# BULKY DOCUMENTS

(Exceeds 100 pages)

Filed: 7/19/2011

Title: DECLARATION OF STEPHENIE H. BALD AND EXHIBITS.

Part 3 of 31

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## AMAZON.COM, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

| | Year Ended December 31, 2008 (1) | | | |
|---|---|---|---|---|
| | Fourth Quarter | Third Quarter | Second Quarter | First Quarter |
| Net sales (2) | $6,704 | $4,264 | $4,063 | $4,135 |
| Gross profit | 1,348 | 999 | 967 | 956 |
| Income before income taxes | 302 | 182 | 208 | 207 |
| Provision for income taxes | 79 | 59 | 46 | 62 |
| Net income | 225 | 118 | 158 | 143 |
| Basic earnings per share | $ 0.52 | $ 0.28 | $ 0.38 | $ 0.34 |
| Diluted earnings per share | $ 0.52 | $ 0.27 | $ 0.37 | $ 0.34 |
| Shares used in computation of earnings per share: | | | | |
| Basic | 428 | 427 | 420 | 417 |
| Diluted | 436 | 436 | 430 | 426 |

(1) The sum of quarterly amounts, including per share amounts, may not equal amounts reported for year-to-date periods. This is due to the effects of rounding and changes in the number of weighted-average shares outstanding for each period.

(2) Our year-over-year revenue growth was 36% for the first three quarters of 2008. For Q4 2008, our quarterly revenue growth rates declined to 18%, driven primarily by decreased consumer demand following disruptions in the global financial markets and changes in foreign exchange rates (excluding the $320 million unfavorable impact from year-over-year changes in foreign exchange rates throughout the fourth quarter, net sales would have grown 24% compared with Q4 2007).

**Item 9.** ***Changes in and Disagreements with Accountants On Accounting and Financial Disclosure***

None.

**Item 9A.** ***Controls and Procedures***

*Evaluation of Disclosure Controls and Procedures*

We carried out an evaluation required by the 1934 Act, under the supervision and with the participation of our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rule 13a-15(e) of the 1934 Act, as of December 31, 2009. Based on this evaluation, our principal executive officer and principal financial officer concluded that, as of December 31, 2009, our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the 1934 Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and to provide reasonable assurance that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosures.

*Management's Report on Internal Control over Financial Reporting*

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) of the 1934 Act. Management has assessed the effectiveness of our internal control over financial reporting as of December 31, 2009 based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. As a result of this assessment, management concluded that, as of December 31, 2009, our internal control over financial reporting was effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Ernst & Young has independently assessed the effectiveness of our internal control over financial reporting and its report is included below.

*Changes in Internal Control Over Financial Reporting*

There were no changes in our internal control over financial reporting during the quarter ended December 31, 2009 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

*Limitations on Controls*

Our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives as specified above. Management does not expect, however, that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all error and fraud. Any control system, no matter how well designed and operated, is based upon certain assumptions and can provide only reasonable, not absolute, assurance that its objectives will be met. Further, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected.

**Report of Ernst & Young LLP, Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders
Amazon.com, Inc.

We have audited Amazon.com, Inc.'s internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Amazon.com, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

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

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

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

In our opinion, Amazon.com, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2009, based on the COSO criteria.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Amazon.com, Inc. as of December 31, 2009 and 2008, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2009 of Amazon.com, Inc. and our report dated January 28, 2010 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Seattle, Washington
January 28, 2010

**Item 9B.** *Other Information*

None.

## PART III

**Item 10.** *Directors, Executive Officers and Corporate Governance*

Information regarding our Executive Officers required by Item 10 of Part III is set forth in Item 1 of Part I "Business—Executive Officers and Directors." Information required by Item 10 of Part III regarding our Directors and any material changes to the process by which security holders may recommend nominees to the Board of Directors is included in our Proxy Statement relating to our 2010 Annual Meeting of Shareholders, and is incorporated herein by reference. Information relating to our Code of Business Conduct and Ethics and to compliance with Section 16(a) of the 1934 Act is set forth in our Proxy Statement relating to our 2010 Annual Meeting of Shareholders and is incorporated herein by reference. To the extent permissible under Nasdaq rules, we intend to disclose amendments to our Code of Business Conduct and Ethics, as well as waivers of the provisions thereof, on our investor relations website under the heading "Corporate Governance" at www.amazon.com/ir.

**Item 11.** *Executive Compensation*

Information required by Item 11 of Part III is included in our Proxy Statement relating to our 2010 Annual Meeting of Shareholders and is incorporated herein by reference.

**Item 12.** *Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters*

Information required by Item 12 of Part III is included in our Proxy Statement relating to our 2010 Annual Meeting of Shareholders and is incorporated herein by reference.

**Item 13.** *Certain Relationships and Related Transactions*

Information required by Item 13 of Part III is included in our Proxy Statement relating to our 2010 Annual Meeting of Shareholders and is incorporated herein by reference.

**Item 14.** *Principal Accountant Fees and Services*

Information required by Item 14 of Part III is included in our Proxy Statement relating our 2010 Annual Meeting of Shareholders and is incorporated herein by reference.

## PART IV

**Item 15.** *Exhibits, Financial Statement Schedules*

(a) *List of Documents Filed as a Part of This Report:*

(1) *Index to Consolidated Financial Statements:*

Report of Ernst & Young LLP, Independent Registered Public Accounting Firm

Consolidated Statements of Cash Flows for each of the three years ended December 31, 2009

Consolidated Statements of Operations for each of the three years ended December 31, 2009

Consolidated Balance Sheets as of December 31, 2009 and 2008

Consolidated Statements of Stockholders' Equity for each of the three years ended December 31, 2009

Notes to Consolidated Financial Statements

Report of Ernst & Young LLP, Independent Registered Public Accounting Firm

(2) *Index to Exhibits*

See exhibits listed under the Exhibit Index below.

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## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized, as of January 28, 2010.

AMAZON.COM, INC.

By: /s/ JEFFREY P. BEZOS
Jeffrey P. Bezos
President, Chief Executive Officer
and Chairman of the Board

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the registrant and in the capacities indicated as of January 28, 2010.

| Signature | Title |
|---|---|
| /s/ JEFFREY P. BEZOS<br>Jeffrey P. Bezos | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) |
| /s/ THOMAS J. SZKUTAK<br>Thomas J. Szkutak | Senior Vice President and Chief Financial Officer (Principal Financial Officer) |
| /s/ SHELLEY REYNOLDS<br>Shelley Reynolds | Vice President, Worldwide Controller (Principal Accounting Officer) |
| /s/ TOM A. ALBERG<br>Tom A. Alberg | Director |
| /s/ JOHN SEELY BROWN<br>John Seely Brown | Director |
| /s/ L. JOHN DOERR<br>L. John Doerr | Director |
| /s/ WILLIAM B. GORDON<br>William B. Gordon | Director |
| /s/ ALAIN MONIÉ<br>Alain Monié | Director |
| /s/ THOMAS O. RYDER<br>Thomas O. Ryder | Director |
| /s/ PATRICIA Q. STONESIFER<br>Patricia Q. Stonesifer | Director |

## EXHIBIT INDEX

| Exhibit Number | Description |
|---|---|
| 3.1 | Restated Certificate of Incorporation of the Company (incorporated by reference to the Company's Quarterly Report on Form 10-Q for the Quarter ended March 31, 2000). |
| 3.2 | Restated Bylaws of the Company (incorporated by reference to the Company's Current Report on Form 8-K, filed February 18, 2009). |
| 4.1 | Indenture, dated as of February 16, 2000, between Amazon.com, Inc. and the Bank of New York, as trustee (incorporated by reference to the Company's Current Report on Form 8-K dated February 16, 2000). |
| 4.2 | Form of 6 7/8% Convertible Subordinated Notes due 2010 (incorporated by reference to the Company's Current Report on Form 8-K dated February 28, 2000). |
| 10.1† | 1997 Stock Incentive Plan (incorporated by reference to Appendix B to the Company's Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on March 29, 2000). |
| 10.2† | 1999 Non-Officer Employee Stock Option Plan (incorporated by reference to the Company's Registration Statement on Form S-8 (Registration No. 333-74419) filed March 15, 1999). |
| 10.3† | Offer Letter of Employment to Thomas J. Szkutak, dated August 26, 2002 (incorporated by reference to the Company's Annual Report on Form 10-K for the Year Ended December 31, 2002). |
| 10.4† | Offer Letter of Employment to Diego Piacentini, dated January 17, 2000 (incorporated by reference to the Company's Annual Report on Form 10-K for the Year Ended December 31, 2000). |
| 10.5† | Offer Letter of Employment to Shelley Reynolds, dated January 11, 2006. |
| 10.6† | Offer Letter of Employment to Sebastian J. Gunningham, dated January 29, 2007 (incorporated by reference to the Company's Annual Report on Form 10-K for the Year Ended December 31, 2007). |
| 10.7† | Form of Indemnification Agreement between the Company and each of its Directors (incorporated by reference to the Company's Registration Statement on Form S-1 (Registration No. 333-23795) filed March 24, 1997). |
| 10.8† | Form of Restricted Stock Unit Agreement for Officers and Employees (incorporated by reference to the Company's Annual Report on Form 10-K for the Year Ended December 31, 2002). |
| 10.9† | Form of Restricted Stock Unit Agreement for Directors (incorporated by reference to the Company's Annual Report on Form 10-K for the Year Ended December 31, 2002). |
| 10.10† | Form of Restricted Stock Agreement (incorporated by reference to the Company's Annual Report on Form 10-K for the Year Ended December 31, 2001). |
| 10.11 | Agreement and Plan of Merger, dated July 22, 2009, among Amazon.com, Inc., Zeta Acquisition, Inc., Zappos.com, Inc. and Alfred Lin (incorporated by reference to the Company's Current Report on Form 8-K, filed July 24, 2009). |
| 12.1 | Computation of Ratio of Earnings to Fixed Charges. |
| 21.1 | List of Significant Subsidiaries. |
| 23.1 | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm. |
| 31.1 | Certification of Jeffrey P. Bezos, Chairman and Chief Executive Officer of Amazon.com, Inc., pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934. |
| 31.2 | Certification of Thomas J. Szkutak, Senior Vice President and Chief Financial Officer of Amazon.com, Inc., pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934. |

| Exhibit Number | Description |
|---|---|
| 32.1 | Certification of Jeffrey P. Bezos, Chairman and Chief Executive Officer of Amazon.com, Inc., pursuant to 18 U.S.C. Section 1350. |
| 32.2 | Certification of Thomas J. Szkutak, Senior Vice President and Chief Financial Officer of Amazon.com, Inc., pursuant to 18 U.S.C. Section 1350. |
| 101 | The following financial statements from the Company's Annual Report on Form 10-K for the year ended December 31, 2009, formatted in XBRL: (i) Consolidated Statements of Cash Flows, (ii) Consolidated Statements of Operations, (iii) Consolidated Balance Sheets, (iv) Consolidated Statements of Stockholders' Equity, and (v) Notes to Consolidated Financial Statements, tagged as blocks of text. |

† Executive Compensation Plan or Agreement

January 11, 2006

Shelley Reynolds
[Address]

Dear Shelley:

On behalf of Amazon Global Resources, Inc (the Company), I am very pleased to offer you the position Vice President of Finance and Controller. This offer is contingent upon the completion of a background check and the Company's review of your background check results and on the satisfactory completion of reference checks. This letter clarifies and confirms the terms of your employment with the Company.

