
**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 June 13, 2015

OR

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

For the transition period from _____ to _____

Commission file number 1-13163

YUM! BRANDS, INC.

(Exact name of registrant as specified in its charter)

North Carolina

(State or other jurisdiction of
incorporation or organization)

1441 Gardiner Lane, Louisville, Kentucky
(Address of principal executive offices)

13-3951308

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

40213
(Zip Code)

Registrant's telephone number, including area code: (502) 874-8300

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

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

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

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

The number of shares outstanding of the Registrant's Common Stock as of July 15, 2015 was 431,205,561 shares.

YUM! BRANDS, INC.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Unaudited)

YUM! BRANDS, INC. AND SUBSIDIARIES

(in millions, except per share data)

| | Quarter ended | | Year to date | |
|---|---------------|-----------|--------------|-----------|
| | 6/13/2015 | 6/14/2014 | 6/13/2015 | 6/14/2014 |
| Revenues | | | | |
| Company sales | \$ 2,659 | \$ 2,758 | \$ 4,838 | \$ 5,050 |
| Franchise and license fees and income | 446 | 446 | 889 | 878 |
| Total revenues | 3,105 | 3,204 | 5,727 | 5,928 |
| Costs and Expenses, Net | | | | |
| Company restaurant expenses | | | | |
| Food and paper | 841 | 886 | 1,529 | 1,611 |
| Payroll and employee benefits | 602 | 620 | 1,095 | 1,113 |
| Occupancy and other operating expenses | 805 | 824 | 1,421 | 1,457 |
| Company restaurant expenses | 2,248 | 2,330 | 4,045 | 4,181 |
| General and administrative expenses | 353 | 352 | 648 | 623 |
| Franchise and license expenses | 47 | 34 | 81 | 67 |
| Closures and impairment (income) expenses | 24 | 21 | 27 | 24 |
| Refranchising (gain) loss | 68 | (4) | 58 | (7) |
| Other (income) expense | (6) | (8) | (9) | (10) |
| Total costs and expenses, net | 2,734 | 2,725 | 4,850 | 4,878 |
| Operating Profit | 371 | 479 | 877 | 1,050 |
| Interest expense, net | 33 | 29 | 67 | 62 |
| Income Before Income Taxes | 338 | 450 | 810 | 988 |
| Income tax provision | 102 | 112 | 213 | 251 |
| Net Income – including noncontrolling interests | 236 | 338 | 597 | 737 |
| Net Income – noncontrolling interests | 1 | 4 | — | 4 |
| Net Income – YUM! Brands, Inc. | \$ 235 | \$ 334 | \$ 597 | \$ 733 |
| | | | | |
| Basic Earnings Per Common Share | \$ 0.54 | \$ 0.75 | \$ 1.36 | \$ 1.64 |
| | | | | |
| Diluted Earnings Per Common Share | \$ 0.53 | \$ 0.73 | \$ 1.34 | \$ 1.61 |
| | | | | |
| Dividends Declared Per Common Share | \$ 0.82 | \$ 0.37 | \$ 0.82 | \$ 0.74 |

See accompanying Notes to Condensed Consolidated Financial Statements.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)

YUM! BRANDS, INC. AND SUBSIDIARIES

(in millions)

| | Quarter ended | | Year to date | |
|--|---------------|---------------|---------------|---------------|
| | 6/13/2015 | 6/14/2014 | 6/13/2015 | 6/14/2014 |
| Net Income - including noncontrolling interests | \$ 236 | \$ 338 | \$ 597 | \$ 737 |
| Other comprehensive income (loss), net of tax | | | | |
| Translation adjustments and gains (losses) from intra-entity transactions of a long-term investment nature | | | | |
| Adjustments and gains (losses) arising during the period | 39 | (25) | (52) | (62) |
| Reclassification of adjustments and (gains) losses into Net Income | 68 | 2 | 68 | 2 |
| | 107 | (23) | 16 | (60) |
| Tax (expense) benefit | (2) | (1) | — | (3) |
| | 105 | (24) | 16 | (63) |
| Changes in pension and post-retirement benefits | | | | |
| Unrealized gains (losses) arising during the period | 2 | (5) | 2 | (11) |
| Reclassification of (gains) losses into Net Income | 12 | 6 | 23 | 14 |
| | 14 | 1 | 25 | 3 |
| Tax (expense) benefit | (5) | — | (9) | (1) |
| | 9 | 1 | 16 | 2 |
| Changes in derivative instruments | | | | |
| Unrealized gains (losses) arising during the period | (1) | (5) | 12 | — |
| Reclassification of (gains) losses into Net Income | 1 | 3 | (12) | (1) |
| | — | (2) | — | (1) |
| Tax (expense) benefit | — | — | — | — |
| | — | (2) | — | (1) |
| Other comprehensive income (loss), net of tax | 114 | (25) | 32 | (62) |
| Comprehensive Income - including noncontrolling interests | 350 | 313 | 629 | 675 |
| Comprehensive Income (loss) - noncontrolling interests | 1 | — | (1) | — |
| Comprehensive Income - YUM! Brands, Inc. | \$ 349 | \$ 313 | \$ 630 | \$ 675 |

See accompanying Notes to Condensed Consolidated Financial Statements.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

YUM! BRANDS, INC. AND SUBSIDIARIES

(in millions)

| | Year to date | |
|---|---------------|---------------|
| | 6/13/2015 | 6/14/2014 |
| Cash Flows – Operating Activities | | |
| Net Income – including noncontrolling interests | \$ 597 | \$ 737 |
| Depreciation and amortization | 326 | 320 |
| Closures and impairment (income) expenses | 27 | 24 |
| Refranchising (gain) loss | 58 | (7) |
| Contributions to defined benefit pension plans | (78) | (14) |
| Deferred income taxes | (77) | (10) |
| Equity income from investments in unconsolidated affiliates | (16) | (22) |
| Distributions of income received from unconsolidated affiliates | 4 | 7 |
| Excess tax benefits from share-based compensation | (40) | (25) |
| Share-based compensation expense | 28 | 25 |
| Changes in accounts and notes receivable | 16 | 12 |
| Changes in inventories | 21 | 5 |
| Changes in prepaid expenses and other current assets | (27) | (11) |
| Changes in accounts payable and other current liabilities | 11 | (27) |
| Changes in income taxes payable | 91 | 96 |
| Other, net | 6 | (26) |
| Net Cash Provided by Operating Activities | 947 | 1,084 |
| Cash Flows – Investing Activities | | |
| Capital spending | (404) | (408) |
| Changes in short-term investments, net | (16) | (227) |
| Proceeds from refranchising of restaurants | 29 | 17 |
| Other, net | 39 | 4 |
| Net Cash Used in Investing Activities | (352) | (614) |
| Cash Flows – Financing Activities | | |
| Repayments of long-term debt | (7) | (5) |
| Short-term borrowings by original maturity | | |
| More than three months - proceeds | — | — |
| More than three months - payments | — | — |
| Three months or less, net | — | — |
| Revolving credit facilities, three months or less, net | 65 | 178 |
| Repurchase shares of Common Stock | (287) | (300) |
| Excess tax benefits from share-based compensation | 40 | 25 |
| Employee stock option proceeds | 11 | 16 |
| Dividends paid on Common Stock | (355) | (327) |
| Other, net | (43) | (20) |
| Net Cash Used in Financing Activities | (576) | (433) |
| Effect of Exchange Rates on Cash and Cash Equivalents | 39 | (13) |
| Net Increase in Cash and Cash Equivalents | 58 | 24 |
| Cash and Cash Equivalents - Beginning of Period | 578 | 573 |
| Cash and Cash Equivalents - End of Period | \$ 636 | \$ 597 |

See accompanying Notes to Condensed Consolidated Financial Statements.

CONDENSED CONSOLIDATED BALANCE SHEETS

YUM! BRANDS, INC. AND SUBSIDIARIES

(in millions)

| | (Unaudited) | |
|---|-----------------|-----------------|
| | 6/13/2015 | 12/27/2014 |
| ASSETS | | |
| Current Assets | | |
| Cash and cash equivalents | \$ 636 | \$ 578 |
| Accounts and notes receivable, net | 350 | 325 |
| Inventories | 279 | 301 |
| Prepaid expenses and other current assets | 276 | 254 |
| Deferred income taxes | 104 | 93 |
| Advertising cooperative assets, restricted | 84 | 95 |
| Total Current Assets | <u>1,729</u> | <u>1,646</u> |
| Property, plant and equipment, net | 4,372 | 4,498 |
| Goodwill | 684 | 700 |
| Intangible assets, net | 294 | 318 |
| Investments in unconsolidated affiliates | 39 | 52 |
| Other assets | 554 | 560 |
| Deferred income taxes | 622 | 571 |
| Total Assets | <u>\$ 8,294</u> | <u>\$ 8,345</u> |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current Liabilities | | |
| Accounts payable and other current liabilities | \$ 1,881 | \$ 1,972 |
| Income taxes payable | 156 | 77 |
| Short-term borrowings | 568 | 267 |
| Advertising cooperative liabilities | 84 | 95 |
| Total Current Liabilities | <u>2,689</u> | <u>2,411</u> |
| Long-term debt | 2,831 | 3,077 |
| Other liabilities and deferred credits | 1,141 | 1,244 |
| Total Liabilities | <u>6,661</u> | <u>6,732</u> |
| Redeemable noncontrolling interest | <u>8</u> | <u>9</u> |
| Shareholders' Equity | | |
| Common Stock, no par value, 750 shares authorized; 432 and 434 shares issued in 2015 and 2014, respectively | — | — |
| Retained earnings | 1,726 | 1,737 |
| Accumulated other comprehensive income (loss) | (157) | (190) |
| Total Shareholders' Equity – YUM! Brands, Inc. | <u>1,569</u> | <u>1,547</u> |
| Noncontrolling interests | 56 | 57 |
| Total Shareholders' Equity | <u>1,625</u> | <u>1,604</u> |
| Total Liabilities, Redeemable Noncontrolling Interest and Shareholders' Equity | <u>\$ 8,294</u> | <u>\$ 8,345</u> |

See accompanying Notes to Condensed Consolidated Financial Statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

(Tabular amounts in millions, except per share data)

Note 1 - Financial Statement Presentation

We have prepared our accompanying unaudited Condensed Consolidated Financial Statements ("Financial Statements") in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC") for interim financial information. Accordingly, they do not include all of the information and footnotes required by Generally Accepted Accounting Principles in the United States ("GAAP") for complete financial statements. Therefore, we suggest that the accompanying Financial Statements be read in conjunction with the Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 27, 2014 ("2014 Form 10-K").

YUM! Brands, Inc. and Subsidiaries (collectively referred to herein as "YUM" or the "Company") comprise primarily the worldwide operations of KFC, Pizza Hut and Taco Bell (collectively the "Concepts"). References to YUM throughout these Notes to our Financial Statements are made using the first person notations of "we," "us" or "our."

YUM consists of five reporting segments:

- YUM China ("China" or "China Division") which includes all operations in mainland China
- YUM India ("India" or "India Division") which includes all operations in India, Bangladesh, Nepal and Sri Lanka
- The KFC Division which includes all operations of the KFC concept outside of China Division and India Division
- The Pizza Hut Division which includes all operations of the Pizza Hut concept outside of China Division and India Division
- The Taco Bell Division which includes all operations of the Taco Bell concept outside of India Division

YUM's fiscal year ends on the last Saturday in December. The first three quarters of each fiscal year consist of 12 weeks and the fourth quarter consists of 16 weeks. Our subsidiaries operate on similar fiscal calendars except that China, India and certain other international subsidiaries operate on a monthly calendar with two months in the first quarter, three months in the second and third quarters and four months in the fourth quarter. International businesses within our KFC, Pizza Hut and Taco Bell divisions close approximately one month earlier to facilitate consolidated reporting.

Our preparation of the accompanying Financial Statements in conformity with GAAP requires us to make estimates and assumptions that affect reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the Financial Statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

The accompanying Financial Statements include all normal and recurring adjustments considered necessary to present fairly, when read in conjunction with our 2014 Form 10-K, our financial position as of June 13, 2015, and the results of our operations and comprehensive income for the quarters and years to date ended June 13, 2015 and June 14, 2014 and cash flows for the years to date ended June 13, 2015 and June 14, 2014. Our results of operations, comprehensive income and cash flows for these interim periods are not necessarily indicative of the results to be expected for the full year.

Our significant interim accounting policies include the recognition of certain advertising and marketing costs, generally in proportion to revenue, and the recognition of income taxes using an estimated annual effective tax rate.

