performance objectives included in the determination of Company Performance may include, but are not limited to, any one or more of bookings, customer attrition, non-GAAP operating income, revenue, and operating cash flow, or other metric or metrics determined by the Administrator to be appropriate. Until and unless the Administrator determines otherwise, while Company Performance remains a component of the Plan for a Bonus Period, after the close of the Bonus Period, a "Corporate Multiplier" will be assigned based on the level of Company Performance.

Individual Performance

Unless and until the Administrator determines otherwise, after the close of the Bonus Period, each applicable employee will be assigned an Individual Multiplier based on such employee's levels of performance (as determined by the Administrator with respect to any Section 16 Officer and, until and unless the Administrator determines otherwise, the employee's manager with respect to any employee that is not a Section 16 Officer) and other factors as deemed appropriate. If determined by the Administrator to be appropriate, each eligible employee, along with his or her manager, will establish key "Individual Performance Objectives," with the final Individual Performance Objectives for an eligible employee to be determined by the Administrator with respect to any Section 16 Officer and, until and unless the Administrator determines otherwise, by the employee's manager with respect to any employee that is not a Section 16 Officer. Individual Performance Objectives may include, but are not limited to any one or more of individual objectives, developmental areas, and career development, project completion, operational targets, financial targets, any other quantifiable goal relating to the Company's V2MOM and the employee's

individual performance, or any other metric or metrics determined to by the Administrator to be appropriate. The Administrator may periodically review the objectives to evaluate, update, adjust or validate them, and the levels of performance against such Individual Performance Objective may impact the determination of the employee's Individual Multiplier.

Funding of the Gratitude Bonus Pool:

For each Bonus Period, the Company will create one or more Gratitude Bonus Pools (together, the "Pools" and each, a "Pool"), which Pools may be established before, during or after the applicable Bonus Period. Bonus Awards for a Bonus Period will be paid from the Pools. Until and unless the Administrator determines otherwise, for each Bonus Period, the Company will create three Pools, each of which are to be funded based on the achievement of such performance objective or objectives as the Administrator will determine (and which objectives may differ by Pool, by employee or group of employees, or on such other basis as the Administrator deems appropriate). Until and unless the Administrator determines otherwise, the Pools will be funded based on the achievement of Company Performance objectives (as indicated based on the Corporate Multiplier and as set for the applicable Pool) for the applicable Bonus Period. Until and unless the Administrator determines otherwise, the three Pools will be for 1) Director level (including Senior Director and any other categories of Director) and below positions (the "Director & Below Pool"); 2) Vice President and above positions (excluding Section 16 Officers) (the "VP & Above Pool"),; and 3) the Company's Section 16 Officers (the "Section 16 Officer Pool"). For purposes of the Plan, "Section 16 Officer" means an employee of the Company (or its affiliate) who is subject to Section 16 of the Securities Exchange Act of 1934, as amended.

The objectives set forth above and the funding of the Pools are subject to approval by the Administrator. The Administrator may increase or decrease (including to zero) the funding of any Pool. The Pools are intended to represent discrete bonus funding allocations for those levels. However, subject to the approval of the Administrator, funding of the Section 16 Officer Pool and VP & Above Pool may be decreased and all or a portion of the decrease may be shifted to the Director & Below Pool.

The Administrator may determine that a minimal level of achievement must be obtained by the Company to fund the Pools. The minimum level of performance, if any, necessary to fund the Pools will be determined by the Administrator (and may differ by Pool, by employee or group of employees, or on such other basis as the Administrator deems appropriate). Once the Company achieves its minimum performance (if any), the Pools will continue to be funded as the Company's performance increases until the Company's maximum goals under the Plan are achieved. The Administrator may set maximum performance levels and multipliers for a Bonus Period (which maximums may differ by Pool, by employee or group of employees, or on such other basis as the Administrator deems appropriate). Notwithstanding the foregoing, until and unless changed by the Administrator, the maximum corporate funding multiplier for the Section 16 Officer Pool is set at 100%, and the maximum corporate funding multiplier for the VP & Above Pool and the Director & Below Pool is 110%.

Target Bonus:

The "Target Bonus" under the Plan for any eligible employee for a Bonus Period will be set by the Administrator (which Target Bonus may be expressed as a percentage of the eligible employee's annual base salary or other earnings components (as selected by the Administrator) for the Bonus Period, a fixed dollar amount, or such other

amount or based on such other formula as the Administrator determines). The Administrator may modify an eligible employee's Target Bonus for a Bonus Period at any time prior to the end of such Bonus Period.

Awarding Bonuses:

Subject to the discretion of the Administrator, the amount of an eligible employee's Bonus Award, if any, for a Bonus Period is determined based on the level of funding (if any) of the Pools, the employee's Individual Multiplier (if applicable), the employee's Target Bonus, such other metrics the Administrator has determined to be applicable for the Bonus Period, and date of hire or eligibility under the Plan. Until and unless the Administrator determines otherwise, when, and if, the Pools fund, designated managers will recommend an Individual Multiplier for an eligible employee based on the employee's individual performance, the allocated Pool for the Bonus Period, date of hire, and any other matters as the Administrator deems appropriate. The fact and amount of a Bonus Award, if any, is at the sole discretion of the Administrator and may be less than, equal to or greater than the employee's Target Bonus or the amount that would otherwise result based on the Individual Multiplier recommended by the employee's manager and may vary from employee to employee.