**Start Date and Salary**

Unless we mutually agree otherwise in writing, you will commence employment on February 20, 2006. Your starting salary will be $125,000 annualized, payable in accordance with the Company's standard payroll practice and subject to applicable withholding taxes. Because your position is exempt from overtime pay, your salary will compensate you for all hours worked.

**Signing Bonus**

In appreciation for your decision to join us, the Company will pay you a $400,000 signing bonus during your first year of employment, which will be paid in twelve monthly installments, starting at the end of your first month, subject to your continued employment. If you are employed with the Company on the one-year anniversary of your hire date, the company will pay you a second bonus in the amount of $200,000 during your second year of employment, which will be paid in twelve monthly installments, subject to your continued employment. Both bonuses will be payable in accordance with the Company's standard payroll practice and subject to applicable withholding taxes. If your employment with the Company is terminated for any reason during your first three years of employment, any monthly payments will cease after the date of termination.

**Relocation**

For information about your relocation benefits, please review the attached document. If your employment with the Company is terminated for any reason prior to the first anniversary of your start date, you will be responsible for reimbursing the Company for any relocation expenses paid to you or incurred by the Company on your behalf, on a pro-rated monthly basis.

**Benefits**

You will also be entitled, during the term of your employment, to such vacation, medical and other employee benefits as the Company may offer from time to time, subject to applicable eligibility requirements. The Company does reserve the right to make any modifications in this benefits package that it deems appropriate. Please refer to the enclosed benefits documents for more information. You are eligible to participate in Amazon.com's 401(k) plan following receipt of a PIN number and Information Packet from the plan administrator. You are also eligible to enroll in our major medical plan on the first day of the month coincident with or following the commencement of your employment.

**Restricted Stock Unit Award**

Subject to Board of Directors' approval, you will be granted a restricted stock unit award with respect to 42,000 shares of Amazon.com common stock. This award will vest and convert into shares of common stock at the rate of 20% after two years of employment, an additional 10% every six months of employment thereafter until fully vested. Your award will be documented by delivery to you of a Restricted Stock Unit Award Agreement specifying the terms and conditions of the award.

**Customer Connection**

You will participate in Amazon.com's Customer Connection ("C2") Program, which keeps our senior employees in direct contact with our customers. Under this program, you will work at our customer service center for three days during your first six months of employment and on a regular basis thereafter. You'll also work at one of our fulfillment centers for five days during your first two years of employment. Please contact your Human Resources Generalist for more information.

**Employment At Will**

If you accept our offer of employment, you will be an employee-at-will, meaning that either you or the Company may terminate our relationship at any time for any reason, with or without cause. Any statements to the contrary that may have been made to you, or that may be made to you, by the Company, its agents, or representatives are superseded by this offer letter.

**Confidentiality, Noncompetition and Invention Assignment Agreement**

As a condition of your employment, you must sign the enclosed Confidentiality, Noncompetition and Invention Assignment Agreement (the "Agreement"). The Company's willingness to grant you the restricted stock unit award referred to above is based in significant part on your commitment to fulfill the obligations specified in the Agreement.

You should know that the agreement will significantly restrict your future flexibility in many ways. For example, you will be unable to seek or accept certain employment opportunities for a period of 18 months after you leave the Company. Please review the agreement carefully and, if appropriate, have your attorney review it as well.

**Employment Eligibility**

To comply with immigration laws, you must provide Amazon com with evidence of your identity and eligibility for employment in the United States no later than three (3) business days of your date of hire. Please bring this documentation to your new hire orientation. If you are in visa status, you also must provide new or renewed evidence of your eligibility for employment immediately prior to or upon expiration of your visa authorization.

**Additional Provisions**

If you accept this offer, the terms described in this letter will be the terms of your employment, and this letter supersedes any previous discussions or offers. Any additions to or modifications of these terms must be in writing and signed by you and an officer of the Company.

If you wish to accept employment with the Company, please indicate so by signing both copies of this letter and both copies of the enclosed Confidentiality, Noncompetition and Invention Assignment Agreement, retaining one of each for your files. This offer and all terms of employment stated in this letter will expire at 5:00 PM Pacific Standard on January 21, 2006. We are very excited about the possibility of you joining us. I hope that you will accept this offer and look forward to a productive and mutually beneficial working relationship. Please let me know if I can answer any questions for you about any of the matters outlined in this letter.

Sincerely,

/s/ Mark Peek
Mark Peek
Vice President and Chief Accounting Officer

ACCEPTANCE

I accept employment with Amazon Global Resources, Inc. under the terms set forth in this letter:

| /s/ Shelley Reynolds | 1-25-06 |
|---|---|
| Signature | Date |
| Shelley Reynolds | |

Exhibit 12.1

## Ratio of Earnings to Fixed Charges

| | Year Ended December 31, | | | | |
|---|---|---|---|---|---|
| | 2009 | 2008 | 2007 (in millions) | 2006 | 2005 |
| Income before income taxes | $1,161 | $ 901 | $ 660 | $ 377 | $ 428 |
| Plus fixed charges: | | | | | |
| Interest expense including amortization of debt issuance costs | 34 | 71 | 77 | 78 | 92 |
| Assumed interest element included in rent expense | 21 | 21 | 17 | 16 | 5 |
| | 55 | 92 | 94 | 94 | 97 |
| Adjusted earnings | 1,216 | 993 | 754 | 471 | 525 |
| Fixed charges | (55) | (92) | (94) | (94) | (97) |
| Excess of earnings to cover fixed charges | $1,161 | $ 901 | $ 660 | $ 377 | $ 428 |
| Ratio of earnings to fixed charges (1) | 22.29 | 10.84 | 8.02 | 5.01 | 5.41 |

(1) The ratio of earnings to fixed charges is computed by dividing (i) income before income taxes and losses from equity interests, plus fixed charges by (ii) fixed charges.

**Exhibit 21.1**

**AMAZON.COM, INC.**
**LIST OF SIGNIFICANT SUBSIDIARIES**

| Legal Name | Jurisdiction | Percent Owned |
|---|---|---|
| Amazon Corporate LLC | Delaware | 100% |
| Amazon.com LLC | Delaware | 100% |
| Amazon.com.kydc LLC | Delaware | 100% |
| NV Services, Inc. | Nevada | 100% |
| Amazon.com Int'l Sales, Inc. | Delaware | 100% |
| Amazon Global Resources, Inc. | Delaware | 100% |
| Amazon Services LLC | Nevada | 100% |
| Amazon, Inc. | Nevada | 100% |
| Amazon EU S.à r.l. | Luxembourg | 100% |
| Amazon Technologies, Inc. | Nevada | 100% |

**Consent of Ernst & Young LLP,**
**Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements:

(a) Registration Statement (Form S-4 No. 333-55943), as amended, pertaining to the acquisition shelf-registration of up to 30 million shares of common stock,

(b) Registration Statement (Form S-8 No. 333-28763), as amended, pertaining to the Amazon.com, Inc. 1997 Stock Incentive Plan (formerly the "1997 Stock Option Plan") and the Amended and Restated 1994 Stock Option Plan of Amazon.com, Inc.,

(c) Registration Statement (Form S-8 No. 333-88825) pertaining to the Convergence Corporation Stock Option Plan,

(d) Registration Statement (Form S-8 No. 333-80491) pertaining to the Alexa Internet Amended and Restated 1997 Stock Option Plan,

(e) Registration Statement (Form S-8 No. 333-80495) pertaining to the Accept.com Financial Services Corporation 1998 Stock Plan,

(f) Registration Statement (Form S-8 No. 333-78651) pertaining to the Innerlinx Technologies, Incorporated 1997 Stock Option Plan,

(g) Registration Statement (Form S-8 No. 333-78653) pertaining to the e-Niche Incorporated Amended and Restated 1998 Stock Option and Grant Plan,

(h) Registration Statement (Form S-8 No. 333-74419) pertaining to the Amazon.com, Inc. 1999 Nonofficer Employee Stock Option Plan,

(i) Registration Statement (Form S-8 No. 333-63311), as amended, pertaining to the Junglee Corp. 1996 Stock Plan, the Junglee Corp. 1998 Equity Incentive Plan, the Sage Enterprises, Inc. 1997 Amended Stock Option Plan, and the Sage Enterprises, Inc. MVP Stock Option Plan,

(j) Registration Statement (Form S-8 No. 333-118818) pertaining to the Joyo.com Limited 2004 Share Option Plan,

(k) Registration Statement (Form S-8 No. 333-149845) pertaining to the Audible, Inc. 1999 Stock Incentive Plan,

(l) Registration Statement (Form S-4 No. 333-160831), as amended, pertaining to the acquisition of the outstanding capital stock of Zappos.com, Inc., and

(m) Registration Statement (Form S-8 POS No. 333-160831) pertaining to the Zappos.com, Inc. 2009 Stock Plan

of our reports dated January 28, 2010, with respect to the consolidated financial statements of Amazon.com, Inc. and the effectiveness of internal control over financial reporting of Amazon.com, Inc. included in the Annual Report (Form 10-K) for the year ended December 31, 2009.