We have reclassified certain items in the Financial Statements for the prior periods to be comparable with the classification for the quarter and year to date ended June 13, 2015. These reclassifications had no effect on previously reported Net Income - YUM! Brands, Inc.

Note 2 - Earnings Per Common Share (“EPS”)

| | Quarter ended | | Year to date | |
|---|---------------|---------|--------------|---------|
| | 2015 | 2014 | 2015 | 2014 |
| Net Income – YUM! Brands, Inc. | \$ 235 | \$ 334 | \$ 597 | \$ 733 |
| Weighted-average common shares outstanding (for basic calculation) | 437 | 446 | 437 | 446 |
| Effect of dilutive share-based employee compensation | 8 | 9 | 9 | 10 |
| Weighted-average common and dilutive potential common shares outstanding (for diluted calculation) | 445 | 455 | 446 | 456 |
| Basic EPS | \$ 0.54 | \$ 0.75 | \$ 1.36 | \$ 1.64 |
| Diluted EPS | \$ 0.53 | \$ 0.73 | \$ 1.34 | \$ 1.61 |
| Unexercised employee stock options and stock appreciation rights (in millions) excluded from the diluted EPS computation ^(a) | 4.3 | 5.9 | 5.3 | 6.1 |

(a) These unexercised employee stock options and stock appreciation rights were not included in the computation of diluted EPS because to do so would have been antidilutive for the periods presented.

Note 3 - Shareholders’ Equity

Under the authority of our Board of Directors, we repurchased shares of our Common Stock during the years to date ended as indicated below. All amounts exclude applicable transaction fees.

| Authorization Date | Shares Repurchased (thousands) | | Dollar Value of Shares Repurchased | | Remaining Dollar Value of Shares that may be Repurchased |
|--------------------|--------------------------------|-------|------------------------------------|--------|--|
| | 2015 | 2014 | 2015 | 2014 | 2015 |
| November 2012 | — | 2,737 | \$ — | \$ 203 | \$ — |
| November 2013 | 1,779 | 1,270 | 133 | 97 | — |
| November 2014 | 1,901 | — | 162 | — | 838 |
| Total | 3,680 ^(a) | 4,007 | \$ 295 ^(a) | \$ 300 | \$ 838 |

(a) Includes the effect of \$8 million in share repurchases (0.1 million shares) with trade dates prior to June 13, 2015 but cash settlement dates subsequent to June 13, 2015.

Changes in accumulated other comprehensive income (loss) ("OCI") are presented below.

| | Translation Adjustments and Gains (Losses) From Intra- Entity Transactions of a Long- Term Nature | Pension and Post- Retirement Benefits | Derivative Instruments | Total |
|--|--|--|------------------------|-----------------|
| Balance at December 27, 2014, net of tax | \$ 29 | \$ (210) | \$ (9) | \$ (190) |
| Gains (losses) arising during the year classified into accumulated OCI, net of tax | (51) | 1 | 8 | (42) |
| (Gains) losses reclassified from accumulated OCI, net of tax | 68 | 15 | (8) | 75 |
| OCI, net of tax | 17 | 16 | — | 33 |
| Balance at June 13, 2015, net of tax | <u>\$ 46</u> | <u>\$ (194)</u> | <u>\$ (9)</u> | <u>\$ (157)</u> |

Note 4 - Items Affecting Comparability of Net Income and Cash Flows

Refranchising (Gain) Loss

The Refranchising (gain) loss by reportable segment is presented below. We do not allocate such gains and losses to our segments for performance reporting purposes.

| | Quarter ended | | Year to date | |
|-----------------------------------|---------------|---------------|--------------|---------------|
| | 2015 | 2014 | 2015 | 2014 |
| China | \$ (2) | \$ (5) | \$ (4) | \$ (6) |
| KFC Division ^(a) | 35 | 1 | 32 | — |
| Pizza Hut Division ^(a) | 36 | (1) | 37 | (1) |
| Taco Bell Division | (1) | — | (7) | (1) |
| India | — | 1 | — | 1 |
| Worldwide | <u>\$ 68</u> | <u>\$ (4)</u> | <u>\$ 58</u> | <u>\$ (7)</u> |

- (a) In 2010 we refranchised our then-remaining Company-operated restaurants in Mexico. To the extent we owned real estate related to these restaurants, we did not sell the real estate, but instead have leased it to the franchisee. During the quarter ended June 13, 2015 we initiated plans to sell this real estate and determined it was held for sale in accordance with GAAP. The sales price we expect to receive for this real estate exceeds its book value. However, the sale of the real estate will represent a substantial liquidation of our Mexican operations under GAAP. Accordingly, we are required to include accumulated translation losses associated with our Mexican business within our held for sale impairment evaluations. As such, we recorded a \$68 million non-cash charge to Refranchising Loss, consisting of losses of \$36 million and \$32 million for our KFC and Pizza Hut Divisions, respectively. This loss represents the excess of the sum of the book value of the real estate and related assets, an insignificant amount of goodwill and our accumulated translation losses over the expected sales price. Our current expectation is that the real estate sale will close late in 2015 with limited, if any, additional pre-tax gain or loss. The sale is ultimately expected to result in a taxable gain as the anticipated proceeds will exceed the tax basis in the real estate, though the related tax expense will not be recognized until the sale closes.

Our KFC and Pizza Hut Divisions earned approximately \$3 million and \$1 million, respectively, of rental income in 2014 related to this real estate that will transfer to the buyer subsequent to the sale of the real estate. We will continue to earn U.S. dollar denominated franchise fees, most of which are sales-based royalties, under our existing franchise contracts.

KFC U.S. Acceleration Agreement

During the first quarter of 2015, we reached an agreement with our KFC U.S. franchisees that gave us brand marketing control as well as an accelerated path to improved assets and customer experience. In connection with this agreement we anticipate investing approximately \$125 million over the next three years primarily to fund new back-of-house equipment for franchisees and to provide incentives to accelerate franchisee store remodels. We have recorded charges of \$8 million and \$10 million for the quarter and year to date ended June 13, 2015, respectively, for these investments. We currently expect a total charge of approximately \$90 million in 2015 for these investments, with the remaining charge split between 2016 and 2017. These charges are not being allocated to the KFC Division segment operating results.

In addition to the investments above we have agreed to fund incremental system advertising dollars of \$60 million. We currently expect to fund approximately \$10 million of such advertising in 2015 with the remaining funding split between 2016 and 2017. These amounts are being recorded in the KFC Division segment operating results. During the quarter and year to date ended June 13, 2015, we expensed \$3 million in incremental system advertising expense.

Note 5 - Other (Income) Expense

| | Quarter ended | | Year to date | |
|--|---------------|--------|--------------|---------|
| | 2015 | 2014 | 2015 | 2014 |
| Equity (income) loss from investments in unconsolidated affiliates | \$ (7) | \$ (9) | \$ (16) | \$ (22) |
| Foreign exchange net (gain) loss and other | 1 | 1 | 7 | 12 |
| Other (income) expense | \$ (6) | \$ (8) | \$ (9) | \$ (10) |

Note 6 - Supplemental Balance Sheet InformationAccounts and Notes Receivable, net

The Company's receivables are primarily generated as a result of ongoing business relationships with our franchisees and licensees as a result of royalty and lease agreements. Trade receivables consisting of royalties from franchisees and licensees are generally due within 30 days of the period in which the corresponding sales occur and are classified as Accounts and notes receivable on our Condensed Consolidated Balance Sheets.

| | 6/13/2015 | 12/27/2014 |
|--------------------------------------|-----------|------------|
| Accounts and notes receivable, gross | \$ 366 | \$ 337 |
| Allowance for doubtful accounts | (16) | (12) |
| Accounts and notes receivable, net | \$ 350 | \$ 325 |

Property, Plant and Equipment, net

| | 6/13/2015 | 12/27/2014 |
|---|-----------|------------|
| Property, plant and equipment, gross | \$ 8,076 | \$ 8,082 |
| Accumulated depreciation and amortization | (3,704) | (3,584) |
| Property, plant and equipment, net | \$ 4,372 | \$ 4,498 |

Assets held for sale, included in Prepaid expenses and other current assets on our Condensed Consolidated Balance Sheets, total \$31 million at June 13, 2015, including \$16 million related to our Mexico business. Assets held for sale at December 27, 2014 totaled \$14 million.

Noncontrolling Interests

Noncontrolling interests include the ownership interests of minority shareholders of the entities that operate KFC restaurants in Beijing and Shanghai, China. The redeemable noncontrolling interest comprises the 7% ownership interest in Little Sheep that continues to be held by the Little Sheep founding shareholders, and is classified outside of permanent equity on our Condensed Consolidated Balance Sheets due to redemption rights held by the founding Little Sheep shareholders. A reconciliation of the beginning and ending carrying amount of the equity attributable to noncontrolling interests is as follows:

| | Noncontrolling Interests | Redeemable Noncontrolling Interest |
|--|--------------------------|------------------------------------|
| Balance at December 27, 2014 | \$ 57 | \$ 9 |
| Net Income (loss) – noncontrolling interests | — | — |
| Currency translation adjustments and other | (1) | (1) |
| Balance at June 13, 2015 | \$ 56 | \$ 8 |

Note 7 - Income Taxes

| | Quarter ended | | Year to date | |
|----------------------|---------------|--------|--------------|--------|
| | 2015 | 2014 | 2015 | 2014 |
| Income tax provision | \$ 102 | \$ 112 | \$ 213 | \$ 251 |
| Effective tax rate | 30.4% | 24.9% | 26.3% | 25.4% |

Our effective tax rate was lower than the U.S. federal statutory rate of 35% primarily due to the majority of our income being earned outside the U.S. where tax rates are generally lower than the U.S. rate.

Our second quarter and year to date effective tax rates were higher than the prior year primarily due to the \$68 million non-cash refranchising loss with no associated tax benefit related to the decision to dispose of our real estate in Mexico, the unfavorable impact of the resolution of uncertain tax positions in certain jurisdictions, and lapping the favorable resolution of uncertain tax positions in the prior year, partially offset by a reduction in the cost of repatriating expected current year foreign earnings.

Note 8 - Reportable Operating Segments

We identify our operating segments based on management responsibility. See Note 1 for a description of our operating segments. The following tables summarize Revenues and Operating Profit (loss) for each of our reportable operating segments:

| | Quarter ended | | Year to date | |
|--|-----------------|-----------------|-----------------|-----------------|
| | 2015 | 2014 | 2015 | 2014 |
| Revenues | | | | |
| China | \$ 1,636 | \$ 1,709 | \$ 2,892 | \$ 3,088 |
| KFC Division | 694 | 754 | 1,336 | 1,418 |
| Pizza Hut Division | 264 | 265 | 535 | 532 |
| Taco Bell Division | 476 | 439 | 907 | 830 |
| India | 35 | 37 | 57 | 60 |
| | <u>\$ 3,105</u> | <u>\$ 3,204</u> | <u>\$ 5,727</u> | <u>\$ 5,928</u> |
| | | | | |
| | Quarter ended | | Year to date | |
| | 2015 | 2014 | 2015 | 2014 |
| Operating Profit (loss) | | | | |
| China ^(a) | \$ 144 | \$ 194 | \$ 334 | \$ 479 |
| KFC Division | 152 | 155 | 321 | 318 |
| Pizza Hut Division | 60 | 63 | 141 | 147 |
| Taco Bell Division | 140 | 109 | 255 | 193 |
| India | (3) | (1) | (7) | (4) |
| Unallocated and General and administrative expenses ^(b) | (54) | (48) | (100) | (83) |
| Unallocated Other income (expense) | — | 3 | (9) | (7) |
| Unallocated Refranchising gain (loss) ^(c) | (68) | 4 | (58) | 7 |
| Operating Profit | <u>\$ 371</u> | <u>\$ 479</u> | <u>\$ 877</u> | <u>\$ 1,050</u> |
| Interest expense, net | (33) | (29) | (67) | (62) |
| Income Before Income Taxes | <u>\$ 338</u> | <u>\$ 450</u> | <u>\$ 810</u> | <u>\$ 988</u> |

(a) Includes equity income from investments in unconsolidated affiliates of \$7 million and \$9 million for the quarters ended June 13, 2015 and June 14, 2014, respectively. Includes equity income from investments in unconsolidated affiliates of \$16 million and \$22 million for the years to date ended June 13, 2015 and June 14, 2014, respectively.

(b) Primarily Corporate general and administrative ("G&A") expenses. Also included are costs associated with the KFC U.S. Acceleration Agreement of \$8 million and \$10 million for the quarter and year to date ending June 13, 2015, respectively.

(c) See the Refranchising (Gain) Loss section of Note 4.