Notwithstanding anything herein to the contrary, and subject to any continued employment requirements of the Plan, during a Bonus Period, the Administrator may, in its discretion, choose to pay all or a portion of a then-current employee's Target Bonus for the Bonus Period without regard to whether the applicable Pool has been funded or Company Performance Objectives or Individual Performance Objectives have been achieved and without regard to the Corporate Multiplier or Individual Multiplier assigned, including paying all or a portion of a Bonus Amount prior to the end of the Bonus Period. For purposes of clarity, if such a Bonus Award is paid, the Administrator may determine that any later Bonus Award for such Bonus Period will be reduced by all or a portion of the amount of the earlier payment.

Except as provided above or otherwise determined by the Administrator, an employee who does not meet his or her manager's or the Administrator's expectations with respect to individual performance will not receive any Bonus Award under this Plan.

Bonus Award payments are subject to the approval of the Administrator. The Administrator retains the right to increase, decrease, pro-rate or eliminate an individual Bonus Award or to increase, decrease, pro-rate or eliminate Bonus Awards collectively as the Administrator deems necessary or appropriate.

All Bonus Awards paid under the Plan will be subject to all applicable tax withholdings.

Pro-Rated Bonus Awards:

Unless determined otherwise by the Administrator, for any employee hired after the first day of the Bonus Period, Bonus Awards, if any, will be pro-rated on such basis as the Administrator determines to be appropriate. An employee who leaves the Company and is re-hired within the same Bonus Period may be eligible to receive a pro-rated Bonus Award based solely on the employee's re-hire date or on such other basis as the Administrator determines to be appropriate. The Administrator also may pro-rate Bonus Awards, if any, in connection with an employee's leave of absence or on any other basis the Administrator deems appropriate.

Promotions/Transfers:

Unless determined otherwise by the Administrator, an employee who transfers into or out of a Plan-eligible job may be eligible for a pro-rated Bonus Award based on the period of time spent in the Gratitude Bonus Plan-eligible position (or on such other basis as the Administrator determines to be appropriate) provided such employee has been actively employed during the Bonus Period and performing at an acceptable level, the relevant Pool has funded, and he or she is an active employee of the Company (or a Company subsidiary or Company affiliate) when bonuses are paid.

Unless determined otherwise by the Administrator, if any employee transfers from one Plan-eligible position to another Plan-eligible position (with a higher, lower, or same Target Bonus), the employee's Bonus Award, if any, will be calculated based on the employee's pro-rated Target Bonus and metrics on which the Target Bonus are based (e.g., annual base salary) in each position at the end of the applicable Bonus Period, and then applying the Corporate Multiplier and Individual Multiplier as provided under the Plan, subject to the discretion of the Administrator. The pro-rated Target Bonus for each Plan-eligible position will be determined based on the number of months during the Bonus Period the employee spent in that position.

Employees who transfer from one country's payroll to another's will be paid in accordance with the mobility practice in place at the time of payment, and in accordance with applicable local laws, subject to the discretion of the Administrator.

Termination of Employment:

Unless otherwise provided by applicable law or otherwise provided by the Administrator, an employee who ceases employment with the Company (and the Company's subsidiaries and affiliates) for any reason prior to the date bonuses are paid for a Bonus Period will not be eligible for and will not earn any Bonus Award for that Bonus Period. In the case of death, permanent disability or exceptional circumstances, deviations from eligibility under the Plan may be approved and reviewed by the Administrator or the SVP, Employee Success on a case-by-case basis; provided that any deviation with respect to a Section 16 Officer must be approved by the Compensation Committee.

Administrator:

The Plan will be administered by the Administrator. The "Administrator" means, with respect to a Section 16 Officer and the Section 16 Officer Pool, the Compensation Committee of the Company's Board of Directors (the "Compensation Committee"). With respect to all other employees and the VP & Above Pool and Director & Below Pool, the "Administrator" means individually or collectively, any of the Company's co-Chief Executive Officers, the Company's Chief Financial Officer, any member of the Executive Committee of the Company or such other Company officers as may be delegated authority by the Compensation Committee; provided, however, that the Compensation Committee or the Company's Board of Directors may, at any time, elect to act in whole or in part in the capacity of Administrator.

The Administrator, in its sole discretion and on such terms and conditions as it may provide, may delegate all or part of its authority and powers under the Plan to one or more members of the Company's Board of Directors or one or more officers or employees of the Company; provided, however, that the Compensation Committee may not delegate its authority as Administrator with respect to Section 16 Officers other than to the Company's Board of

Directors. If the Administrator delegates any authority for the administration of the Plan, the term “Administrator” will include the individuals delegated such authority with respect to such authority.