/s/ Ernst & Young LLP

Seattle, Washington
January 28, 2010

Exhibit 31.1

## CERTIFICATIONS

I, Jeffrey P. Bezos, certify that:

1. I have reviewed this Form 10-K of Amazon.com, Inc.;

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

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

4. The registrant's other certifying officer(s) 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 15(d)-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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

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

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

/s/ JEFFREY P. BEZOS

Jeffrey P. Bezos

*Chairman and Chief Executive Officer*

*(Principal Executive Officer)*

Date: January 28, 2010

Exhibit 31.2

## CERTIFICATIONS

I, Thomas J. Szkutak, certify that:

1. I have reviewed this Form 10-K of Amazon.com, Inc.;

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

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

4. The registrant's other certifying officer(s) 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 15(d)-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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

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

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

/s/ THOMAS J. SZKUTAK

Thomas J. Szkutak
*Senior Vice President and*
*Chief Financial Officer*
*(Principal Financial Officer)*

Date: January 28, 2010

**Exhibit 32.1**

**Certification Pursuant to 18 U.S.C. Section 1350**

In connection with the Annual Report of Amazon.com, Inc. (the "Company") on Form 10-K for the year ended December 31, 2009 as filed with the SEC on or about the date hereof (the "Report"), I, Jeffrey P. Bezos, Chairman and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

A signed original of this written statement has been provided to the Company and will be retained by the Company and furnished to the SEC or its staff upon request.

/s/ JEFFREY P. BEZOS

Jeffrey P. Bezos
*Chairman and Chief Executive Officer*
*(Principal Executive Officer)*

Date: January 28, 2010

**Exhibit 32.2**

**Certification Pursuant to 18 U.S.C. Section 1350**

In connection with the Annual Report of Amazon.com, Inc. (the "Company") on Form 10-K for the year ended December 31, 2009 as filed with the Securities and Exchange Commission (the "SEC") on or about the date hereof (the "Report"), I, Thomas J. Szkutak, Senior Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

A signed original of this written statement has been provided to the Company and will be retained by the Company and furnished to the SEC or its staff upon request.

/s/ THOMAS J. SZKUTAK

Thomas J. Szkutak
*Senior Vice President and*
*Chief Financial Officer*
*(Principal Financial Officer)*

Date: January 28, 2010

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office, fulfillment center, and data center facilities and fixed
assets under non-cancelable operating and capital leases. Rental
expense under operating lease agreements was $171 million, $158
million, and $141 million for 2009, 2008, and 2007.&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;In December
2007, we entered into a series of leases and other agreements for
the lease of corporate office space to be developed in Seattle,
Washington with initial terms of up to 16 years commencing on
completion of development between 2010 and 2013, with options to
extend for two five-year periods. We expect to occupy approximately
1.7&amp;#xA0;million square feet of office space. We also have an
option to lease up to an additional approximately 500,000 square
feet at rates based on fair market values at the time the option is
exercised, subject to certain conditions. In addition, if interest
rates exceed a certain threshold, we have the option to provide
financing for some of the buildings.&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;The following
summarizes our principal contractual commitments, excluding open
orders for inventory purchases that support normal operations, as
of December&amp;#xA0;31, 2009:&lt;/font&gt;&lt;/p&gt;
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timing and amounts of payments for rent, operating expenses, and
tenant improvements associated with approximately 1.7&amp;#xA0;million
square feet of corporate office space. The amount of space
available and our financial and other obligations under the lease
agreements are affected by various factors, including government
approvals and permits, interest rates, development costs and other
expenses and our exercise of certain rights under the lease
agreements.&lt;/font&gt;&lt;/td&gt;
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Securities&lt;/i&gt;&lt;/font&gt;&lt;/p&gt;
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or otherwise restricted a portion of our cash and marketable
securities as collateral for standby letters of credit, guarantees,
debt, and real estate leases. We classify cash and marketable
securities with use restrictions of twelve months or longer as
non-current &amp;#x201C;Other assets&amp;#x201D; on our consolidated balance
sheets. The amount required to be pledged for certain real estate
lease agreements changes over the life of our leases based on our
credit rating and changes in our market capitalization. Information
about collateral required to be pledged under these agreements is
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certain debt related to our international operations.&lt;/font&gt;&lt;/td&gt;
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our market capitalization was $59.8 billion. The required amount of
collateral to be pledged will increase by $1.5 million if our
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market capitalization is equal to or below $40 billion, an
additional $5 million if our market capitalization is equal to or
below $18 billion, and an additional $6 million if our market
capitalization is equal to or below $13 billion.</font></td>
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<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Legal
Proceedings</i></font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">The Company is
involved from time to time in claims, proceedings and litigation,
including the following:</font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">In June 2001,
Audible, Inc., our subsidiary acquired in March 2008, was named as
a defendant in a securities class-action filed in United States
District Court for the Southern District of New York related to its
initial public offering in July 1999. The lawsuit also named
certain of the offering’s underwriters, as well as
Audible’s officers and directors as defendants. Approximately
300 other issuers and their underwriters have had similar suits
filed against them, all of which are included in a single
coordinated proceeding in the Southern District of New
York. The complaints allege that the prospectus and the
registration statement for Audible’s offering failed to
disclose that the underwriters allegedly solicited and received
“excessive” commissions from investors and that some
investors allegedly agreed with the underwriters to buy additional
shares in the aftermarket in order to inflate the price of
Audible’s stock. Audible and its officers and directors
were named in the suits pursuant to Section 11 of the
Securities Act of 1933, Section 10(b) of the Securities
Exchange Act of 1934, and other related provisions. The
complaints seek unspecified damages, attorney and expert fees, and
other unspecified litigation costs. In March 2009, all parties,
including Audible, reached a settlement of these class actions that
would resolve this dispute entirely with no payment required from
Audible. The settlement was approved by the Court in October 2009,
and that settlement is currently under appeal to the Court of
Appeals for the Second Circuit.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Beginning in
March 2003, we were served with complaints filed in several
different states, including Illinois, by a private litigant,
Beeler, Schad & Diamond, P.C., purportedly on behalf of
the state governments under various state False Claims Acts. The
complaints allege that we (along with other companies with which we
have commercial agreements) wrongfully failed to collect and remit
sales and use taxes for sales of personal property to customers in
those states and knowingly created records and statements falsely
stating we were not required to collect or remit such taxes. In
December 2006, we learned that one additional complaint was filed
in the state of Illinois by a different private litigant, Matthew
T. Hurst, alleging similar violations of the Illinois state law.
All of the complaints seek injunctive relief, unpaid taxes,
interest, attorneys’ fees, civil penalties of up to $10,000
per violation, and treble or punitive damages under the various
state False Claims Acts. It is possible that we have been or will
be named in similar cases in other states as well. We dispute the
allegations of wrongdoing in these complaints and intend to
vigorously defend ourselves in these matters.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">In December
2005, Registrar Systems LLC filed a complaint against us and Target
Corporation for patent infringement in the United States District
Court for the District of Colorado. The complaint alleges that our

website technology, including the method by which Amazon.com enables customers to use Amazon.com account information on websites that Amazon.com operates for third parties, such as Target.com, infringes two patents obtained by Registrar Systems purporting to cover methods and apparatuses for a “World Wide Web Registration Information Processing System” (U.S. Patent Nos. 5,790,785 and 6,823,327) and seeks injunctive relief, monetary damages in an amount no less than a reasonable royalty, prejudgment interest, costs, and attorneys’ fees. In September 2006, the Court entered an order staying the lawsuit pending the outcome of the Patent and Trademark Office’s re-examination of the patents in suit. We dispute the allegations of wrongdoing in this complaint and intend to vigorously defend ourselves in this matter.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">In August 2006, Cordance Corporation filed a complaint against us for patent infringement in the United States District Court for the District of Delaware. The complaint alleges that our website technology, including our 1-Click ordering system, infringes a patent obtained by Cordance purporting to cover an “Object-Based Online Transaction Infrastructure” (U.S. Patent No. 6,757,710) and seeks injunctive relief, monetary damages in an amount no less than a reasonable royalty, treble damages for alleged willful infringement, prejudgment interest, costs, and attorneys’ fees. In response, we asserted a declaratory judgment counterclaim in the same action alleging that a service that Cordance has advertised its intent to launch infringes a patent owned by us entitled “Networked Personal Contact Manager” (U.S. Patent No. 6,269,369). In August 2009, the case was tried and the jury ruled that Amazon was not liable on Cordance’s claims. An appeal is expected.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">In October 2007, Digital Reg of Texas, LLC filed a complaint against our subsidiary, Audible, Inc., and several other defendants in the United States District Court for the Eastern District of Texas. The complaint alleges that Audible’s digital rights management technology infringes a patent obtained by Digital Reg purporting to cover a system for “Regulating Access to Digital Content” (U.S. Patent No. 6,389,541) and seeks injunctive relief, monetary damages, enhanced damages for alleged willful infringement, prejudgment and post-judgment interest, costs and attorneys’ fees. In November 2009, we obtained a license to the patent in suit and were dismissed from the lawsuit with prejudice.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">In January 2009, we learned that the United States Postal Service, including the Postal Service Office of Inspector General, is investigating our compliance with Postal Service rules, and we are cooperating.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">In March 2009, Discovery Communications, Inc. filed a complaint against us for patent infringement in the United States District Court for the District of Delaware. The complaint alleges that our Kindle and Kindle 2 wireless reading devices infringe a patent owned by Discovery purporting to cover an “Electronic Book Security and Copyright Protection System” (U.S. Patent No. 7,298,851) and seeks monetary damages, a continuing royalty sufficient to compensate Discovery for any future infringement, treble damages, costs and attorneys fees. In May 2009, we filed counterclaims and an additional lawsuit in the United States District Court for the Western District of Washington against Discovery alleging infringement of several patents owned by Amazon and requesting a declaration that several Discovery patents,