Note 9 - Pension Benefits

We sponsor qualified and supplemental (non-qualified) noncontributory defined benefit pension plans covering certain full-time salaried and hourly U.S. employees. The most significant of these plans, the YUM Retirement Plan is funded. We fund our other U.S. plans as benefits are paid. The YUM Retirement Plan and our most significant non-qualified plan in the U.S. are closed to new salaried participants.

The components of net periodic benefit cost associated with our significant U.S. pension plans are as follows:

| | Quarter ended | | Year to date | |
|---|---------------|-------------|--------------|--------------|
| | 2015 | 2014 | 2015 | 2014 |
| Service cost | \$ 4 | \$ 4 | \$ 8 | \$ 8 |
| Interest cost | 12 | 13 | 25 | 25 |
| Expected return on plan assets | (14) | (13) | (28) | (26) |
| Amortization of net loss | 11 | 4 | 21 | 8 |
| Net periodic benefit cost | <u>\$ 13</u> | <u>\$ 8</u> | <u>\$ 26</u> | <u>\$ 15</u> |
| Additional loss (gain) recognized due to: | | | | |
| Settlement ^(a) | \$ 1 | \$ 2 | \$ 1 | \$ 5 |

(a) Losses are a result of settlement transactions from a non-funded plan which exceeded the sum of annual service and interest costs for that plan. These losses were recorded in G&A expenses.

We contributed \$75 million to the YUM Retirement Plan during the year to date ended June 13, 2015. We do not anticipate any additional significant contributions during 2015.

Note 10 - Fair Value Measurements

As of June 13, 2015 the carrying values of cash and cash equivalents, short-term investments, accounts receivable and accounts payable approximated their fair values because of the short-term nature of these instruments. The fair values of notes receivable net of allowances and lease guarantees less subsequent amortization approximates their carrying values. The Company's debt obligations, excluding capital leases, were estimated to have a fair value of \$3.4 billion (Level 2), compared to their carrying value of \$3.2 billion. We estimated the fair value of debt using market quotes and calculations based on market rates.

The Company has interest rate swaps accounted for as fair value hedges, foreign currency forwards accounted for as cash flow hedges and other investments, all of which are required to be measured at fair value on a recurring basis. Interest rate swaps are used to reduce our exposure to interest rate risk and lower interest expense for a portion of our fixed-rate debt, and foreign currency forwards are used to reduce our exposure to cash flow volatility arising from foreign currency fluctuations associated with certain foreign currency denominated intercompany short-term receivables and payables. The fair values of these swaps, forwards and other investments were not material as of June 13, 2015.

The Company's long-lived assets such as property, plant and equipment, goodwill and intangible assets are measured at fair value on a non-recurring basis if determined to be impaired. During the quarter and year to date ended June 13, 2015, we recorded restaurant-level impairment (Level 3) of \$17 million and \$18 million, respectively. During the quarter and year to date ended June 14, 2014, we recorded restaurant-level impairment (Level 3) of \$14 million and \$15 million, respectively. The remaining net book value of the assets measured at fair value as of June 13, 2015, subsequent to these impairments, was not significant.

In addition, during the quarter ended June 13, 2015, we initiated plans to sell real estate within our Mexico business and determined it was held for sale. See Note 4.

Note 11 - Recently Adopted Accounting Pronouncements

In April 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-08, *Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity* (ASU 2014-08), which limits dispositions that qualify for discontinued operations presentation to those that represent strategic shifts that have or will have a major effect on an entity's operations and financial results. Strategic shifts could include a disposal of a major geographical area, a major line of business, a major equity method investment or other major parts of the business. ASU 2014-08 was effective for the Company during the quarter ended March 21, 2015. The adoption of this standard has not had an impact on our Financial Statements.

Note 12 - Guarantees, Commitments and Contingencies

Lease Guarantees

As a result of having (a) assigned our interest in obligations under real estate leases as a condition to the refranchising of certain Company restaurants; (b) contributed certain Company restaurants to former unconsolidated affiliates; and (c) guaranteed certain other leases, we are frequently contingently liable on lease agreements. These leases have varying terms, the latest of which expires in 2065. As of June 13, 2015, the potential amount of undiscounted payments we could be required to make in the event of non-payment by the primary lessees was approximately \$600 million. The present value of these potential payments discounted at our pre-tax cost of debt at June 13, 2015 was approximately \$525 million. Our franchisees are the primary lessees under the vast majority of these leases. We generally have cross-default provisions with these franchisees that would put them in default of their franchise agreements in the event of non-payment under the leases. We believe these cross-default provisions significantly reduce the risk that we will be required to make payments under these leases. Accordingly, the liability recorded for our probable exposure under such leases as of June 13, 2015 was not material.

Other Franchise Guarantees

We have provided guarantees of \$23 million on behalf of franchisees for several financing programs related to specific initiatives. The total loans outstanding under these financing programs were \$76 million as of June 13, 2015.

Legal Proceedings

We are subject to various claims and contingencies related to lawsuits, real estate, environmental and other matters arising in the normal course of business. An accrual is recorded with respect to claims or contingencies for which a loss is determined to be probable and reasonably estimable.

In early 2013, four putative class action complaints were filed in the U.S. District Court for the Central District of California against the Company and certain executive officers alleging claims under sections 10(b) and 20(a) of the Securities Exchange Act of 1934. Plaintiffs alleged that defendants made false and misleading statements concerning the Company's current and future business and financial condition. The four complaints were subsequently consolidated and transferred to the U.S. District Court for the Western District of Kentucky. On August 5, 2013, lead plaintiff, Frankfurt Trust Investment GmbH, filed a Consolidated Class Action Complaint ("Amended Complaint") on behalf of a putative class of all persons who purchased the Company's stock between February 6, 2012 and February 4, 2013 (the "Class Period"). The Amended Complaint no longer includes allegations relating to misstatements regarding the Company's business or financial condition and instead alleges that, during the Class Period, defendants purportedly omitted information about the Company's supply chain in China, thereby inflating the prices at which the Company's securities traded. On October 4, 2013, the Company and individual defendants filed a motion to dismiss the Amended Complaint. On December 24, 2014, the District Court granted that motion to dismiss in its entirety and dismissed the Amended Complaint with prejudice. On January 16, 2015, lead plaintiff filed a notice of appeal to the United States Court of Appeal for the Sixth Circuit. Briefing on plaintiff's appeal is complete and oral argument has been scheduled for August 4, 2015. The Company denies liability and intends to vigorously defend against all claims in the Amended Complaint. A reasonable estimate of the amount of any possible loss or range of loss cannot be made at this time.

On January 24, 2013, Bert Bauman, a purported shareholder of the Company, submitted a letter demanding that the Board of Directors initiate an investigation of alleged breaches of fiduciary duties by directors, officers and employees of the Company. The breaches of fiduciary duties are alleged to have arisen primarily as a result of the failure to implement proper controls in connection with the Company's purchases of poultry from suppliers to the Company's China operations. Subsequently, similar demand letters by other purported shareholders were submitted. Those letters were referred to a special committee of the Board of Directors (the "Special Committee") for consideration. The Special Committee, upon conclusion of an independent inquiry of

the matters described in the letters, unanimously determined that it is not in the best interests of the Company to pursue the claims described in the letters and, accordingly, rejected each shareholder's demand.

On May 9, 2013, Mr. Bauman filed a putative derivative action in Jefferson Circuit Court, Commonwealth of Kentucky against certain current and former officers and directors of the Company asserting breach of fiduciary duty, waste of corporate assets and unjust enrichment in connection with an alleged failure to implement proper controls in the Company's purchases of poultry from suppliers to the Company's China operations and with an alleged scheme to mislead investors about the Company's growth prospects in China. By agreement of the parties, the matter is temporarily stayed pending the appeal of the dismissal of the securities class action. A reasonable estimate of the amount of any possible loss or range of loss cannot be made at this time.

On February 14, 2013, Jennifer Zona, another purported shareholder of the Company, submitted a demand letter similar to the demand letters described above. On May 21, 2013, Ms. Zona filed a putative derivative action in the U.S. District Court for the Western District of Kentucky against certain officers and directors of the Company asserting claims similar to those asserted by Mr. Bauman. The case was subsequently reassigned to the same judge that the securities class action is before. On October 14, 2013, the Company filed a motion to dismiss on the basis of the Special Committee's findings. By agreement of the parties, the matter is temporarily stayed pending the appeal of the dismissal of the securities class action. A reasonable estimate of the amount of any possible loss or range of loss cannot be made at this time.

On May 17, 2013, Sandra Wollman, another purported shareholder of the Company, submitted a demand letter similar to the demand letters described above. On December 9, 2013, Ms. Wollman filed a putative derivative action in the U.S. District Court for the Western District of Kentucky against certain current and former officers and directors of the Company asserting claims similar to those asserted by Mr. Bauman and Ms. Zona. By agreement of the parties, the matter was consolidated with the *Zona* action and is temporarily stayed pending the appeal of the dismissal of the securities class action. A reasonable estimate of the amount of any possible loss or range of loss cannot be made at this time.

Taco Bell was named as a defendant in a number of putative class action suits filed in 2007, 2008, 2009 and 2010 alleging violations of California labor laws including unpaid overtime, failure to timely pay wages on termination, failure to pay accrued vacation wages, failure to pay minimum wage, denial of meal and rest breaks, improper wage statements, unpaid business expenses, wrongful termination, discrimination, conversion and unfair or unlawful business practices in violation of California Business & Professions Code §17200. Some plaintiffs also seek penalties for alleged violations of California's Labor Code under California's Private Attorneys General Act as well as statutory "waiting time" penalties and allege violations of California's Unfair Business Practices Act. Plaintiffs seek to represent a California state-wide class of hourly employees.

These matters were consolidated, and the consolidated case is styled In Re Taco Bell Wage and Hour Actions. The In Re Taco Bell Wage and Hour Actions plaintiffs filed a consolidated complaint in June 2009, and in March 2010 the court approved the parties' stipulation to dismiss the Company from the action. Plaintiffs filed their motion for class certification on the vacation and final pay claims in December 2010, and on September 26, 2011 the court issued its order denying the certification of the vacation and final pay claims. Plaintiffs then sought to certify four separate meal and rest break classes. On January 2, 2013, the court rejected three of the proposed classes but granted certification with respect to the late meal break class. The parties thereafter agreed on a list of putative class members, and the class notice and opportunity to opt out of the litigation were mailed on January 21, 2014.

Per order of the court, plaintiffs filed a second amended complaint to clarify the class claims. Plaintiffs also filed a motion for partial summary judgment. Taco Bell filed motions to strike and to dismiss, as well as a motion to alter or amend the second amended complaint. On August 29, 2014, the court denied plaintiffs' motion for partial summary judgment. On that same date, the court granted Taco Bell's motion to dismiss all but one of the California Private Attorney General Act claims. On October 29, 2014, plaintiffs filed a motion to amend the operative complaint and a motion to amend the class certification order. On December 16, 2014, the court partially granted both motions, rejecting plaintiffs' proposed on-duty meal period class but certifying a limited rest break class and certifying an underpaid meal premium class, and allowing the plaintiffs to amend the complaint to reflect those certifications. On December 30, 2014, plaintiffs filed the third amended complaint. On February 26, 2015, the court denied a motion by Taco Bell to dismiss or strike the underpaid meal premium class. Class notice will be issued shortly to the two recently-certified classes, and discovery and expert discovery is continuing.

Taco Bell denies liability and intends to vigorously defend against all claims in this lawsuit. We have provided for a reasonable estimate of the possible loss relating to this lawsuit. However, in view of the inherent uncertainties of litigation, there can be no assurance that this lawsuit will not result in losses in excess of those currently provided for in our Condensed Consolidated Financial Statements. A reasonable estimate of the amount of any possible loss or range of loss in excess of that currently provided for in our Condensed Consolidated Financial Statements cannot be made at this time.

On May 16, 2013, a putative class action styled Bernardina Rodriguez v. Taco Bell Corp. was filed in California Superior Court. The plaintiff seeks to represent a class of current and former California hourly restaurant employees alleging various violations of California labor laws including failure to provide meal and rest periods, failure to pay hourly wages, failure to provide accurate written wage statements, failure to timely pay all final wages, and unfair or unlawful business practices in violation of California Business & Professions Code §17200. This case appears to be duplicative of the In Re Taco Bell Wage and Hour Actions case described above. Taco Bell removed the case to federal court and, on June 25, 2013, plaintiff filed a first amended complaint to include a claim seeking penalties for alleged violations of California's Labor Code under California's Private Attorneys General Act. Taco Bell's motion to dismiss or stay the action in light of the In Re Taco Bell Wage and Hour Actions case was denied on October 30, 2013. In April 2014 the parties stipulated to address the sufficiency of plaintiff's legal theory as to her discount meal break claim before conducting full discovery. A hearing on the parties' cross-summary judgment motions was held on October 22, 2014, and on October 23, 2014, the court granted Taco Bell's motion for summary judgment on the discount meal break claim and denied plaintiff's motion. Discovery will continue as to plaintiff's remaining claims.