Section 409A:

Bonuses, if any, under the Plan will be paid at the time or times determined by the Administrator, but in all cases no later than as soon as practicable following the end of the applicable Bonus Period to which the bonus relates. In no event will bonuses, if any, under the Plan be paid later than the later of (1) the fifteenth day of the third month following the end of the first Company fiscal year in which the applicable Bonus is no longer subject to a substantial risk of forfeiture (within the meaning of Section 409A), or (2) the fifteenth day of the third month following the end of the first calendar year in which the applicable Bonus Amount is no longer subject to a substantial risk of forfeiture (within the meaning of Section 409A); further, in all cases, Bonus Amounts, if any, under the Plan will be paid within ninety days following the end of the applicable Bonus Period to which the bonus relates. It is intended that all bonuses payable under this Plan will be exempt from the requirements of “Section 409A” (as defined below) pursuant to the “short-term deferral” exemption or, in the alternative, comply with the requirements of Section 409A so that none of the payments and benefits to be provided under this Plan will be subject to the additional tax imposed under Section 409A, and any ambiguities or ambiguous terms herein will be interpreted to so comply or be exempt. Further, if and to the extent necessary to avoid subjecting an employee to additional taxation under Section 409A, payment to an employee of all or a portion of any severance-related payment of a bonus under the Plan, and any other severance payments to the employee that are deferred compensation for purposes of Section 409A, will be delayed until the date that is six months and one day following the employee’s separation from service. Each payment and benefit payable under this Plan is intended to constitute a separate payment for purposes of Section 1.409A-2(b)(2) of the Treasury Regulations. The Company may, in good faith and without the consent of any participant, make any amendments to this Plan and take such reasonable actions as it deems necessary, appropriate or desirable to avoid imposition of any additional tax or income recognition under Section 409A prior to actual payment to the participant. “Section 409A” means Section 409A of the Internal Revenue Code of 1986, as amended, and the regulations and guidance thereunder, as they may be amended or modified from time to time, and any applicable state law equivalents.

Modification, Interpretation, and Termination of the Plan:

The Plan, as set forth in this document, represents the general guidelines the Company intends to utilize to determine what Bonus Award payments, if any, will be paid. The Administrator reserves the right to modify or terminate the Plan, at any time, with or without written notification; provided that any modification or termination impacting a Section 16 Officer must be approved by the Compensation Committee or the Company’s Board of Directors. The Administrator will have the full power and authority to interpret and administer the Plan and will be the sole arbiter of all manners of interpretation and application of the Plan. All determinations and decisions made by the Administrator or any delegate of the Administrator pursuant to the provisions of the Plan are in the Administrator’s sole discretion, will be final, conclusive, and binding on all persons, and will be given the maximum deference permitted by law. For avoidance of doubt, Administrator determinations and decisions under this Plan may differ from Bonus Period to Bonus Period, from Pool to Pool, from employee to employee or on such other basis, consistent with applicable law, as the Administrator deems appropriate.

The existence of, or an employee’s eligibility for, this Plan will not be deemed to give the employee the right to be retained in the employment of the Company and will not change employees’ at-will employment status, where

applicable. The Plan is strictly non-contractual and does not form part of any employee's terms and conditions of employment, or part of any employee's employment contract. The Plan will not be deemed to constitute a contract of employment with any participating employee, nor be deemed to be consideration for the employment of any participant.

Exhibit 31.1

CERTIFICATION

I, Marc Benioff, certify that:

1. I have reviewed this report on Form 10-Q of salesforce.com, inc.;

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

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

4. The registrant's other certifying officers 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 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 officers 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.

August 23, 2019

/s/ MARC BENIOFF

Marc Benioff

Chairman of the Board of Directors and
Co-Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Keith Block, certify that:

1. I have reviewed this report on Form 10-Q of salesforce.com, inc.;

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

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

4. The registrant's other certifying officers 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 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 officers 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.

August 23, 2019

/s/ KEITH BLOCK

Keith Block

Co-Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.3

CERTIFICATION

I, Mark J. Hawkins, certify that:

1. I have reviewed this report on Form 10-Q of salesforce.com, inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers 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 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 officers 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.

August 23, 2019

/s/ Mark J. Hawkins

Mark J. Hawkins

President and Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

**CERTIFICATION OF CO-CHIEF EXECUTIVE OFFICERS AND CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Based on my knowledge, I, Marc Benioff, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of salesforce.com, inc. on Form 10-Q for the period ended July 31, 2019 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of salesforce.com, inc.

August 23, 2019

/s/ MARC BENIOFF

Marc Benioff

**Chairman of the Board of Directors and
Co-Chief Executive Officer
(Principal Executive Officer)**

Based on my knowledge, I, Keith Block, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of salesforce.com, inc. on Form 10-Q for the period ended July 31, 2019 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of salesforce.com, inc.

August 23, 2019

/s/ KEITH BLOCK

Keith Block

**Co-Chief Executive Officer
(Principal Executive Officer)**

Based on my knowledge, I, Mark J. Hawkins, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of salesforce.com, inc. on Form 10-Q for the period ended July 31, 2019 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of salesforce.com, inc.

August 23, 2019

/s/ MARK J HAWKINS

Mark J. Hawkins

**President and Chief Financial Officer
(Principal Financial Officer)**