including the one listed above, are invalid and unenforceable. We
dispute the allegations of wrongdoing and intend to vigorously
defend ourselves in this matter.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">In March 2009,
the Tobin Family Education and Health Foundation filed a complaint
against us for patent infringement in the United States District
Court for the Middle District of Florida. The complaint alleges,
among other things, that the technology underlying the Amazon
Associates program infringes a patent owned by Tobin purporting to
cover a “Method and System for Customizing Marketing Services
on Networks Communication with Hypertext Tagging Conventions”
(U.S. Patent No. 7,505,913) and seeks injunctive relief,
monetary damages, costs and attorneys fees. We dispute the
allegations of wrongdoing and intend to vigorously defend ourselves
in this matter.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">In April 2009,
Parallel Networks, LLC filed a complaint against us for patent
infringement in the United States District Court for the Eastern
District of Texas. The complaint alleges, among other things, that
our website technology infringes a patent owned by Parallel
Networks purporting to cover a “Method And Apparatus For
Client-Server Communication Using a Limited Capability Client Over
A Low-Speed Communications Link” (U.S. Patent
No. 6,446,111) and seeks injunctive relief, monetary damages,
costs and attorneys fees. We dispute the allegations of wrongdoing
and intend to vigorously defend ourselves in this
matter.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">In May 2009,
Big Baboon, Inc. filed a complaint against us for patent
infringement in the United States District Court for the Central
District of California. The complaint alleges, among other things,
that our third-party selling and payments technology infringes a
patent owned by Big Baboon, Inc. purporting to cover an
“Integrated Business-to-Business Web Commerce and Business
Automation System” (U.S. Patent No. 6,115,690) and seeks
injunctive relief, monetary damages, treble damages, costs and
attorneys fees. We dispute the allegations of wrongdoing and intend
to vigorously defend ourselves in this matter.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">In June 2009,
Bedrock Computer Technologies LLC filed a complaint against us for
patent infringement in the United States District Court for the
Eastern District of Texas. The complaint alleges, among other
things, that our website technology infringes a patent owned by
Bedrock purporting to cover a “Method And Apparatus For
Information Storage and Retrieval Using a Hashing Technique with
External Chaining and On-the-Fly Removal of Expired Data”
(U.S. Patent Nos. 5,893,120) and seeks injunctive relief,
monetary damages, enhanced damages, a compulsory future royalty,
costs and attorneys fees. We dispute the allegations of wrongdoing
and intend to vigorously defend ourselves in this
matter.</font></p>
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<p style="MARGIN-TOP: 0px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">In September
2009, SpeedTrack, Inc. filed a complaint against us for patent
infringement in the United States District Court for the Northern
District of California. The complaint alleges, among other things,
that our website technology infringes a patent owned by SpeedTrack
purporting to cover a “Method For Accessing Computer Files
and Data, Using Linked Categories Assigned to Each Data File Record
on Entry of the Data File Record” (U.S. Patent Nos.
5,544,360) and seeks injunctive relief, monetary damages, enhanced
damages, costs and attorneys fees. In November 2009, the Court

entered an order staying the lawsuit pending the outcome of the
Patent and Trademark Office’s re-examination of the patent in
suit and the resolution of similar litigation against another
party. We dispute the allegations of wrongdoing and intend to
vigorously defend ourselves in this matter.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">In September
2009, Alcatel-Lucent USA Inc. filed a complaint against us for
patent infringement in the United States District Court for the
Eastern District of Texas. The complaint alleges that our website
technology and digital content distribution systems infringe six of
Alcatel-Lucent’s patents and seeks injunctive relief,
monetary damages, a continuing royalty sufficient to compensate
Alcatel-Lucent for any future infringement, treble damages, costs
and attorneys fees. In January 2010, we filed counterclaims against
Alcatel-Lucent alleging infringement of a patent owned by Amazon
and that the patents asserted by Alcatel-Lucent are invalid and
unenforceable. We dispute the allegations of wrongdoing and intend
to vigorously defend ourselves in this matter.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">In October
2009, Eolas Technologies Incorporated filed a complaint against us
for patent infringement in the United States District Court for the
Eastern District of Texas. The complaint alleges, among other
things, that our website technology infringes two patents owned by
Eolas purporting to cover “Distributed Hypermedia Method for
Automatically Invoking External Application Providing Interaction
and Display of Embedded Objects within a Hypermedia Document”
(U.S. Patent No. 5,838,906) and “Distributed Hypermedia
Method and System for Automatically Invoking External Application
Providing Interaction and Display of Embedded Objects within a
Hypermedia Document” (U.S. Patent No. 7,599,985) and
seeks injunctive relief, monetary damages, costs and attorneys
fees. We dispute the allegations of wrongdoing and intend to
vigorously defend ourselves in this matter.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">In October
2009, Leon Stambler filed a complaint against us for patent
infringement in the United States District Court for the Eastern
District of Texas. The complaint alleges, among other things, that
our use of secure online payments systems and services infringes
two patents owned by Stambler purporting to cover a “Method
for Securing Information Relevant to a Transaction” (U.S.
Patent Nos. 5,793,302 and 5,974,148) and seeks monetary damages,
costs and attorneys fees. We dispute the allegations of wrongdoing
and intend to vigorously defend ourselves in this
matter.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">In December
2009, Nazomi Communications, Inc. filed a complaint against us for
patent infringement in the United States District Court for the
Eastern District of Texas. The complaint alleges, among other
things, that the processor core in our Kindle 2 device infringes
two patents owned by Nazomi purporting to cover “Java virtual
machine hardware for RISC and CISC processors” and
“Java hardware accelerator using microcode
engine” (U.S. Patent Nos. 7,080,362 and 7,225,436) and
seeks monetary damages, injunctive relief, costs and attorneys
fees. We dispute the allegations of wrongdoing and intend to
vigorously defend ourselves in this matter.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Depending on
the amount and the timing, an unfavorable resolution of some or all
of these matters could materially affect our business, results of
operations, financial position, or cash flows.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">See also