Taco Bell denies liability and intends to vigorously defend against all claims in this lawsuit. A reasonable estimate of the amount of any possible loss or range of loss cannot be made at this time.

We are engaged in various other legal proceedings and have certain unresolved claims pending, the ultimate liability for which, if any, cannot be determined at this time. However, based upon consultation with legal counsel, we are of the opinion that such proceedings and claims are not expected to have a material adverse effect, individually or in the aggregate, on our Condensed Consolidated Financial Statements.

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

Introduction and Overview

Yum! Brands, Inc. ("YUM" or the "Company") operates, franchises or licenses a worldwide system of over 41,000 restaurants in more than 125 countries and territories, primarily through the concepts of KFC, Pizza Hut and Taco Bell. These three concepts are the global leaders in the chicken, pizza and Mexican-style food categories, respectively. Of the more than 41,000 restaurants, 21% are operated by the Company and 79% are operated by franchisees, licensees or unconsolidated affiliates.

The Company is focused on the following key growth strategies:

- Building Powerful Brands Through Superior Marketing, Breakthrough Innovation and Compelling Value with a Foundation Built on Winning Food and World Class Operations
- Driving Aggressive Unit Expansion Everywhere, Especially in Emerging Markets, and Building Leading Brands in Every Significant Category in China and India
- Creating Industry Leading Returns Through Franchising and Disciplined Use of Capital, Maximizing Long-term Shareholder Value

YUM consists of five reporting segments:

- YUM China ("China" or "China Division") which includes all operations in mainland China
- YUM India ("India" or "India Division") which includes all operations in India, Bangladesh, Nepal and Sri Lanka
- The KFC Division which includes all operations of the KFC concept outside of China Division and India Division
- The Pizza Hut Division which includes all operations of the Pizza Hut concept outside of China Division and India Division
- The Taco Bell Division which includes all operations of the Taco Bell concept outside of India Division

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be read in conjunction with the unaudited Condensed Consolidated Financial Statements ("Financial Statements"), the Cautionary Note Regarding Forward-Looking Statements and our Annual Report on Form 10-K for the fiscal year ended December 27, 2014 ("2014 Form 10-K"). References to YUM throughout this discussion are made in first person notations of "we," "us" or "our."

We intend for this MD&A to provide the reader with information that will assist in understanding our results of operations, including performance metrics that management uses to assess the Company's performance. Throughout this MD&A, we commonly discuss the following performance metrics:

- The Company provides certain percentage changes excluding the impact of foreign currency translation ("FX" or "Forex"). These amounts are derived by translating current year results at prior year average exchange rates. We believe the elimination of the foreign currency translation impact provides better year-to-year comparability without the distortion of foreign currency fluctuations.
- System sales growth includes the results of all restaurants regardless of ownership, including company-owned, franchise, unconsolidated affiliate and license restaurants that operate our Concepts, except for non-company-owned restaurants for which we do not receive a sales-based royalty. Sales of franchise, unconsolidated affiliate and license restaurants typically generate ongoing franchise and license fees for the Company (typically at a rate of 4% to 6% of sales). Franchise, unconsolidated affiliate and license restaurant sales are not included in Company sales on the Condensed Consolidated Statements of Income; however, the franchise and license fees are included in the Company's revenues. We believe system sales growth is useful to investors as a significant indicator of the overall strength of our business as it incorporates all of our revenue drivers, Company and franchise same-store sales as well as net unit growth.
- Same-store sales growth is the estimated percentage change in sales of all restaurants that have been open and in the YUM system one year or more. The impact of same-store sales growth on both our Company-owned store results and Franchise and license fees and income is described elsewhere in this MD&A.

- Company Restaurant profit ("Restaurant profit") is defined as Company sales less expenses incurred directly by our Company-owned restaurants in generating Company sales. Company restaurant margin as a percentage of sales is defined as Restaurant profit divided by Company sales. Within the Company Sales and Restaurant Profit analyses, Store Portfolio Actions represent the net impact of new unit openings, acquisitions, refranchising and store closures, and Other primarily represents the impact of same-store sales as well as the impact of changes in costs such as inflation/deflation.
- In addition to the results provided in accordance with U.S. Generally Accepted Accounting Principles ("GAAP") throughout this MD&A, the Company provides non-GAAP measurements which present operating results on a basis before items that we have deemed Special. The Company uses earnings before Special Items as a key performance measure of results of operations for the purpose of evaluating performance internally and Special Items are not included in any of our segment results. This non-GAAP measurement is not intended to replace the presentation of our financial results in accordance with GAAP. Rather, the Company believes that the presentation of earnings before Special Items provides additional information to investors to facilitate the comparison of past and present operations, excluding those items that the Company does not believe are indicative of our ongoing operations due to their size and/or nature.

All Note references herein refer to the accompanying Notes to the Financial Statements. Tabular amounts are displayed in millions of U.S. dollars except per share and unit count amounts, or as otherwise specifically identified. Percentages may not recompute due to rounding.

Ongoing Earnings Growth Model

Our ongoing earnings growth model targets at least a 10% earnings per share ("EPS") growth rate, which is based on our ongoing Operating Profit growth targets of 15% in China, 10% for our KFC Division, 8% for our Pizza Hut Division and 6% for our Taco Bell Division. While we believe India is a significant long-term growth driver, our ongoing earnings growth model currently assumes no impact from India growth. See the Division discussions within the Results of Operations of this MD&A for further details of our Divisional growth models.

2015 EPS, prior to Special Items, is expected to grow at least 10%, consistent with our ongoing targeted growth rate. As communicated in December 2014 (see specific guidance provided in December 2014 at <http://www.yum.com>) we expected EPS declines in the first half of the year followed by a very strong second half resulting in at least 10% growth for the full year. This was predicated largely on our expectation that the China business would continue to recover from the adverse publicity in July 2014 surrounding improper food handling practices by a former supplier.

For the year to date ended June 13, 2015 EPS, prior to Special Items, declined 7% driven by same-store sales declines in our China Division. As we lap last year's supplier incident, we continue to expect substantial same-store sales and Operating Profit growth in China in the second half of the year given overall trends in sales and brand perceptions. As a result, we believe that we are on track to meet our EPS growth expectation, prior to Special Items, of at least 10% for the full year.

Results of Operations

Summary

All comparisons within this summary below are versus the same period a year ago and exclude the impact of Special Items. All system sales growth and Operating Profit comparisons exclude the impact of foreign currency translation.

For the quarter ended June 13, 2015 diluted EPS decreased 5% to \$0.69 per share as sales and profits of our China Division, which is our largest profit contributor, were significantly impacted by residual effects of adverse publicity in July 2014 surrounding improper food handling practices by a former supplier. During the quarter, China Division system sales declined 4%, same-store sales declined 10% and Operating Profit declined 25%.

Also during the quarter:

- The China Division opened 80 new units.
- KFC Division system sales increased 6% and Operating Profit increased 10%. Same-store sales increased 3% and the Division opened 122 new international units.
- Pizza Hut Division system sales increased 1% and Operating Profit declined 1%. Same-store sales were even with the prior year and the Division opened 66 new international units.
- Taco Bell Division system sales increased 9% and Operating Profit increased 29%. Same-store sales increased 6% and the Division opened 58 new units.
- India Division system sales were even with prior year and Operating Profit declined \$2 million. Same-store sales decreased 11% and the Division opened 13 new units.
- Foreign currency translation negatively impacted Operating Profit by \$22 million.
- Our effective tax rate increased to 25.6% from 24.9%.

Worldwide

The Consolidated Results of Operations for the quarters ended June 13, 2015 and June 14, 2014 are presented below:

| | Quarter ended | | | Year to date | | |
|--|-----------------|-----------------|-------------|-----------------|-----------------|-------------|
| | 2015 | 2014 | % B/(W) | 2015 | 2014 | % B/(W) |
| Company sales | \$ 2,659 | \$ 2,758 | (4) | \$ 4,838 | \$ 5,050 | (4) |
| Franchise and license fees and income | 446 | 446 | — | 889 | 878 | 1 |
| Total revenues | <u>\$ 3,105</u> | <u>\$ 3,204</u> | (3) | <u>\$ 5,727</u> | <u>\$ 5,928</u> | (3) |
| Restaurant profit | \$ 411 | \$ 428 | (4) | \$ 793 | \$ 869 | (9) |
| Restaurant margin % | 15.5% | 15.5% | — ppts. | 16.4% | 17.2% | (0.8) ppts. |
| General and administrative ("G&A") expenses | \$ 353 | \$ 352 | (1) | \$ 648 | \$ 623 | (4) |
| Franchise and license expenses | 47 | 34 | (36) | 81 | 67 | (22) |
| Closures and impairment (income) expenses | 24 | 21 | (8) | 27 | 24 | (10) |
| Refranchising (gain) loss | 68 | (4) | NM | 58 | (7) | NM |
| Other (income) expense | (6) | (8) | (30) | (9) | (10) | (12) |
| Operating Profit | \$ 371 | \$ 479 | (22) | \$ 877 | \$ 1,050 | (16) |
| Interest expense, net | 33 | 29 | (15) | 67 | 62 | (9) |
| Income tax provision | 102 | 112 | 8 | 213 | 251 | 15 |
| Effective Tax Rate | 30.4% | 24.9% | (5.5) ppts. | 26.3% | 25.4% | (0.9) ppts. |
| Net Income – including noncontrolling interests | \$ 236 | \$ 338 | (30) | \$ 597 | \$ 737 | (19) |
| Net Income (loss) – noncontrolling interests | 1 | 4 | 86 | — | 4 | 96 |
| Net Income – YUM! Brands, Inc. | <u>\$ 235</u> | <u>\$ 334</u> | (30) | <u>\$ 597</u> | <u>\$ 733</u> | (19) |
| Diluted earnings per share ^(a) | <u>\$ 0.53</u> | <u>\$ 0.73</u> | (28) | <u>\$ 1.34</u> | <u>\$ 1.61</u> | (17) |
| Diluted earnings per share before Special Items ^(a) | <u>\$ 0.69</u> | <u>\$ 0.73</u> | (5) | <u>\$ 1.50</u> | <u>\$ 1.60</u> | (7) |

(a) See Note 2 for the number of shares used in this calculation.

| | Quarter ended | | Year to date | |
|-----------------------------------|---------------|---------------|-----------------------|------|
| | 2015 | 2014 | 2015 | 2014 |
| System Sales Growth, reported | (2)% | 4% | (1)% | 3% |
| System Sales Growth, excluding FX | 3 % | 6% | 4 % | 5% |
| Unit Count | 6/13/2015 | 6/14/2014 | % Increase (Decrease) | |
| Franchise & License | 32,190 | 31,452 | 2 | |
| Company-owned | 8,785 | 8,236 | 7 | |
| Unconsolidated Affiliates | 773 | 731 | 6 | |
| | <u>41,748</u> | <u>40,419</u> | 3 | |

Special Items

Special Items, along with the reconciliation to the most comparable GAAP financial measure, are presented below.

| Detail of Special Items | Quarter ended | | Year to date | |
|---|---------------|---------|--------------|----------|
| | 2015 | 2014 | 2015 | 2014 |
| Losses associated with the refranchising of equity markets outside the U.S. | \$ (73) | \$ — | \$ (73) | \$ — |
| Costs associated with KFC U.S. Acceleration Agreement | (8) | — | (10) | — |
| U.S. Refranchising gain ^(a) | 1 | 1 | 8 | 3 |
| Other Special Items Income (Expense) | 2 | — | 2 | — |
| Total Special Items Income (Expense) | (78) | 1 | (73) | 3 |
| Tax Benefit (Expense) on Special Items ^(b) | 3 | — | 1 | (1) |
| Special Items Income (Expense), net of tax | \$ (75) | \$ 1 | \$ (72) | \$ 2 |
| Average diluted shares outstanding | 445 | 455 | 446 | 456 |
| Special Items diluted EPS | \$ (0.16) | \$ — | \$ (0.16) | \$ 0.01 |
| Reconciliation of Operating Profit Before Special Items to Reported Operating Profit | | | | |
| Operating Profit before Special Items | \$ 449 | \$ 478 | \$ 950 | \$ 1,047 |
| Special Items Income (Expense) | (78) | 1 | (73) | 3 |
| Reported Operating Profit | \$ 371 | \$ 479 | \$ 877 | \$ 1,050 |
| Reconciliation of EPS Before Special Items to Reported EPS | | | | |
| Diluted EPS before Special Items | \$ 0.69 | \$ 0.73 | \$ 1.50 | \$ 1.60 |
| Special Items EPS | (0.16) | — | (0.16) | 0.01 |
| Reported EPS | \$ 0.53 | \$ 0.73 | \$ 1.34 | \$ 1.61 |
| Reconciliation of Effective Tax Rate Before Special Items to Reported Effective Tax Rate | | | | |
| Effective Tax Rate before Special Items | 25.6% | 24.9% | 24.4% | 25.4% |
| Impact on Tax Rate as a result of Special Items ^(b) | 4.8% | —% | 1.9% | —% |
| Reported Effective Tax Rate | 30.4% | 24.9% | 26.3% | 25.4% |

(a) Refranchising gains and losses in the U.S. have been reflected as Special Items due to the scope of our U.S. refranchising program in recent years and the volatility in associated gains and losses.

(b) The tax benefit (expense) was determined based upon the impact of the nature, as well as the jurisdiction of the respective individual components within Special Items.

Refranchising of Equity Markets Outside the U.S.

In 2010 we refranchised our then-remaining Company-operated restaurants in Mexico. To the extent we owned real estate related to these restaurants, we did not sell the real estate, but instead have leased it to the franchisee. During the quarter ended June 13, 2015 we initiated plans to sell this real estate and determined it was held for sale in accordance with GAAP. The sales price we expect to receive for this real estate exceeds its book value. However, the sale of the real estate will represent a substantial liquidation of our Mexican operations under GAAP. Accordingly, we are required to include accumulated translation losses associated with our Mexican business within our held for sale impairment evaluations. As such, we recorded a \$68 million non-cash charge to Refranchising Loss as a Special Item. This loss represents the excess of the sum of the book value of the real estate and related assets, an insignificant amount of goodwill and our accumulated translation losses over the expected sales price. Our current expectation is that the real estate sale will close late in 2015 with limited, if any, additional pre-tax gain or loss. The sale is ultimately expected to result in a taxable gain as the anticipated proceeds will exceed the tax basis in the real estate, though the related tax expense will not be recognized until the sale closes. Our ex-Special tax rate for the quarter ended June 13, 2015 was favorably impacted by 2 percentage points as a result of this loss. There will be no impact on the full year ex-Special tax rate.

Additionally, during the quarter ended June 13, 2015 we recognized a Special Items charge of \$5 million associated with refranchising initiatives within Pizza Hut Korea. As we had not begun to market the restaurants, no underlying assets have been classified as held for sale at June 13, 2015. Additional charges may occur as the refranchising moves forward, but such charges are not expected to be material at this time.

KFC U.S. Acceleration Agreement

During the first quarter of 2015, we reached an agreement with our KFC U.S. franchisees that gave us brand marketing control as well as an accelerated path to improved assets and customer experience. In connection with this agreement we anticipate investing approximately \$125 million over the next three years primarily to fund new back-of-house equipment for franchisees and to provide incentives to accelerate franchisee store remodels. We have recorded charges of \$8 million and \$10 million for the quarter and year to date ended June 13, 2015, respectively, for these investments. We currently expect a total charge of approximately \$90 million in 2015 for these investments, with the remaining charge split between 2016 and 2017. These charges are not being allocated to the KFC Division segment operating results and are instead being presented as Special Items due to their unique and long-term brand-building nature.

China Division

The China Division has 6,853 units, predominately KFC and Pizza Hut Casual Dining restaurants which are the leading quick service and casual dining restaurant brands, respectively, in mainland China. Given our strong competitive position, a growing economy and a population of approximately 1.4 billion in mainland China, the Company is focused on rapidly adding KFC and Pizza Hut Casual Dining restaurants and accelerating the development of Pizza Hut Home Service (home delivery). Our ongoing earnings growth model in China includes low double-digit percentage unit additions, mid-single digit same-store sales growth and moderate margin improvement, which we expect to drive annual Operating Profit growth of 15%.

| | Quarter ended | | | | Year to date | | | |
|---------------------------------------|-----------------|-----------------|-------------|-------------|-----------------|-----------------|-------------|-------------|
| | 2015 | 2014 | % B/(W) | | 2015 | 2014 | % B/(W) | |
| | | | Reported | Ex FX | | | Reported | Ex FX |
| Company sales | \$ 1,608 | \$ 1,683 | (4) | (4) | \$ 2,843 | \$ 3,039 | (6) | (5) |
| Franchise and license fees and income | 28 | 26 | 2 | 2 | 49 | 49 | (1) | — |
| Total revenues | <u>\$ 1,636</u> | <u>\$ 1,709</u> | (4) | (4) | <u>\$ 2,892</u> | <u>\$ 3,088</u> | (6) | (5) |
| Restaurant profit | \$ 234 | \$ 283 | (17) | (17) | \$ 467 | \$ 600 | (22) | (21) |
| Restaurant margin % | 14.6% | 16.8% | (2.2) ppts. | (2.2) ppts. | 16.4% | 19.8% | (3.4) ppts. | (3.3) ppts. |
| G&A expenses | \$ 100 | \$ 102 | 2 | 2 | \$ 168 | \$ 164 | (2) | (3) |
| Operating Profit | \$ 144 | \$ 194 | (26) | (25) | \$ 334 | \$ 479 | (30) | (29) |

| | Quarter ended | | Year to date | |
|-----------------------------------|---------------|-----------|--------------|------|
| | 2015 | 2014 | 2015 | 2014 |
| System Sales Growth, reported | (4)% | 21% | (6)% | 20% |
| System Sales Growth, excluding FX | (4)% | 21% | (5)% | 19% |
| Same-Store Sales Growth % | (10)% | 15% | (11)% | 12% |
| | | | % Increase | |
| Unit Count | 6/13/2015 | 6/14/2014 | (Decrease) | |
| Company-owned | 5,520 | 5,138 | 7 | |
| Unconsolidated Affiliates | 773 | 731 | 6 | |
| Franchise & License | 560 | 518 | 8 | |
| | 6,853 | 6,387 | 7 | |

Company Sales and Restaurant Profit

The changes in Company sales and Restaurant profit were as follows:

| Income / (Expense) | Quarter ended | | | | |
|-----------------------------|---------------|----------------------------|----------|---------|------------|
| | 2014 | Store Portfolio Actions | Other | FX | 2015 |
| Company sales | \$ 1,683 | \$ 87 | \$ (161) | \$ (1) | \$ 1,608 |
| Cost of sales | (531) | (24) | 40 | — | (515) |
| Cost of labor | (337) | (17) | 21 | — | (333) |
| Occupancy and other | (532) | (30) | 35 | 1 | (526) |
| Company restaurant expenses | \$ (1,400) | \$ (71) | \$ 96 | \$ 1 | \$ (1,374) |
| Restaurant profit | \$ 283 | \$ 16 | \$ (65) | \$ — | \$ 234 |
| | | | | | |
| | | | | | |
| Income / (Expense) | Year to date | | | | |
| | 2014 | Store Portfolio Actions | Other | FX | 2015 |
| Company sales | \$ 3,039 | \$ 155 | \$ (315) | \$ (36) | \$ 2,843 |
| Cost of sales | (949) | (43) | 74 | 11 | (907) |
| Cost of labor | (578) | (32) | 26 | 7 | (577) |
| Occupancy and other | (912) | (53) | 62 | 11 | (892) |
| Company restaurant expenses | \$ (2,439) | \$ (128) | \$ 162 | \$ 29 | \$ (2,376) |
| Restaurant profit | \$ 600 | \$ 27 | \$ (153) | \$ (7) | \$ 467 |

The increase in Company sales and Restaurant profit for the quarter associated with store portfolio actions was driven by net new unit growth, partially offset by refranchising. Significant other factors impacting Company sales and/or Restaurant profit for the quarter were same-store sales declines of 10%, wage inflation of 9% and commodity inflation of 2%, partially offset by labor efficiencies.

The year to date increase in Company sales and Restaurant profit associated with store portfolio actions was driven by net new unit growth, partially offset by refranchising. Significant other factors impacting year to date Company sales and/or Restaurant profit were same-store sales declines of 11%, wage inflation of 10% and commodity inflation of 3%, partially offset by labor efficiencies.

Company Sales and Restaurant Profit

The changes in Company sales and Restaurant profit were as follows:

| Income / (Expense) | Quarter ended | | | | 2015 |
|-----------------------------|---------------|----------------------------|--------|---------|----------|
| | 2014 | Store Portfolio Actions | Other | FX | |
| Company sales | \$ 558 | \$ 9 | \$ 21 | \$ (83) | \$ 505 |
| Cost of sales | (194) | (5) | — | 28 | (171) |
| Cost of labor | (135) | — | (4) | 21 | (118) |
| Occupancy and other | (157) | (2) | (2) | 23 | (138) |
| Company restaurant expenses | \$ (486) | \$ (7) | \$ (6) | \$ 72 | \$ (427) |
| Restaurant profit | \$ 72 | \$ 2 | \$ 15 | \$ (11) | \$ 78 |

| Income / (Expense) | Year to date | | | | 2015 |
|-----------------------------|--------------|----------------------------|---------|----------|----------|
| | 2014 | Store Portfolio Actions | Other | FX | |
| Company sales | \$ 1,027 | \$ 15 | \$ 42 | \$ (134) | \$ 950 |
| Cost of sales | (358) | (8) | (4) | 46 | (324) |
| Cost of labor | (249) | (1) | (5) | 33 | (222) |
| Occupancy and other | (287) | (5) | (3) | 37 | (258) |
| Company restaurant expenses | \$ (894) | \$ (14) | \$ (12) | \$ 116 | \$ (804) |
| Restaurant profit | \$ 133 | \$ 1 | \$ 30 | \$ (18) | \$ 146 |

The increase in Company sales and Restaurant profit for the quarter and year to date associated with store portfolio actions was driven by net new unit growth partially offset by refranchising. Significant other factors impacting Company sales and/or Restaurant profit were company same-store sales growth of 4% for the quarter and year to date.

Franchise and License Fees and Income

The increase in Franchise and license fees and income for the quarter and year to date, excluding the impact of foreign currency translation, was driven by growth in net new units and franchise and license same-store sales growth of 2% and 4% for the quarter and year to date, respectively.

G&A Expenses

The increase in G&A expenses for the quarter and year to date, excluding the impact of foreign currency translation, was driven by higher incentive compensation costs, higher compensation costs due to increased headcount in international markets and higher pension costs in the U.S.

Operating Profit

The increase in Operating Profit for the quarter and year to date, excluding the impact of foreign currency translation, was driven by growth in same-store sales and net new units, partially offset by higher G&A.