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vendor accounted for 10% or more of our inventory purchases. We
generally do not have long-term contracts or arrangements with our
vendors to guarantee the availability of merchandise, particular
payment terms, or the extension of credit limits&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;In 2009, 2008
and 2007 we recorded net tax provisions of $253 million, $247
million, and $184 million. A majority of this provision is
non-cash. We have current tax benefits and net operating losses
relating to excess stock-based compensation that are being utilized
to reduce our U.S. taxable income. As such, cash taxes paid, net of
refunds, were $48 million, $53 million, and $24 million for 2009,
2008, and 2007.&lt;/font&gt;&lt;/p&gt;
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of the provision for income taxes, net are as follows:&lt;/font&gt;&lt;/p&gt;
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tax rate in 2009, 2008, and 2007 was lower than the 35% U.S.
federal statutory rate primarily due to earnings of our
subsidiaries outside of the U.S. in jurisdictions where our
effective tax rate is lower than in the U.S. Included in the total
tax provision as a discrete item during 2008 is the impact related
to the $53 million noncash gain associated with the sale of our
European DVD rental assets. This gain was taxed at rates
substantially below the 35% U.S. federal statutory rate.&lt;/font&gt;&lt;/p&gt;
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federal net operating loss carryforward deferred tax assets of $40
million and $73 million at December&amp;#xA0;31, 2009 and 2008. The
total gross deferred tax assets relating to our federal excess
stock-based compensation net operating loss carryforwards at
December&amp;#xA0;31, 2009 and 2008 were $160 million and $193 million
(relating to approximately $456 million and $550 million of our
federal net operating loss carryforwards). The majority of our net
operating loss carryforwards begin to expire in 2021 and
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these net operating loss carryforwards is subject to an annual
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reserved deferred tax assets associated with tax credits of $193
million and $130 million at December&amp;#xA0;31, 2009 and 2008. Total
tax credits available to be claimed in future years are
approximately $199 million and $171 million as of December&amp;#xA0;31,
2009 and 2008, and begin to expire in 2017.&lt;/font&gt;&lt;/td&gt;
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deferred tax assets that would only be realizable upon the
generation of future capital gains and net income in certain
foreign taxing jurisdictions.&lt;/font&gt;&lt;/td&gt;
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Contingencies&lt;/i&gt;&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;We are subject
to income taxes in the U.S. and numerous foreign jurisdictions.
Significant judgment is required in evaluating our tax positions
and determining our provision for income taxes. During the ordinary
course of business, there are many transactions and calculations
for which the ultimate tax determination is uncertain. We establish
reserves for tax-related uncertainties based on estimates of
whether, and the extent to which, additional taxes will be due.
These reserves are established when we believe that certain
positions might be challenged despite our belief that our tax
return positions are fully supportable. We adjust these reserves in
light of changing facts and circumstances, such as the outcome of
tax audits. The provision for income taxes includes the impact of
reserve provisions and changes to reserves that are considered
appropriate.&lt;/font&gt;&lt;/p&gt;
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reconciliation of our tax contingencies is as follows (in
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2009, we had $181 million of tax contingencies of which $180
million, if fully recognized, would decrease our effective tax rate
and increase additional paid-in capital by $1 million to reflect
the tax benefits of excess stock-based compensation
deductions.&lt;/font&gt;&lt;/td&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;Due to the
nature of our business operations we expect the total amount of tax
contingencies for prior period tax positions will grow in 2010 in
comparable amounts to 2009. We do not believe it is reasonably
possible that the total amount of unrecognized tax benefits will
significantly decrease in 2010. The increase to current period tax
positions in 2008 resulted primarily from acquisition-related
activity and new regulations.&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;As of
December&amp;#xA0;31, 2009 and 2008, we had accrued interest and
penalties, net of federal income tax benefit, related to tax
contingencies of $17 million and $14 million. Interest and
penalties, net of federal income tax benefit, recognized for the
year ended December&amp;#xA0;31, 2009 and 2008 was $3 million and $5
million.&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;We are under
examination, or may be subject to examination, by the Internal
Revenue Service (&amp;#x201C;IRS&amp;#x201D;) for calendar years 2005 through
2009. Additionally, any net operating losses that were generated in
prior years and utilized in 2005 through 2009 may also be subject
to examination by the IRS. We are under examination, or may be
subject to examination, in the following major jurisdictions for
the years specified: Kentucky for 2005 through 2009, France for
2006 through 2009, Germany for 2003 through 2009, Luxembourg for
2004 through 2009, and the United Kingdom for 2003 through 2009. In
addition, in 2007, Japanese tax authorities assessed income tax,
including penalties and interest, of approximately $120 million
against one of our U.S. subsidiaries for the years 2003 through
2005. We believe that these claims are without merit and are
disputing the assessment. Further proceedings on the assessment
have been stayed during negotiations between U.S. and Japanese
authorities over the double taxation issues the assessment raises,
and we have provided bank guarantees to suspend enforcement of the
assessment. We also may be subject to income tax examination by
Japanese tax authorities for 2006 through 2009.&lt;/font&gt;&lt;/p&gt;
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EQUIVALENTS, AND MARKETABLE SECURITIES&lt;/b&gt;&lt;/font&gt;&lt;/p&gt;
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December&amp;#xA0;31, 2009 and 2008 our cash, cash equivalents, and
marketable securities primarily consisted of cash, government and
government agency securities, AAA-rated money market funds and
other investment grade securities. Such amounts are recorded at
fair value. The following table summarizes, by major security type,
our cash, cash equivalents and marketable securities (in
millions):&lt;/font&gt;&lt;/p&gt;
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include investments in financial, insurance, and corporate
institutions. No single issuer represents a significant portion of
the total corporate debt securities portfolio.&lt;/font&gt;&lt;/td&gt;
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or otherwise restrict a portion of our marketable securities as
collateral for standby letters of credit, guarantees, debt, and
real estate lease agreements. We classify cash and marketable
securities with use restrictions of twelve months or longer as
non-current &amp;#x201C;Other assets&amp;#x201D; on our consolidated balance
sheets. See &amp;#x201C;Note 7&amp;#x2014;Commitments and
Contingencies.&amp;#x201D;&lt;/font&gt;&lt;/td&gt;
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table summarizes contractual maturities of our cash equivalent and
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2008 our Board of Directors authorized a debt repurchase program,
replacing our previous debt repurchase authorization in its
entirety, and pursuant to which we redeemed for cash the remaining
&amp;#x20AC;240&amp;#xA0;million ($319 million based on the Euro to
U.S.&amp;#xA0;Dollar exchange rate on the date of redemption) in
principal of our 6.875% PEACS in 2009, and we redeemed the
remaining principal amount of $899 million of our outstanding 4.75%
Convertible Subordinated Notes in 2008.&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;&lt;i&gt;Tax
Contingencies&lt;/i&gt;&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;As of
December&amp;#xA0;31, 2009 and 2008, we have provided tax reserves for
tax contingencies, inclusive of accrued interest and penalties, of
approximately $202 million and $144 million for U.S. and foreign
income taxes. These contingencies primarily relate to transfer
pricing, state income taxes, and research and development credits.
See &amp;#x201C;Note 10&amp;#x2014;Income Taxes&amp;#x201D; for discussion of tax
contingencies.&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;&lt;i&gt;Capital
Leases&lt;/i&gt;&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;Certain of our
equipment fixed assets, primarily related to technology
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capital lease obligations are as follows:&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;&lt;i&gt;Construction
Liabilities&lt;/i&gt;&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;We capitalize
construction in progress and record a corresponding long-term
liability for certain lease agreements, including our Seattle,
Washington corporate office space subject to leases scheduled to
begin upon completion of development between 2010 and
2013.&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;For
build-to-suit lease arrangements where we are involved in the
construction of structural improvements prior to the commencement
of the lease or take some level of construction risk, we are
considered the owner of the assets during the construction period.
Accordingly, as the landlord incurs the construction project costs,
the assets and corresponding financial obligation are recorded in
&amp;#x201C;Fixed assets, net&amp;#x201D; and &amp;#x201C;Other long-term
liabilities&amp;#x201D; on our consolidated balance sheet. Once the
construction is completed, if the lease meets certain
&amp;#x201C;sale-leaseback&amp;#x201D; criteria, we will remove the asset and
related financial obligation from the balance sheet and treat the
building lease as an operating lease. If upon completion of
construction, the project does not meet the
&amp;#x201C;sale-leaseback&amp;#x201D; criteria, the leased property will be
treated as a capital lease for financial reporting
purposes.&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;The remainder
of our other long-term liabilities primarily include deferred tax
liabilities, unearned revenue, asset retirement obligations, and
deferred rental liabilities&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;Fixed assets,
at cost, consisted of the following (in millions):&lt;/font&gt;&lt;/p&gt;
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in progress and record a corresponding long-term liability for
certain lease agreements, including our Seattle, Washington
corporate office space subject to leases scheduled to begin upon
completion of development between 2010 and 2013. See &amp;#x201C;Note
6&amp;#x2014;Other Long-Term Liabilities&amp;#x201D; and &amp;#x201C;Note
7&amp;#x2014;Commitments and Contingencies&amp;#x201D; for further
discussion.&lt;/font&gt;&lt;/td&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;Depreciation
expense on fixed assets was $384 million, $311 million, and $258
million, which includes amortization of fixed assets acquired under
capital lease obligations of $88 million, $50 million, and $40
million for 2009, 2008, and 2007. Gross assets remaining under
capital leases were $430 million and $304 million at
December&amp;#xA0;31, 2009 and 2008. Accumulated depreciation
associated with capital leases was $184 million and $116 million at
December&amp;#xA0;31, 2009 and 2008.&lt;/font&gt;&lt;/p&gt;
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tables contain selected unaudited statement of operations
information for each quarter of 2009 and 2008. The following
information reflects all normal recurring adjustments necessary for
a fair presentation of the information for the periods presented.
The operating results for any quarter are not necessarily
indicative of results for any future period. Our business is
affected by seasonality, which historically has resulted in higher
sales volume during our fourth quarter.&lt;/font&gt;&lt;/p&gt;
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amounts, including per share amounts, may not equal amounts
reported for year-to-date periods. This is due to the effects of
rounding and changes in the number of weighted-average shares
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growth was 36% for the first three quarters of 2008. For Q4 2008,
our quarterly revenue growth rates declined to 18%, driven
primarily by decreased consumer demand following disruptions in the
global financial markets and changes in foreign exchange rates
(excluding the $320 million unfavorable impact from year-over-year
changes in foreign exchange rates throughout the fourth quarter,
net sales would have grown 24% compared with Q4 2007).&lt;/font&gt;&lt;/td&gt;
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organized our operations into two principal segments: North America
and International. We present our segment information along the
same lines that our chief executive reviews our operating results
in assessing performance and allocating resources.&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;We allocate to
segment results the operating expenses &amp;#x201C;Fulfillment,&amp;#x201D;
&amp;#x201C;Marketing,&amp;#x201D; &amp;#x201C;Technology and content,&amp;#x201D; and
&amp;#x201C;General and administrative,&amp;#x201D; but exclude from our
allocations the portions of these expense lines attributable to
stock-based compensation. We do not allocate the line item
&amp;#x201C;Other operating expense (income), net&amp;#x201D; to our segment
operating results. A significant majority of our costs for
&amp;#x201C;Technology and content&amp;#x201D; are incurred in the United
States and most of these costs are allocated to our North America
segment. There are no internal revenue transactions between our
reporting segments.&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;&lt;i&gt;North
America&lt;/i&gt;&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;The North
America segment consists of amounts earned from retail sales of
consumer products (including from sellers) and subscriptions
through North America-focused websites such as
&lt;i&gt;www.amazon.com&lt;/i&gt; and &lt;i&gt;www.amazon.ca.&lt;/i&gt; This segment
includes export sales from &lt;i&gt;www.amazon.com&lt;/i&gt; and
&lt;i&gt;www.amazon.ca&lt;/i&gt;.&lt;/font&gt;&lt;/p&gt;
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International segment consists of amounts earned from retail sales
of consumer products (including from sellers) and subscriptions
through internationally focused websites such as
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&lt;i&gt;www.amazon.co.jp&lt;/i&gt;, &lt;i&gt;www.amazon.fr&lt;/i&gt;, and
&lt;i&gt;www.amazon.cn&lt;/i&gt;. This segment includes export sales from these
internationally based sites (including export sales from these
sites to customers in the U.S. and Canada), but excludes export
sales from &lt;i&gt;www.amazon.com&lt;/i&gt; and
&lt;i&gt;www.amazon.ca&lt;/i&gt;.&lt;/font&gt;&lt;/p&gt;
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shipped to customers outside of the U.S. represented approximately
half of net sales for 2009, 2008, and 2007. Net sales from
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&lt;i&gt;www.amazon.co.uk&lt;/i&gt; each represented 13% to 17% of consolidated
net sales in 2009, 2008 and 2007.&lt;/font&gt;&lt;/p&gt;
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OF BUSINESS AND ACCOUNTING POLICIES&lt;/b&gt;&lt;/font&gt;&lt;/p&gt;
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<font style="FONT-FAMILY: Times New Roman" size="2">Amazon.com
opened its virtual doors on the World Wide Web in July 1995 and
offers Earth’s Biggest Selection. We seek to be Earth’s
most customer-centric company for three primary customer sets:
consumers, sellers, and developers. We serve consumers through our
retail websites and focus on selection, price, and convenience. We
also manufacture and sell the Kindle e-reader. We offer programs
that enable sellers to sell their products on our websites and
their own branded websites and to fulfill orders through us. We
serve developers through Amazon Web Services, which provides access
to technology infrastructure that developers can use to enable
virtually any type of business. In addition, we generate revenue
through co-branded credit card agreements and other marketing and
promotional services, such as online advertising.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">We have
organized our operations into two principal segments: North America
and International. See “Note 11—Segment
Information.”</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Principles
of Consolidation</i></font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">The
consolidated financial statements include the accounts of the
Company, its wholly-owned subsidiaries, and those entities in which
we have a variable interest and are the primary beneficiary.
Intercompany balances and transactions have been
eliminated.</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Use of
Estimates</i></font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">The preparation
of financial statements in conformity with U.S. GAAP requires
estimates and assumptions that affect the reported amounts of
assets and liabilities, revenues and expenses, and related
disclosures of contingent liabilities in the consolidated financial
statements and accompanying notes. Estimates are used for, but not
limited to, valuation of investments, collectability of
receivables, sales returns, incentive discount offers, valuation of
inventory, depreciable lives of fixed assets and
internally-developed software, valuation of acquired intangibles
and goodwill, income taxes, stock-based compensation, and
contingencies. Actual results could differ materially from those
estimates.</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Subsequent
Events</i></font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">We have
evaluated subsequent events and transactions for potential
recognition or disclosure in the financial statements through
January 28, 2010, the day the financial statements were
issued.</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Earnings per
Share</i></font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Basic earnings
per share is calculated using our weighted-average outstanding
common shares. Diluted earnings per share is calculated using our
weighted-average outstanding common shares including the dilutive
effect of stock awards as determined under the treasury stock
method.</font></p>
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;The following
table shows the calculation of diluted shares (in
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of basic earnings per share&lt;/font&gt;&lt;/p&gt;
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treasury stock method, which assumes proceeds are used to reduce
the dilutive effect of outstanding stock awards. Assumed proceeds
include the unrecognized deferred compensation of stock awards, and
assumed tax proceeds from excess stock-based compensation
deductions.&lt;/font&gt;&lt;/td&gt;
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&lt;p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;&lt;i&gt;Treasury
Stock&lt;/i&gt;&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;We account for
treasury stock under the cost method and include treasury stock as
a component of stockholders&amp;#x2019; equity.&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;&lt;i&gt;Cash and
Cash Equivalents&lt;/i&gt;&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;We classify all
highly liquid instruments, including money market funds that comply
with Rule 2a-7 of the Investment Company Act of 1940, with an
original maturity of three months or less at the time of purchase
as cash equivalents.&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;&lt;i&gt;Inventories&lt;/i&gt;&lt;/:
&lt;p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;Inventories,
consisting of products available for sale, are accounted for using
primarily the FIFO method, and are valued at the lower of cost or
market value. This valuation requires us to make judgments, based
on currently-available information, about the likely method of
disposition, such as through sales to individual customers, returns
to product vendors, or liquidations, and expected recoverable
values of each disposition category.&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;We provide
fulfillment-related services in connection with certain of our
sellers&amp;#x2019; programs. The third party seller maintains ownership
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of their inventory, regardless of whether fulfillment is provided
by us or the third party seller, and therefore these products are
not included in our inventories.&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;&lt;i&gt;Accounts
Receivable, Net, and Other&lt;/i&gt;&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;Included in
&amp;#x201C;Accounts receivable, net, and other&amp;#x201D; on our
consolidated balance sheets are amounts primarily related to vendor
and customer receivables. At December&amp;#xA0;31, 2009 and 2008,
vendor receivables, net, were $495 million and $400 million, and
customer receivables, net, were $341 million and $311
million.&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;&lt;i&gt;Allowance
for Doubtful Accounts&lt;/i&gt;&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;We estimate
losses on receivables based on known troubled accounts and
historical experience of losses incurred. The allowance for
doubtful customer and vendor receivables was $72 million and $81
million at December&amp;#xA0;31, 2009 and 2008.&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 0px; MARGIN-BOTTOM: 0px"&gt;&lt;font size="1"&gt;&amp;#xA0;&lt;/font&
&lt;p style="MARGIN-TOP: 0px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;&lt;i&gt;Internal-use
Software and Website Development&lt;/i&gt;&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;Costs incurred
to develop software for internal use and our websites are
capitalized and amortized over the estimated useful life of the
software&lt;i&gt;.&lt;/i&gt; Costs related to design or maintenance of
internal-use software and website development are expensed as
incurred. For the years ended 2009, 2008, and 2007, we capitalized
$187 million (including $35 million of stock-based compensation),
$187 million (including $27 million of stock-based compensation),
and $129 million (including $21 million of stock-based
compensation) of costs associated with internal-use software and
website development. Amortization of previously capitalized amounts
was $172 million, $143 million, and $116 million for 2009, 2008,
and 2007.&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;&lt;i&gt;Depreciation
of Fixed Assets&lt;/i&gt;&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;Fixed assets
include assets such as furniture and fixtures, heavy equipment,
technology infrastructure, internal-use software and website
development. Depreciation is recorded on a straight-line basis over
the estimated useful lives of the assets (generally two years for
assets such as internal-use software, three years for our
technology infrastructure, five years for furniture and fixtures,
and ten years for heavy equipment). Depreciation expense is
generally classified within the corresponding operating expense
categories on our consolidated statements of operations.&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;&lt;i&gt;Leases and
Asset Retirement Obligations&lt;/i&gt;&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;We categorize
leases at their inception as either operating or capital leases. On
certain of our lease agreements, we may receive rent holidays and
other incentives. We recognize lease costs on a straight-line basis
without regard to deferred payment terms, such as rent holidays
that defer the commencement date of required payments.
Additionally, incentives we receive are treated as a reduction of
our costs over the term of the agreement. Leasehold improvements
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are capitalized at cost and amortized over the lesser of their
expected useful life or the life of the lease, excluding renewal
periods. We establish assets and liabilities for the estimated
construction costs incurred under build-to-suit lease arrangements
to the extent we are involved in the construction of structural
improvements or take some level of construction risk prior to
commencement of a lease.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">We establish
assets and liabilities for the present value of estimated future
costs to return certain of our leased facilities to their original
condition. Such assets are depreciated over the lease period into
operating expense, and the recorded liabilities are accreted to the
future value of the estimated restoration costs.</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Goodwill</i></fon
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">We evaluate
goodwill for impairment annually and when an event occurs or
circumstances change that indicate that the carrying value may not
be recoverable. We test goodwill for impairment by first comparing
the book value of net assets to the fair value of the reporting
units. If the fair value is determined to be less than the book
value, a second step is performed to compute the amount of
impairment as the difference between the estimated fair value of
goodwill and the carrying value. We estimate the fair value of the
reporting units using discounted cash flows. Forecasts of future
cash flow are based on our best estimate of future net sales and
operating expenses, based primarily on estimated category
expansion, pricing, market segment penetration and general economic
conditions.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">We conduct our
annual impairment test as of October 1 of each year, and have
determined there to be no impairment for any of the periods
presented. There were no events or circumstances from the date of
our assessment through December 31, 2009 that would impact
this conclusion.</font></p>
<p style="MARGIN-TOP: 0px; MARGIN-BOTTOM: 0px"><font size="1"> </font
<p style="MARGIN-TOP: 0px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">See “Note
4—Acquisitions, Goodwill, and Acquired Intangible
Assets.”</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Other
Assets</i></font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Included in
“Other assets” on our consolidated balance sheets are
amounts primarily related to marketable securities restricted for
longer than one year, the majority of which are attributable to
collateralization of bank guarantees and debt related to our
international operations; acquired intangible assets, net of
amortization; deferred costs; certain equity investments; and
intellectual property rights, net of amortization.</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Investments</i></
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">We generally
invest our excess cash in investment grade short to intermediate
term fixed income securities and AAA-rated money market funds. Such
investments are included in “Cash and cash
equivalents,” or “Marketable securities” on the
accompanying consolidated balance sheets, classified as
available-for-sale, and reported at fair value with unrealized
gains and losses included in “Accumulated other comprehensive
income (loss).”</font></p>

<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Equity
investments are accounted for using the equity method of accounting
if the investment gives us the ability to exercise significant
influence, but not control, over an investee. The total of these
investments in equity-method investees, including identifiable
intangible assets, deferred tax liabilities and goodwill, is
classified on our consolidated balance sheets as “Other
assets.” Our share of the investees’ earnings or losses
and amortization of the related intangible assets, if any, is
classified as “Equity-method investment activity, net of
tax” on our consolidated statements of operations.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Equity
investments without readily determinable fair values for which we
do not have the ability to exercise significant influence are
accounted for using the cost method of accounting. Under the cost
method, investments are carried at cost and are adjusted only for
other-than-temporary declines in fair value, distributions of
earnings, and additional investments.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Equity
investments that have readily determinable fair values are
classified as available-for-sale and are recorded at fair value
with unrealized gains and losses, net of tax, included in
“Accumulated other comprehensive loss.”</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">We periodically
evaluate whether declines in fair values of our investments below
their cost are other-than-temporary. This evaluation consists of
several qualitative and quantitative factors regarding the severity
and duration of the unrealized loss as well as our ability and
intent to hold the investment until a forecasted recovery occurs.
Additionally, we assess whether it is more likely than not we will
be required to sell any investment before recovery of its amortized
cost basis. Factors considered include quoted market prices; recent
financial results and operating trends; other publicly available
information; implied values from any recent transactions or offers
of investee securities; other conditions that may affect the value
of our investments; duration and severity of the decline in value;
and our strategy and intentions for holding the
investment.</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Long-Lived
Assets</i></font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Long-lived
assets, other than goodwill, are reviewed for impairment whenever
events or changes in circumstances indicate that the carrying
amount of the assets might not be recoverable. Conditions that
would necessitate an impairment assessment include a significant
decline in the observable market value of an asset, a significant
change in the extent or manner in which an asset is used, or any
other significant adverse change that would indicate that the
carrying amount of an asset or group of assets may not be
recoverable.</font></p>
<p style="MARGIN-TOP: 0px; MARGIN-BOTTOM: 0px"><font size="1"> </font
<p style="MARGIN-TOP: 0px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">For long-lived
assets used in operations, impairment losses are only recorded if
the asset’s carrying amount is not recoverable through its
undiscounted, probability-weighted future cash flows. We measure
the impairment loss based on the difference between the carrying
amount and estimated fair value.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Long-lived
assets are considered held for sale when certain criteria are met,

including when management has committed to a plan to sell the
asset, the asset is available for sale in its immediate condition,
and the sale is probable within one year of the reporting date.
Assets held for sale are reported at the lower of cost or fair
value less costs to sell. Assets held for sale were not significant
at December 31, 2009 or 2008.</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Accrued
Expenses and Other</i></font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Included in
“Accrued expenses and other” at December 31, 2009
and 2008 were liabilities of $347 million and $270 million for
unredeemed gift certificates. We reduce the liability for a gift
certificate when it is applied to an order. If a gift certificate
is not redeemed, we recognize revenue when it expires or, for a
certificate without an expiration date, when the likelihood of its
redemption becomes remote, generally two years from date of
issuance.</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Unearned
Revenue</i></font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Unearned
revenue is recorded when payments are received in advance of
performing our service obligations and is recognized over the
service period. Current unearned revenue is included in
“Accrued expenses and other” and non-current unearned
revenue is included in “Other long-term liabilities” on
our consolidated balance sheets. Current unearned revenue was $511
million and $191 million at December 31, 2009 and 2008.
Non-current unearned revenue was $201 million and $46 million at
December 31, 2009 and 2008.</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Income
Taxes</i></font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Income tax
expense includes U.S. and international income taxes. Except as
required under U.S. tax law, we do not provide for U.S. taxes on
our undistributed earnings of foreign subsidiaries that have not
been previously taxed since we intend to invest such undistributed
earnings indefinitely outside of the U.S. Undistributed earnings of
foreign subsidiaries that are indefinitely invested outside of the
U.S were $912 million at December 31, 2009. Determination of
the unrecognized deferred tax liability that would be incurred if
such amounts were repatriated is not practicable.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Deferred income
tax balances reflect the effects of temporary differences between
the carrying amounts of assets and liabilities and their tax bases
and are stated at enacted tax rates expected to be in effect when
taxes are actually paid or recovered.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Deferred tax
assets are evaluated for future realization and reduced by a
valuation allowance to the extent we believe a portion will not be
realized. We consider many factors when assessing the likelihood of
future realization of our deferred tax assets, including our recent
cumulative earnings experience and expectations of future taxable
income and capital gains by taxing jurisdiction, the carry-forward
periods available to us for tax reporting purposes, and other
relevant factors. We allocate our valuation allowance to current
and long-term deferred tax assets on a pro-rata basis.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">We utilize a
two-step approach to recognizing and measuring uncertain tax