Pizza Hut Division

The Pizza Hut Division has 13,579 units, approximately 60% of which are located in the U.S. The Pizza Hut Division operates as one brand that uses multiple distribution channels including delivery, dine-in and express (e.g. airports). Emerging markets comprised approximately 20% of both units and profits for the Division as of the end of 2014. Additionally, 94% of the Pizza Hut Division units were operated by franchisees and licensees as of the end of 2014. Our ongoing earnings growth model for the Pizza Hut Division includes 3-4 percentage points of net unit growth and low-single-digit same-store sales growth. This combined with restaurant margin improvement and leverage of our G&A structure is expected to drive annual Operating Profit growth of 8%.

| | Quarter ended | | | | Year to date | | | |
|---------------------------------------|---------------|---------------|-----------|-----------|---------------|---------------|-----------|-----------|
| | 2015 | 2014 | % B/(W) | | 2015 | 2014 | % B/(W) | |
| | | | Reported | Ex FX | | | Reported | Ex FX |
| Company sales | \$ 145 | \$ 142 | 2 | 4 | \$ 289 | \$ 282 | 2 | 5 |
| Franchise and license fees and income | 119 | 123 | (3) | 2 | 246 | 250 | (1) | 2 |
| Total revenues | <u>\$ 264</u> | <u>\$ 265</u> | — | 3 | <u>\$ 535</u> | <u>\$ 532</u> | 1 | 3 |
| Restaurant profit | \$ 14 | \$ 10 | 40 | 38 | \$ 31 | \$ 25 | 22 | 21 |
| Restaurant margin % | 9.9% | 7.2% | 2.7 ppts. | 2.4 ppts. | 10.8% | 9.0% | 1.8 ppts. | 1.4 ppts. |
| G&A expenses | \$ 61 | \$ 58 | (6) | (12) | \$ 118 | \$ 107 | (10) | (15) |
| Operating Profit | \$ 60 | \$ 63 | (4) | (1) | \$ 141 | \$ 147 | (4) | (2) |

| | Quarter ended | | Year to date | |
|-----------------------------------|---------------|------|--------------|------|
| | 2015 | 2014 | 2015 | 2014 |
| System Sales Growth, reported | (3)% | (2)% | (2)% | (2)% |
| System Sales Growth, excluding FX | 1 % | (1)% | 2 % | — % |
| Same-Store Sales Growth % | — % | (3)% | — % | (2)% |

| Unit Count | Quarter ended | | % Increase (Decrease) |
|---------------------|---------------|---------------|--------------------------|
| | 6/13/2015 | 6/14/2014 | |
| Franchise & License | 12,778 | 12,588 | 2 |
| Company-owned | 801 | 750 | 7 |
| | <u>13,579</u> | <u>13,338</u> | 2 |

Company Sales and Restaurant Profit

The changes in Company sales and Restaurant profit were as follows:

| Income / (Expense) | Quarter ended | | | | |
|-----------------------------|-----------------|----------------------------|-------------|-------------|-----------------|
| | 2014 | Store Portfolio Actions | Other | FX | 2015 |
| Company sales | \$ 142 | \$ 8 | \$ (2) | \$ (3) | \$ 145 |
| Cost of sales | (43) | (2) | 4 | 1 | (40) |
| Cost of labor | (44) | (2) | — | 1 | (45) |
| Occupancy and other | (45) | (3) | — | 2 | (46) |
| Company restaurant expenses | <u>\$ (132)</u> | <u>\$ (7)</u> | <u>\$ 4</u> | <u>\$ 4</u> | <u>\$ (131)</u> |
| Restaurant profit | <u>\$ 10</u> | <u>\$ 1</u> | <u>\$ 2</u> | <u>\$ 1</u> | <u>\$ 14</u> |

| Income / (Expense) | Year to date | | | | |
|-----------------------------|-----------------|----------------------------|-------------|-------------|-----------------|
| | 2014 | Store Portfolio Actions | Other | FX | 2015 |
| Company sales | \$ 282 | \$ 17 | \$ (4) | \$ (6) | \$ 289 |
| Cost of sales | (85) | (4) | 7 | 2 | (80) |
| Cost of labor | (87) | (5) | 1 | 2 | (89) |
| Occupancy and other | (85) | (6) | (1) | 3 | (89) |
| Company restaurant expenses | <u>\$ (257)</u> | <u>\$ (15)</u> | <u>\$ 7</u> | <u>\$ 7</u> | <u>\$ (258)</u> |
| Restaurant profit | <u>\$ 25</u> | <u>\$ 2</u> | <u>\$ 3</u> | <u>\$ 1</u> | <u>\$ 31</u> |

The increase in Company sales and Restaurant profit for the quarter and year to date associated with store portfolio actions was driven by the impact of acquisitions and net new unit growth, partially offset by refranchising. Significant other factors impacting Company sales and/or Restaurant profit were lower cost of sales in the U.S., primarily due to commodity deflation, and company same-store sales declines of 1% for both the quarter and year to date.

Franchise and License Fees and Income

The increase in Franchise and license fees and income for the quarter and year to date, excluding the impact of foreign currency translation, was driven by net new unit growth. Franchise and license same-store sales were even for both the quarter and year to date.

G&A Expenses

The increase in G&A expenses for the quarter, excluding the impact of foreign currency translation, was driven by strategic investments in international G&A and higher U.S. pension costs, partially offset by lower litigation costs.

The year to date increase in G&A expenses, excluding the impact of foreign currency translation, was driven by strategic investments in international G&A and higher U.S. pension costs.

Operating Profit

The decreases in Operating Profit for the quarter and year to date, excluding the impact of foreign currency translation, were driven by higher G&A, partially offset by net new unit growth and lower restaurant operating costs.

Taco Bell Division

The Taco Bell Division has 6,257 units, the vast majority of which are in the U.S. The Company owns 15% of the Taco Bell units in the U.S., where the brand has historically achieved high restaurant margins and returns. Our ongoing earnings growth model includes 100-200 net new units per year and low-single-digit same-store sales growth. This combined with restaurant margin improvement and leverage of our G&A structure is expected to drive annual Operating Profit growth of 6%.

| | Quarter ended | | | | Year to date | | | |
|---------------------------------------|---------------|---------------|-----------|-----------|---------------|---------------|-----------------------|-----------|
| | 2015 | 2014 | % B/(W) | | 2015 | 2014 | % B/(W) | |
| | | | Reported | Ex FX | | | Reported | Ex FX |
| Company sales | \$ 370 | \$ 342 | 8 | 8 | \$ 705 | \$ 648 | 9 | 9 |
| Franchise and license fees and income | 106 | 97 | 9 | 9 | 202 | 182 | 11 | 11 |
| Total revenues | <u>\$ 476</u> | <u>\$ 439</u> | 9 | 9 | <u>\$ 907</u> | <u>\$ 830</u> | 9 | 9 |
| Restaurant profit | \$ 85 | \$ 61 | 41 | 41 | \$ 150 | \$ 109 | 39 | 39 |
| Restaurant margin % | 23.0% | 17.7% | 5.3 ppts. | 5.3 ppts. | 21.4% | 16.7% | 4.7 ppts. | 4.7 ppts. |
| G&A expenses | \$ 47 | \$ 43 | (7) | (8) | \$ 90 | \$ 88 | (3) | (3) |
| Operating Profit | \$ 140 | \$ 109 | 29 | 29 | \$ 255 | \$ 193 | 32 | 32 |
| | | | | | Quarter ended | | Year to date | |
| | | | | | 2015 | 2014 | 2015 | 2014 |
| System Sales Growth, reported | | | | | 9% | 3% | 9% | 2% |
| System Sales Growth, excluding FX | | | | | 9% | 3% | 9% | 2% |
| Same-Store Sales Growth % | | | | | 6% | 2% | 6% | 1% |
| Unit Count | | | | | 6/13/2015 | 6/14/2014 | % Increase (Decrease) | |
| Franchise & License | | | | | 5,330 | 5,181 | 3 | |
| Company-owned | | | | | 927 | 893 | 4 | |
| | | | | | <u>6,257</u> | <u>6,074</u> | 3 | |

Company Sales and Restaurant Profit

The changes in Company sales and Restaurant profit were as follows:

| Income / (Expense) | Quarter ended | | | |
|----------------------------|-----------------|----------------------------|--------------|-----------------|
| | 2014 | Store Portfolio Actions | Other | 2015 |
| Company sales | \$ 342 | \$ 12 | \$ 16 | \$ 370 |
| Cost of sales | (104) | (3) | 4 | (103) |
| Cost of labor | (100) | (4) | 3 | (101) |
| Occupancy and other | (77) | (4) | — | (81) |
| Company restaurant expense | <u>\$ (281)</u> | <u>\$ (11)</u> | <u>\$ 7</u> | <u>\$ (285)</u> |
| Restaurant profit | <u>\$ 61</u> | <u>\$ 1</u> | <u>\$ 23</u> | <u>\$ 85</u> |

| Income / (Expense) | Year to date | | | |
|----------------------------|-----------------|----------------------------|--------------|-----------------|
| | 2014 | Store Portfolio Actions | Other | 2015 |
| Company sales | \$ 648 | \$ 24 | \$ 33 | \$ 705 |
| Cost of sales | (196) | (6) | 5 | (197) |
| Cost of labor | (192) | (8) | 1 | (199) |
| Occupancy and other | (151) | (8) | — | (159) |
| Company restaurant expense | <u>\$ (539)</u> | <u>\$ (22)</u> | <u>\$ 6</u> | <u>\$ (555)</u> |
| Restaurant profit | <u>\$ 109</u> | <u>\$ 2</u> | <u>\$ 39</u> | <u>\$ 150</u> |

The quarter and year to date increases in Company sales and Restaurant profit associated with store portfolio actions were driven by net new unit growth. Significant other factors impacting Company sales and/or Restaurant profit were company same-store sales growth of 5% and commodity deflation.

Franchise and License Fees and Income

The increase in Franchise and license fees and income for the quarter was driven by franchise and license same-store sales growth of 6% and net new unit growth.

The year to date increase in Franchise and license fees and income was driven by franchise and license same-store sales growth of 6%, net new unit growth and lapping franchise incentives provided in the first quarter of 2014 related to the national launch of breakfast.

G&A Expenses

The increase in G&A expenses for the quarter, excluding the impact of foreign currency translation, was driven by higher incentive compensation costs and higher U.S. pension costs.

The year to date increase in G&A expenses was driven by higher U.S. pension costs and higher incentive compensation costs.

Operating Profit

The increase in Operating Profit for the quarter was driven by same-store sales growth, lower restaurant operating costs and net new unit growth.

The year to date increase in Operating Profit was driven by same-store sales growth, net new unit growth, lower restaurant operating costs and lapping 2014 franchise incentives related to the national breakfast launch.

India Division

The India Division has 825 units, predominately KFC and Pizza Hut restaurants. While we believe India is a significant long-term growth driver, our ongoing earnings model currently assumes no impact from India growth.

| | Quarter ended | | | | Year to date | | | |
|-----------------------------------|---------------|-----------|--------------------------|-------|--------------|--------|----------|-------|
| | 2015 | 2014 | % B/(W) | | 2015 | 2014 | % B/(W) | |
| | | | Reported | Ex FX | | | Reported | Ex FX |
| Total revenues | \$ 35 | \$ 37 | (8) | (4) | \$ 57 | \$ 60 | (6) | (3) |
| Operating Profit (loss) | \$ (3) | \$ (1) | (105) | (103) | \$ (7) | \$ (4) | (52) | (52) |
| | | | | | | | | |
| | Quarter ended | | Year to date | | | | | |
| | 2015 | 2014 | 2015 | 2014 | | | | |
| | | | | | | | | |
| System Sales Growth, reported | (4)% | (1)% | (2)% | (2)% | | | | |
| System Sales Growth, excluding FX | —% | 8% | 1% | 9% | | | | |
| Same-Store Sales Growth % | (11)% | (2)% | (11)% | (2)% | | | | |
| | | | | | | | | |
| Unit Count | 6/13/2015 | 6/14/2014 | % Increase (Decrease) | | | | | |
| Franchise & License | 618 | 541 | 14 | | | | | |
| Company-owned | 207 | 173 | 20 | | | | | |
| | 825 | 714 | 16 | | | | | |

Corporate & Unallocated

| (Expense) / Income | Quarter ended | | | Year to date | | |
|------------------------|---------------|---------|-------------|--------------|---------|-------------|
| | 2015 | 2014 | % B/(W) | 2015 | 2014 | % B/(W) |
| Corporate G&A expenses | \$ (46) | \$ (48) | 3 | \$ (90) | \$ (83) | (9) |
| Other unallocated | (76) | 7 | NM | (77) | — | NM |
| Interest expense, net | (33) | (29) | (15) | (67) | (62) | (9) |
| Income tax provision | (102) | (112) | 8 | (213) | (251) | 15 |
| Effective tax rate | 30.4% | 24.9% | (5.5) ppts. | 26.3% | 25.4% | (0.9) ppts. |

Corporate G&A Expenses

There were no significant changes in Corporate G&A expenses for the quarter.

The year to date increase in Corporate G&A expenses was driven by higher professional fees and higher compensation costs.

Other Unallocated

Other unallocated primarily includes refranchising gains and losses, charges related to the KFC U.S. acceleration agreement and foreign exchange gains and losses. The increased expense in 2015 for both the quarter and year to date was primarily driven by a refranchising loss of \$68 million associated with the decision to sell our remaining real estate in Mexico. See Note 4 for discussion of refranchising gains and losses and charges related to the KFC U.S. acceleration agreement.

Interest Expense, Net

The increase in interest expense, net for quarter and year to date was driven by increased borrowings on our revolving line of credit.

Income Tax Provision

See Note 7 for a discussion of our income tax provision.

Consolidated Cash Flows

Net cash provided by operating activities was \$947 million in 2015 versus \$1,084 million in 2014. The decrease was primarily driven by lower Operating Profit before Special Items and higher contributions to defined benefit pension plans.

Net cash used in investing activities was \$352 million in 2015 versus \$614 million in 2014. The decrease was primarily driven by less cash available for short-term investments due to lower net cash provided by operating activities.

Net cash used in financing activities was \$576 million in 2015 versus \$433 million in 2014. The increase was primarily driven by lower incremental borrowings on our revolving credit facility.

Liquidity and Capital Resources

Operating in the quick service restaurant industry allows us to generate substantial cash flows from the operations of our company-owned stores and from our extensive franchise operations which require a limited YUM investment. Net cash provided by operating activities has exceeded \$2 billion annually since 2011. We expect these levels of net cash provided by operating activities to continue in the foreseeable future. However, unforeseen downturns in our business could adversely impact our cash flows from operations from the levels historically realized.

In the event our cash flows from operating activities are negatively impacted by business downturns, we believe we have the ability to temporarily reduce our discretionary spending without significant impact to our long-term business prospects. Our discretionary spending includes capital spending for new restaurants, acquisitions of restaurants from franchisees, repurchases of shares of our Common Stock and dividends paid to our shareholders.

We generate a significant amount of cash from operating activities outside the U.S. that we have used historically to fund our international development. To the extent we have needed to repatriate international cash to fund our U.S. discretionary cash spending, including share repurchases, dividends and debt repayments, we have historically been able to do so in a tax efficient manner. If we experience an unforeseen decrease in our cash flows from our U.S. operations or are unable to refinance future U.S. debt maturities, we may be required to repatriate future international earnings at tax rates higher than we have historically experienced.

Discretionary Spending

During the year to date ended June 13, 2015 we invested \$404 million in capital spending, including \$235 million in China, \$91 million in the KFC Division, \$22 million in the Pizza Hut Division, \$44 million in the Taco Bell Division and \$4 million in India.

During the year to date ended June 13, 2015 we repurchased shares of our Common Stock for \$295 million, which includes the effect of \$8 million in share repurchases with trade dates prior to June 13, 2015 but cash settlement dates subsequent to June 13, 2015. As of June 13, 2015, we had remaining capacity to repurchase up to \$838 million (excluding applicable transaction fees) of our outstanding Common Stock under the November 2014 authorization. See Note 3.

During the year to date ended June 13, 2015 we paid cash dividends of \$355 million. Additionally, on May 1, 2015, our Board of Directors approved a cash dividend of \$0.41 per share of Common Stock, to be distributed on August 7, 2015 to shareholders of record at the close of business on July 17, 2015.

Borrowing Capacity

Our primary bank credit agreement comprises a \$1.3 billion syndicated senior unsecured revolving credit facility (the "Credit Facility") which matures in March 2017 and includes 24 participating banks with commitments ranging from \$23 million to \$115 million. We believe the syndication reduces our dependency on any one bank.

As of June 13, 2015, our unused Credit Facility totaled \$814 million net of outstanding letters of credit of \$5 million and outstanding borrowings of \$481 million. The interest rate for borrowings under the Credit Facility ranges from 1.00% to 1.75% over the London Interbank Offered Rate based on the current bank loan credit rating of the Credit Facility.

The Credit Facility is unconditionally guaranteed by our principal domestic subsidiaries and contains financial covenants relating to maintenance of leverage and fixed-charge coverage ratios and also contains affirmative and negative covenants including, among other things, limitations on certain additional indebtedness and liens, and certain other transactions specified in the agreement. Given the Company's strong balance sheet and cash flows we were able to comply with all debt covenant requirements

as of June 13, 2015 with a considerable amount of cushion. Additionally, the Credit Facility contains cross-default provisions whereby our failure to make any payment on our indebtedness in a principal amount in excess of \$125 million, or the acceleration of the maturity of any such indebtedness, will constitute a default under such agreement.

The majority of our remaining long-term debt primarily comprises Senior Unsecured Notes with varying maturity dates from 2015 through 2043 and stated interest rates ranging from 3.75% to 6.88%. These notes represent senior, unsecured obligations and rank equally in right of payment with all of our existing and future unsecured unsubordinated indebtedness. Amounts outstanding under Senior Unsecured Notes were \$2.8 billion at June 13, 2015. Our Senior Unsecured Notes provide that the acceleration of the maturity of any of our indebtedness in a principal amount in excess of \$50 million will constitute a default under the Senior Unsecured Notes unless such indebtedness is discharged, or the acceleration of the maturity of that indebtedness is annulled within 30 days after notice.

Recently Adopted Accounting Pronouncements and New Accounting Pronouncements Not Yet Adopted

See Note 11 for details of recently adopted accounting pronouncements.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)* (ASU 2014-09), to provide principles within a single framework for revenue recognition of transactions involving contracts with customers across all industries. In July 2015, the FASB approved a one-year deferral of the effective date of the new revenue standard. ASU 2014-09 is now effective for the Company in our first quarter of fiscal 2018 with early adoption permitted in the first quarter of 2017. The standard allows for either a full retrospective or modified retrospective transition method. The Standard will not impact our recognition of revenue from company-owned restaurants or our recognition of continuing fees from franchisees or licensees, which are based on a percentage of franchise and license sales. We are continuing to evaluate the impact the adoption of this standard will have on the recognition of other less significant revenue transactions such as initial fees from franchisees and refranchising of company-owned restaurants.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There were no material changes during the quarter ended June 13, 2015 to the disclosures made in Item 7A of the Company's 2014 Form 10-K.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures pursuant to Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 as of the end of the period covered by this report. Based on the evaluation, performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer (the "CEO") and the Chief Financial Officer (the "CFO"), the Company's management, including the CEO and CFO, concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by the report.

Changes in Internal Control

There were no changes with respect to the Company's internal control over financial reporting or in other factors that materially affected, or are reasonably likely to materially affect, internal control over financial reporting during the quarter ended June 13, 2015.

Cautionary Note Regarding Forward-Looking Statements

From time to time, in both written reports and oral statements, we present "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We intend all forward-looking statements to be covered by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. These statements often include words such as “may,” “will,” “estimate,” “intend,” “seek,” “expect,” “project,” “anticipate,” “believe,” “plan” or other similar terminology. These forward-looking statements are based on current expectations and assumptions and upon data available at the time of the statements and are neither predictions nor guarantees of future events or performance. The forward-looking statements are subject to risks and uncertainties, which may cause actual results to differ materially from those projected. Factors that could cause actual results and events to differ materially from our expectations and forward-looking statements include (i) the risks and uncertainties described in Management's Discussion and Analysis of Financial Condition and Results of Operations included in Part I, Item 2 and any Risk Factors in Part II, Item 1A of this report, (ii) the risks and uncertainties described in the Risk Factors included in Part I, Item 1A of our Form 10-K for the year ended December 27, 2014 and (iii) the factors described in the Management's Discussion and Analysis of Financial Condition and Results of Operations included in Part II, Item 7 of our Form 10-K for the year ended December 27, 2014. You should not place undue reliance on forward-looking statements, which speak only as of the date hereof. We are not undertaking to update any of these statements.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
YUM! Brands, Inc.:

We have reviewed the accompanying condensed consolidated balance sheet of YUM! Brands, Inc. and Subsidiaries (YUM) as of June 13, 2015, the related condensed consolidated statements of income and comprehensive income for each of the quarters and the year-to-date periods ended June 13, 2015 and June 14, 2014, and the related condensed consolidated statements of cash flows for the year-to-date periods ended June 13, 2015 and June 14, 2014. These condensed consolidated financial statements are the responsibility of YUM's management.

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

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

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of YUM as of December 27, 2014, and the related consolidated statements of income, comprehensive income, cash flows and shareholders' equity, for the year then ended (not presented herein); and in our report dated February 17, 2015, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 27, 2014, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ KPMG LLP

Louisville, Kentucky

July 21, 2015

PART II – Other Information and Signatures

Item 1. Legal Proceedings

Information regarding legal proceedings is incorporated by reference from Note 12 to the Company's Condensed Consolidated Financial Statements set forth in Part I of this report.

Item 1A. Risk Factors

We face a variety of risks that are inherent in our business and our industry, including operational, legal, regulatory and product risks. Such risks could cause our actual results to differ materially from our forward-looking statements, expectations and historical trends. There have been no material changes from the risk factors disclosed in Part I, Item 1A "Risk Factors" in our Annual Report on Form 10-K for the year ended December 27, 2014.

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

The following table provides information as of June 13, 2015 with respect to shares of Common Stock repurchased by the Company during the quarter then ended:

| Fiscal Periods | Total number of shares purchased (thousands) | Average price paid per share | Total number of shares purchased as part of publicly announced plans or programs (thousands) | Approximate dollar value of shares that may yet be purchased under the plans or programs (millions) |
|-----------------|--|------------------------------|--|---|
| 3/22/15-4/18/15 | 597 | \$79.38 | 597 | \$936 |
| 4/19/15-5/16/15 | 569 | \$87.75 | 569 | \$886 |
| 5/17/15-6/13/15 | 518 | \$91.74 | 518 | \$838 |
| Total | 1,684 | \$86.01 | 1,684 | \$838 |

On November 20, 2014, our Board of Directors authorized share repurchases through May 2016 of up to \$1 billion (excluding applicable transaction fees) of our outstanding Common Stock. For the quarter ended June 13, 2015, all share repurchases were made under this authorization.

Item 6. Exhibits

(a) Exhibit Index

EXHIBITS

| | |
|-----------------|---|
| Exhibit 10.1† | YUM! Performance Shares Plan, as amended and restated January 1, 2013 |
| Exhibit 15 | Letter from KPMG LLP regarding Unaudited Interim Financial Information (Acknowledgement of Independent Registered Public Accounting Firm) |
| Exhibit 31.1 | Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) of Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| Exhibit 31.2 | Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| Exhibit 32.1 | Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| Exhibit 32.2 | Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| Exhibit 101.INS | XBRL Instance Document |
| Exhibit 101.SCH | XBRL Taxonomy Extension Schema Document |
| Exhibit 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document |
| Exhibit 101.LAB | XBRL Taxonomy Extension Label Linkbase Document |
| Exhibit 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document |
| Exhibit 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document |

† Indicates a management contract or compensatory plan.

SIGNATURES

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

YUM! BRANDS, INC.

(Registrant)

Date: July 21, 2015

/s/ David E. Russell

Vice President, Finance and Corporate Controller
(Principal Accounting Officer)

YUM! BRANDS, INC.
PERFORMANCE SHARES PLAN
(As Amended and Restated Effective as of January 1, 2013)

SECTION 1
GENERAL

- 1.1. History and Purpose. The YUM! Brands, Inc. Performance Shares Plan (the “Plan”) was established by YUM! Brands, Inc. (the “Company”) effective as of January 1, 2009. The purpose of the Plan is to provide an incentive to participating employees to increase shareholder value while providing the participating employees with an opportunity for a highly leveraged award for their role in delivering results. Shares of common stock of the Company (“Stock”) granted under the Plan are granted under and pursuant to the YUM! Brands, Inc. Long-Term Incentive Plan (the “LTIP”), and are subject to the terms of the LTIP. The following provisions constitute an amendment, restatement and continuation of the Plan as in effect as of January 1, 2013.
- 1.2. Operation, Administration, and Definitions. The operation and administration of the Plan shall be subject to the provisions of Section 5 (relating to operation and administration). Capitalized terms in the Plan shall be defined as set forth in the Plan (including the definition provisions of Section 7) or, if not otherwise defined in the Plan, as defined in the LTIP.
- 1.3. Administration. The authority to control and manage the operation and administration of the Plan shall be vested in the committee that has the authority to administer the LTIP (the “Committee”), and the Committee shall have all authority with respect to the Plan as it has with respect to the LTIP.

SECTION 2
GRANT AND ADJUSTMENT OF UNITS

- 2.1. Participation. Subject to the terms and conditions of the Plan, the Committee shall determine and designate, from time to time, those persons who will be granted one or more Units under the Plan, and thereby become “Participants” in the Plan.
- 2.2. Grant of Units. Except as otherwise provided by the Committee, with respect to each Performance Period, the Committee shall grant to each person designated by the Committee as a Participant, a number of Units determined pursuant Exhibit A hereto, which form of Exhibit may be amended from time to time.
- 2.3. Adjustment for Dividends. As of each dividend record date for the Stock that occurs during any Performance Period, the number of Units allocated to a Participant for that Performance Period (disregarding for this purpose any Units allocated to the Participant by reason of the payment of other dividends during the Performance Period) will be increased by a number of Units equal to (a) the dividend amount that would be payable with respect to the number of shares of Stock equal to the number of Units allocated to the Participant on the dividend record date; divided by (b) the Fair Market Value of a share of Stock on the date of payment of the dividend.
- 2.4. Adjustment for Transactions. The number of Units allocated to a Participant, including the determination of the Performance Multiplier, will be subject to adjustment in accordance with paragraph 4.2(f) of the LTIP for changes in corporate capitalization or other of events described in that paragraph.