positions (tax contingencies). The first step is to evaluate the
tax position for recognition by determining if the weight of
available evidence indicates it is more likely than not that the
position will be sustained on audit, including resolution of
related appeals or litigation processes. The second step is to
measure the tax benefit as the largest amount which is more than
50% likely of being realized upon ultimate settlement. We
consider many factors when evaluating and estimating our tax
positions and tax benefits, which may require periodic adjustments
and which may not accurately forecast actual outcomes. We include
interest and penalties related to our tax contingencies in income
tax expense.</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Fair Value
of Financial Instruments</i></font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Fair value is
defined as the price that would be received to sell an asset or
paid to transfer a liability in an orderly transaction between
market participants at the measurement date. To increase the
comparability of fair value measures, the following hierarchy
prioritizes the inputs to valuation methodologies used to measure
fair value:</font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 40px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2"><b>Level 1</b>
identical assets and liabilities in active markets.</font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 40px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2"><b>Level 2</b>
other than quoted prices included in Level 1, such as quoted prices
for similar assets and liabilities in active markets, quoted prices
for identical or similar assets and liabilities in markets that are
not active, or other inputs that are observable or can be
corroborated by observable market data.</font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 40px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2"><b>Level 3</b>
inputs reflecting our own assumptions, consistent with reasonably
available assumptions made by other market participants. These
valuations require significant judgment.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">We measure the
fair value of money market funds based on quoted prices in active
markets for identical assets or liabilities. All other financial
instruments were valued based on quoted market prices of similar
instruments and other significant inputs derived from or
corroborated by observable market data.</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Revenue</i></font
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">We recognize
revenue from product sales or services rendered when the following
four revenue recognition criteria are met: persuasive evidence of
an arrangement exists, delivery has occurred or services have been
rendered, the selling price is fixed or determinable, and
collectability is reasonably assured. Revenue arrangements with
multiple deliverables are divided into separate units of accounting
if the deliverables in the arrangement meet the following criteria:
there is standalone value to the delivered item; there is objective
and reliable evidence of the fair value of the undelivered items;
and delivery of any undelivered item is probable.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">We evaluate
whether it is appropriate to record the gross amount of product
sales and related costs or the net amount earned as commissions.
Generally, when we are primarily obligated in a transaction, are
subject to inventory risk, have latitude in establishing prices and
selecting suppliers, or have several but not all of these
indicators, revenue is recorded gross. If we are not primarily

obligated and amounts earned are determined using a fixed
percentage, a fixed-payment schedule, or a combination of the two,
we generally record the net amounts as commissions
earned.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Product sales
and shipping revenues, net of promotional discounts, rebates, and
return allowances, are recorded when the products are shipped and
title passes to customers. Retail sales to customers are made
pursuant to a sales contract that provides for transfer of both
title and risk of loss upon our delivery to the carrier. Return
allowances, which reduce product revenue, are estimated using
historical experience. Revenue from product sales and services
rendered is recorded net of sales and consumption taxes. Amounts
received in advance for subscription services, including amounts
received for Amazon Prime and other membership programs, are
deferred and recognized as revenue over the subscription term. For
our products with multiple elements, where objective and reliable
evidence of fair value for the undelivered elements cannot be
established, we recognize the revenue and related cost over the
expected life of the product.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">We periodically
provide incentive offers to our customers to encourage purchases.
Such offers include current discount offers, such as percentage
discounts off current purchases, inducement offers, such as offers
for future discounts subject to a minimum current purchase, and
other similar offers. Current discount offers, when accepted by our
customers, are treated as a reduction to the purchase price of the
related transaction, while inducement offers, when accepted by our
customers, are treated as a reduction to purchase price based on
estimated future redemption rates. Redemption rates are estimated
using our historical experience for similar inducement offers.
Current discount offers and inducement offers are presented as a
net amount in “Net sales.”</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Commissions and
per-unit fees received from sellers and similar amounts earned
through other seller sites are recognized when the item is sold by
seller and our collectability is reasonably assured. We record an
allowance for estimated refunds on such commissions using
historical experience.</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Shipping
Activities</i></font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Outbound
shipping charges to customers are included in “Net
sales” and were $924 million, $835 million, and $740 million
for 2009, 2008, and 2007. Outbound shipping-related costs are
included in “Cost of sales” and totaled $1.8 billion,
$1.5 billion, and $1.2 billion for 2009, 2008, and 2007. The net
cost to us of shipping activities was $849 million, $630 million,
and $434 million for 2009, 2008 and 2007.</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Cost of
Sales</i></font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Cost of sales
consists of the purchase price of consumer products and content
sold by us, inbound and outbound shipping charges, packaging
supplies, and costs incurred in operating and staffing our
fulfillment and customer service centers on behalf of other
businesses. Shipping charges to receive products from our suppliers
are included in our inventory, and recognized as “Cost of
sales” upon sale of products to our customers. Payment
processing and related transaction costs, including those

associated with seller transactions, are classified in
“Fulfillment” on our consolidated statements of
operations.</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Vendor
Agreements</i></font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">We have
agreements to receive cash consideration from certain of our
vendors, including rebates and cooperative marketing
reimbursements. We generally consider amounts received from our
vendors as a reduction of the prices we pay for their products and,
therefore, we record such amounts as either a reduction of
“Cost of sales” on our consolidated statements of
operations, or, if the product inventory is still on hand, as a
reduction of the carrying value of inventory. Vendor rebates are
typically dependent upon reaching minimum purchase thresholds. We
evaluate the likelihood of reaching purchase thresholds using past
experience and current year forecasts. When volume rebates can be
reasonably estimated, we record a portion of the rebate as we make
progress towards the purchase threshold.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">When we receive
direct reimbursements for costs incurred by us in advertising the
vendor’s product or service, the amount we receive is
recorded as an offset to “Marketing” on our
consolidated statements of operations.</font></p>
<p style="MARGIN-TOP: 0px; MARGIN-BOTTOM: 0px"><font size="1"> </font
<p style="MARGIN-TOP: 0px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Fulfillment</i></
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Fulfillment
costs represent those costs incurred in operating and staffing our
fulfillment and customer service centers, including costs
attributable to buying, receiving, inspecting, and warehousing
inventories; picking, packaging, and preparing customer orders for
shipment; payment processing and related transaction costs,
including costs associated with our guarantee for certain seller
transactions; and responding to inquiries from customers.
Fulfillment costs also include amounts paid to third parties that
assist us in fulfillment and customer service operations. Certain
of our fulfillment-related costs that are incurred on behalf of
other businesses are classified as cost of sales rather than
fulfillment.</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Marketing</i></fo
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Marketing costs
consist primarily of online advertising, including through our
Associates program, sponsored search, portal advertising, and other
initiatives. We pay commissions to participants in our Associates
program when their customer referrals result in product sales and
classify such costs as “Marketing” on our consolidated
statements of operations. We also participate in cooperative
advertising arrangements with certain of our vendors, and other
third parties.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Marketing
expenses also consist of public relations expenditures; payroll and
related expenses for personnel engaged in marketing, business
development, and selling activities; and to a lesser extent,
traditional advertising.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Advertising and
other promotional costs, which consist primarily of online
advertising, are expensed as incurred, and were $593 million, $420
million, and $306 million, in 2009, 2008, and 2007. Prepaid

advertising costs were not significant at December 31, 2009
and 2008.</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Technology
and Content</i></font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Technology and
content expenses consist principally of payroll and related
expenses for employees involved in, application development,
category expansion, editorial content, buying, merchandising
selection, and systems support, as well as costs associated with
the compute, storage and telecommunications infrastructure used
internally and supporting Amazon Web Services.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Technology and
content costs are expensed as incurred, except for certain costs
relating to the development of internal-use software and website
development, including software used to upgrade and enhance our
websites and processes supporting our business, which are
capitalized and amortized over two years.</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>General and
Administrative</i></font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">General and
administrative expenses consist of payroll and related expenses for
employees involved in general corporate functions, including
accounting, finance, tax, legal, and human relations, among others;
costs associated with use by these functions of facilities and
equipment, such as depreciation expense and rent; professional fees
and litigation costs; and other general corporate costs.</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Stock-Based
Compensation</i></font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Compensation
cost for all stock-based awards is measured at fair value on date
of grant and recognized over the service period for awards expected
to vest. The fair value of restricted stock units is determined
based on the number of shares granted and the quoted price of our
common stock. Such value is recognized as expense over the service
period, net of estimated forfeitures, using the accelerated method.
The estimation of stock awards that will ultimately vest requires
judgment, and to the extent actual results or updated estimates
differ from our current estimates, such amounts will be recorded as
a cumulative adjustment in the period estimates are revised. We
consider many factors when estimating expected forfeitures,
including types of awards, employee class, and historical
experience.</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Other Income
(Expense), Net</i></font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Other income
(expense), net, consists primarily of gains and losses on sales of
marketable securities, foreign currency transaction gains and
losses, and other losses.</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Foreign
Currency</i></font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">We have
internationally-focused websites for the United Kingdom, Germany,
France, Japan, Canada, and China<i>.</i> Net sales generated from
internationally-focused websites, as well as most of the related
expenses directly incurred from those operations, are denominated
in the functional currencies of the resident countries. The