SECTION 3
DETERMINATION OF EARNED UNITS

- 3.1. Determination of Number of Units Earned. Except as determined by the Committee, for each Performance Period, the number of Units earned by the Participant will be determined in accordance with Exhibit A hereto.
- 3.2. Certification by Committee. To the extent required to satisfy the performance-based compensation exception to the \$1 million limit on deductible compensation imposed by section 162(m) of the Code, no distribution of shares of Stock will be made with respect to a Performance Period unless, on or before the date of distribution, the Committee has certified that the performance goals for the Performance Period and any other material provisions with respect to the distribution of shares have in fact been satisfied.
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3.3. Employment Termination During Performance Period. If a Participant's Date of Termination occurs prior to the last day of a Performance Period, the Participant will forfeit all Units granted with respect to that Performance Period; provided, however, that if a Participant's Date of Termination occurs by reason of the Participant's death or Retirement prior to the end of the Performance Period, the Participant (or in the event of his death, his estate) will receive the number of shares of Stock with respect to that Performance Period that the Participant would have received if the Date of Termination did not occur during the Performance Period (and based on the actual performance for the entire Performance Period), but subject to a pro rata reduction to reflect the portion of the Performance Period after the Date of Termination. Distribution of shares of Stock with respect to all Performance Periods that have not ended prior to the Date of Termination will be made at the same time distribution would have been made with respect to such Performance Periods determined as though the Date of Termination had not occurred.

3.4. Change in Control During Performance Period. Notwithstanding the foregoing provisions of this Section 3, if a Change in Control (as that term is defined in the LTIP) occurs during a Performance Period, and Participant is involuntarily terminated (other than by the Company or one of its affiliates for cause) upon or following such Change in Control and during the Performance Period:

- (a) For the Performance Period that begins in the year in which the Participant's Date of Termination occurs, the Participant will receive the number of shares of Stock with respect to that Performance Period that the Participant would have received if the Change in Control did not occur during the Performance Period and the target level performance had been achieved for the entire Performance Period, but subject to a pro rata reduction to reflect the portion of the Performance Period after the Date of Termination.
- (b) For Performance Periods that begin before the year in which the Participant's Date of Termination occurs (and that have not ended before the Change in Control), the Participant will receive the number of shares of Stock that the Participant would have received with respect to each of those Performance Periods if, for the respective Performance Period, the performance achieved was at the greater of (A) the target level of performance, or (B) the Projected Level of performance; provided that, regardless of whether clause (A) or (B) applies, the number of shares of Stock to be distributed will be subject to a pro rata reduction to reflect the portion of the respective Performance Period after the Date of Termination.

Distribution of shares of Stock under this subsection 3.4 with respect to all Performance Periods will be made within 30 days following the Participant's Date of Termination. For purposes of this subsection 3.4, the "Projected Level" of performance for a performance period will be the performance that would have been achieved for that period if the level of achievement of the performance objectives to the date of the Participant's Date of Termination continued at the same rate for the remainder of the Performance Period, as determined by the Committee. Upon distribution with respect to any Performance Period in accordance with this subsection 3.4 or subsection 3.3, all further rights of the Participant pursuant to Units granted for that Performance Period will be canceled (without regard to the level of performance after that date).

SECTION 4 SETTLEMENT OF UNITS

4.1. Settlement of Units. As soon as practicable after the determination of a Participant's number of Units earned for any Performance Period and certification by the Committee under subsection 3.2 (but no later than the fifteenth day of the third month of the calendar year following the year in which the Performance Period ends), shares of Stock equal to the number of Units will be distributed to the Participant, and such Units will be canceled at the time of such distribution.

4.2. Fractional Shares. In lieu of issuing a fraction of a share of Stock attributable to a fractional Unit or otherwise, the Company will be entitled to pay to the Participant in cash an amount equal to the Fair Market Value of such fractional share.

4.3. Deferrals. Notwithstanding the provisions of this Section 4, a Participant may elect, not later than June 20 of the year preceding the last year of a Performance Period, to defer distribution with respect to Units in accordance with the Executive Income Deferral Program ("EIDP"), subject to the terms of the EIDP. During the period of such deferral and prior to distribution, deferred amounts will be deemed to be invested in shares of Stock in accordance with the terms of the EIDP. Units earned by a Participant in accordance with the foregoing provisions of this Section 4, and which are deferred pursuant to this subsection 4.3 will be vested and nonforfeitable on and after the date they are deemed to be earned in accordance with this Section 4. If a Participant has deferred distribution of the Units in accordance with this subsection 4.3, distribution of the Units will be governed by the terms and conditions of the EIDP.

4.4. Compensation Recovery. The Units and underlying shares of Stock delivered to Participant shall be subject to the Yum! Brands, Inc. Compensation Recovery Policy, amended and restated January 1, 2015.

SECTION 5 OPERATION AND ADMINISTRATION

5.1. Effective Date and Duration.

- (a) The Plan, as amended and restated, shall be effective as of January 1, 2013.
- (b) In the event of Plan termination, the terms of the Plan shall remain in effect as long as any Units under it are outstanding.

5.2. Agreement With Company. Any Units granted under the Plan shall be subject to such terms and conditions, not inconsistent with the Plan and the LTIP, as the Committee shall, in its sole discretion, prescribe; provided that to the extent that any such terms and conditions are not set forth in the Plan or the LTIP, they shall be reflected in such form of written (including electronic) document as is determined by the Committee. A copy of such document shall be provided to the Participant, and the Committee may, but need not require that the Participant sign a copy of such document.

5.3. Tax Withholding. All distributions under the Plan are subject to withholding of all applicable taxes, and the Committee may condition the distribution of any benefits under the Plan on satisfaction of the applicable withholding obligations.

5.4. Transferability. Except as otherwise provided by the Committee, a Participant's rights under the Plan are not transferable except as designated by the Participant by will or by the laws of descent and distribution.

5.5. Voting Rights. The Participant shall not be entitled to vote any Units, but will be entitled to vote shares of Stock with respect to record dates occurring after the date such shares are distributed to the Participant.

SECTION 6 AMENDMENT AND TERMINATION

The Committee (or a delegate authorized by the Committee) may, at any time, amend or terminate the Plan; provided that no amendment or termination shall be adopted or effective if it would result in accelerated recognition of income or imposition of additional tax under Code section 409A.

SECTION 7 DEFINITIONS

In addition to the other definitions contained herein, the following definitions shall apply:

- (a) Date of Termination. The term "Date of Termination" means the date of the Participant's termination of employment with the Company and its affiliates.
 - (b) Fair Market Value. The term "Fair Market Value" has the meaning set forth in the LTIP, provided that the determination shall be made using the closing price on the applicable date.
 - (c) Performance Period. The term "Performance Period" means a three consecutive calendar year period as designated by the Committee, or such other period determined by the Committee.
 - (d) Retirement. The term "Retirement" shall have the meaning used in the YUM! Retirement Plan, as in effect on the date of the Participant's Date of Termination. However, in the absence of such Retirement Plan being applicable to be Participant, "Retirement" shall mean the occurrence of the Participant's Date of Termination on or after the Participant's attainment of age 55 and 10 years of service.
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SECTION 8
SPECIAL SECTION 409A PROVISIONS

It is intended that any amounts payable under the Plan shall either be exempt from or comply with Section 409A of the Code and all regulations, guidance and other interpretive authority issued thereunder ("Code Section 409A") so as not to subject a Participant to payment of any additional tax, penalty or interest imposed under Code Section 409A. The provisions of this Agreement shall be construed and interpreted to avoid the imputation of any such additional tax, penalty or interest under Code Section 409A yet preserve (to the nearest extent reasonably possible) the intended benefit payable to Participant; provided, however, that the Company does not make any guarantee of the tax treatment of benefits provided under the Plan. Notwithstanding the foregoing or any other provision of the Plan to the contrary if any payment or benefit hereunder is subject to Code Section 409A, and if such payment or benefit is to be paid or provided on account of a Participant's Date of Termination (or other separation from service or termination of employment):

- (a) and if the Participant is a specified employee (within the meaning of Code Section 409A(a)(2)(B) and if any such payment or benefit is required to be made or provided prior to the first day of the seventh month following the Participant's Date of Termination (or other separation from service or termination of employment), such payment or benefit shall be delayed until the first day of the seventh month following the Participant's Date of Termination (or other separation from service); and
 - (b) the determination as to whether a Participant has had a termination of employment (or separation from service) shall be made in accordance with the provisions of Code Section 409A and the guidance issued thereunder without application of any alternative levels of reductions of bona fide services permitted thereunder.
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EXHIBIT A

Determination of Number of Units Granted and Earned

I. Determination of Number of Units to be Granted

Subject to the provisions of subsection 2.2 of the Plan, for each Performance Period each Participant shall be granted a number of Units determined pursuant to the following formula:

- (a) the value of 33% of the Participant's target bonus for the first year of the Performance Period, as determined by the Committee, and rounded to the nearest \$5,000; divided by
- (b) the Fair Market Value of a share of Stock on the date the Committee grants such Units.

If the number of Units resulting from the foregoing calculation is not a whole number, the number of Units shall be rounded up to the nearest whole number.

II. Determination of Number of Units to be Earned

Subject to Section 3 of the Plan, the number of Units earned by the Participant for any Performance Period will be equal to:

- (a) the sum of the number of Units granted to the Participant for the Performance Period, plus the number of additional Units attributable to dividends allocated to the Participant for that Performance Period in accordance with subsection 2.3; multiplied by
- (b) the Performance Multiplier for that Performance Period determined in accordance with the following schedule.

The Performance Multiplier will be based on the Company's relative Total Shareholder Return ("TSR") percentile ranking for the Performance Period against the peer group (which is the S&P 500). As soon as practicable after the end of each Performance Period, the Committee shall determine the level of achievement of the Performance Objectives for that Performance Period in accordance with the following:

| If the TSR Percentile Ranking for the Performance Period is: | The Performance Multiplier will be: |
|--|-------------------------------------|
| 90% or higher | 200% |
| 70% | 150% |
| 50% | 100% |
| 40% | 50% |
| Less than 40% | 0% |

If the Company's TSR is negative, payout will be based on the relative ranking from the schedule above but payout will not exceed 100%. Notwithstanding any other provision of the Plan, the Committee may, in its discretion, reduce the number of shares of Stock that will be distributed to a Participant for any Performance Period, based on such factors as the Committee determines to be relevant, provided that, subject to subsection 4.4 of the Plan, such reduction shall be made not later than the date of distribution of shares with respect to such Performance Period (or, if the distribution of shares is deferred pursuant to the provisions of subsection 4.3 of the Plan, and the provisions of the EIDP, at the time such distribution would occur in the absence of such deferral).

Acknowledgement of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
YUM! Brands, Inc.:

We hereby acknowledge our awareness of the use of our report dated July 21, 2015, included within the Quarterly Report on Form 10-Q of YUM! Brands, Inc. for the quarter and the year-to-date period ended June 13, 2015, and incorporated by reference in the following Registration Statements:

| Description | Registration Statement Number |
|---|--------------------------------------|
| Form S-3 | |
| YUM! Direct Stock Purchase Program | 333-46242 |
| Debt Securities | 333-188216 |
| Form S-8 | |
| Restaurant Deferred Compensation Plan | 333-36877, 333-32050 |
| Executive Income Deferral Program | 333-36955 |
| SharePower Stock Option Plan | 333-36961 |
| YUM! Brands 401(k) Plan | 333-36893, 333-32048, 333-109300 |
| YUM! Brands, Inc. Restaurant General Manager Stock Option Plan | 333-64547 |
| YUM! Brands, Inc. Long-Term Incentive Plan | 333-32052, 333-109299, 333-170929 |

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

/s/ KPMG LLP
Louisville, Kentucky
July 21, 2015

CERTIFICATION

I, Greg Creed, certify that:

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

Date: July 21, 2015

/s/ Greg Creed

Chief Executive Officer

CERTIFICATION

I, Patrick J. Grismer, certify that:

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

Date: July 21, 2015

/s/ Patrick J. Grismer

Chief Financial Officer

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

In connection with the Quarterly Report of YUM! Brands, Inc. (the "Company") on Form 10-Q for the quarter ended June 13, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Periodic Report"), I, Greg Creed, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. the Periodic Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 21, 2015

/s/ Greg Creed

Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to YUM! Brands, Inc. and will be retained by YUM! Brands, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

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

In connection with the Quarterly Report of YUM! Brands, Inc. (the "Company") on Form 10-Q for the quarter ended June 13, 2015, as filed with the Securities and Exchange Commission on the date hereof (the "Periodic Report"), I, Patrick J. Grismer, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. the Periodic Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 21, 2015

/s/ Patrick J. Grismer

Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to YUM! Brands, Inc. and will be retained by YUM! Brands, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