functional currency of our subsidiaries that either operate or
support these international websites is the same as the local
currency. Assets and liabilities of these subsidiaries are
translated into U.S. Dollars at period-end exchange rates, and
revenues and expenses are translated at average rates prevailing
throughout the period. Translation adjustments are included in
“Accumulated other comprehensive income (loss),” a
separate component of stockholders’ equity, and in the
“Foreign currency effect on cash and cash equivalents,”
on our consolidated statements of cash flows. Transaction gains and
losses arising from transactions denominated in a currency other
than the functional currency of the entity involved are included in
“Other income (expense), net” on our consolidated
statements of operations.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">Gains and
losses arising from intercompany foreign currency transactions are
included in net income. In connection with the remeasurement of
intercompany balances, we recorded gains of $5 million, $23 million
and $32 million in 2009, 2008 and 2007.</font></p>
<p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px">
<font style="FONT-FAMILY: Times New Roman" size="2"><i>Recent
Accounting Pronouncements</i></font></p>
<p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">In December
2007, the Financial Accounting Standards Board (“FASB”)
issued Statements of Financial Accounting Standards
(“SFAS”) No. 141 (R), <i>Business
Combinations</i>, codified as Accounting Standards Codification
(“ASC”) 805, <i>Business Combinations,</i> and SFAS
No. 160, <i>Noncontrolling Interests in Consolidated Financial
Statements</i>, codified as ASC 810, <i>Consolidations.</i> SFAS
No. 141 (R) requires an acquirer to measure the
identifiable assets acquired, the liabilities assumed, and any
noncontrolling interest in the acquired entity at their fair values
on the acquisition date, with goodwill being the excess value over
the net identifiable assets acquired. SFAS No. 160 clarifies
that a noncontrolling interest in a subsidiary should be reported
as equity in the consolidated financial statements. The calculation
of earnings per share will continue to be based on income amounts
attributable to the parent. SFAS No. 141 (R) impacted
acquisitions closed on or after January 1, 2009. Adoption did
not have a material impact on our consolidated financial statements
on the date of adoption.</font></p>
<p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">In December
2009, the FASB issued Accounting Standards Update
(“ASU”) 2009-17, which codifies SFAS No. 167,
<i>Amendments to FASB Interpretation No. 46(R)</i> issued in
June 2009. ASU 2009-17 requires a qualitative approach to
identifying a controlling financial interest in a variable interest
entity (“VIE”), and requires ongoing assessment of
whether an entity is a VIE and whether an interest in a VIE makes
the holder the primary beneficiary of the VIE. ASU 2009-17 is
effective for annual reporting periods beginning after
November 15, 2009. We do not expect the adoption of ASU
2009-17 to have a material impact on our consolidated financial
statements.</font></p>
<p style="MARGIN-TOP: 0px; MARGIN-BOTTOM: 0px"><font size="1"> </font
<p style="MARGIN-TOP: 0px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px">
<font style="FONT-FAMILY: Times New Roman" size="2">In October
2009, the FASB issued ASU 2009-13, which amends ASC Topic 605,
<i>Revenue Recognition.</i> Under this standard, management is no
longer required to obtain vendor-specific objective evidence or
third party evidence of fair value for each deliverable in an
arrangement with multiple elements, and where evidence is not
available we may now estimate the proportion of the selling price

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attributable to each deliverable. We have chosen to prospectively
adopt this standard as of January&amp;#xA0;1, 2010.&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;Sales of our
Kindle e-reader are considered arrangements with multiple elements
which include the device, wireless access and delivery and software
upgrades. The revenue related to the device, which is the
substantial portion of the total sale price, and related costs will
be recognized at time of delivery. Revenue for the wireless access
and delivery and software upgrades will continue to be amortized
over the life of the device, which remains estimated at two
years.&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;We cannot
reasonably estimate the effect of adopting this standard on future
financial periods as the impact will vary based on actual volume of
activity under these types of revenue arrangements.&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;For
arrangements entered into prior to the adoption of the new
accounting standard and for which revenue had been previously
deferred, we will recognize $508 million throughout 2010 and
2011.&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;In January
2010, the FASB issued ASU 2010-6, &lt;i&gt;Improving Disclosures About
Fair Value Measurements&lt;/i&gt;, which requires reporting entities to
make new disclosures about recurring or nonrecurring fair-value
measurements including significant transfers into and out of Level
1 and Level 2 fair-value measurements and information on purchases,
sales, issuances, and settlements on a gross basis in the
reconciliation of Level 3 fair- value measurements. ASU 2010-6 is
effective for annual reporting periods beginning after December 15,
2009, except for Level 3 reconciliation disclosures which are
effective for annual periods beginning after December 15, 2010. We
do not expect the adoption of ASU 2010-6 to have a material impact
on our consolidated financial statements.&lt;/font&gt;&lt;/p&gt;
&lt;/div&gt;</us-gaap:SignificantAccountingPoliciesTextBlock>
  <us-gaap:StockholdersEquityNoteDisclosureTextBlock contextRef="eol_PE7235----0910-K0010_STD
&lt;p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;/p&gt;
&lt;p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px"&gt;&lt;font style="FONT-FAMILY: Times New
8&amp;#x2014;STOCKHOLDERS&amp;#x2019; EQUITY&lt;/b&gt;&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;&lt;i&gt;Preferred
Stock&lt;/i&gt;&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;We have
authorized 500&amp;#xA0;million shares of $0.01 par value Preferred
Stock. No preferred stock was outstanding for any period
presented.&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;&lt;i&gt;Common
Stock&lt;/i&gt;&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;Common shares
outstanding plus shares underlying outstanding stock awards totaled
461&amp;#xA0;million, 446&amp;#xA0;million, and 435&amp;#xA0;million at
December&amp;#xA0;31, 2009, 2008 and 2007. These totals include all
stock-based awards outstanding, without regard for estimated
forfeitures, consisting of vested and unvested awards. Common
shares outstanding increased in 2009 due primarily to issuance of
stock to acquire Zappos and vesting of restricted stock
units.&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;&lt;i&gt;Stock
Repurchase Activity&lt;/i&gt;&lt;/font&gt;&lt;/p&gt;
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&lt;p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;We did not
repurchase any of our common stock in 2009. We repurchased
2.2&amp;#xA0;million shares of common stock for $100 million in 2008
under the $1 billion repurchase program authorized by our Board of
Directors in February 2008. We repurchased 6.3&amp;#xA0;million shares
of common stock for $248 million in 2007 under the $500 million
repurchase program authorized by our Board of Directors in August
2006.&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;In January
2010, our Board of Directors authorized a program to repurchase up
to $2 billion of our common stock which replaces the Board&amp;#x2019;s
prior authorization.&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 18px; MARGIN-BOTTOM: 0px; MARGIN-LEFT: 20px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;&lt;i&gt;Stock Award
Plans&lt;/i&gt;&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;Employees vest
in restricted stock unit awards over the corresponding service
term, generally between two and five years.&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;&lt;i&gt;Stock Award
Activity&lt;/i&gt;&lt;/font&gt;&lt;/p&gt;
&lt;p style="MARGIN-TOP: 6px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;We granted
restricted stock units representing 6.0&amp;#xA0;million,
7.3&amp;#xA0;million, 7.6&amp;#xA0;million shares of common stock during
2009, 2008, and 2007 with a per share weighted average fair value
of $79.24, $72.21, and $47.04.&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;The following
summarizes our restricted stock unit activity (in
millions):&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;Scheduled
vesting for outstanding restricted stock units at December&amp;#xA0;31,
2009 is as follows (in millions):&lt;/font&gt;&lt;/p&gt;
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&lt;p style="MARGIN-TOP: 12px; MARGIN-BOTTOM: 0px; TEXT-INDENT: 40px"&gt;
&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;As of
December&amp;#xA0;31, 2009, there was $415 million of net unrecognized
compensation cost related to unvested stock-based compensation
arrangements. This compensation is recognized on an accelerated
basis resulting in approximately half of the compensation expected
to be expensed in the next twelve months, and has a weighted
average recognition period of 1.2 years.&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;During 2009 and
2008, the fair value of restricted stock units that vested was $551
million and $362 million.&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;As matching
contributions under our 401(k) savings plan, we granted
0.1&amp;#xA0;million shares of common stock in both 2009 and 2008.
Shares granted as matching contributions under our 401(k) plan are
included in outstanding common stock when issued.&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;&lt;i&gt;Common Stock
Available for Future Issuance&lt;/i&gt;&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;At
December&amp;#xA0;31, 2009, common stock available for future issuance
to employees is 149&amp;#xA0;million shares.&lt;/font&gt;&lt;/p&gt;
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4&amp;#x2014;ACQUISITIONS, GOODWILL, AND ACQUIRED INTANGIBLE
ASSETS&lt;/b&gt;&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;&lt;i&gt;2009
Acquisition Activity&lt;/i&gt;&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;On
November&amp;#xA0;1, 2009, we acquired 100% of the outstanding equity
of Zappos.com, Inc. (&amp;#x201C;Zappos&amp;#x201D;), in exchange for shares
of our common stock, to expand our presence in softline retail
categories, such as shoes and apparel.&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;The fair value
of Zappos&amp;#x2019; stock options assumed was determined using the
Black-Scholes model. The following table summarizes the
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consideration paid for Zappos (in millions):&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;The purchase
price was allocated to the tangible assets and intangible assets
acquired and liabilities assumed based on their estimated fair
values on the acquisition date, with the remaining unallocated
purchase price recorded as goodwill. The fair value assigned to
identifiable intangible assets acquired has been determined
primarily by using the income approach. Purchased identifiable
intangible assets are amortized on a straight-line and accelerated
basis over their respective useful lives.&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;The following
summarizes the allocation of the Zappos purchase price (in
millions):&lt;/font&gt;&lt;/p&gt;
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have estimated useful lives of between 1 and 10 years.&lt;/font&gt;&lt;/td&gt;
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financial results have been included in our consolidated statements
of income as of November&amp;#xA0;1, 2009. The following pro forma
financial information presents the results as if the Zappos
acquisition had occurred at the beginning of each year presented
(in millions):&lt;/font&gt;&lt;/p&gt;
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certain additional companies during 2009 for an aggregate purchase
price of $26 million, resulting in goodwill of $16 million and
acquired intangible assets of $5 million. The results of operations
of each of the businesses acquired have been included in our
consolidated results from each transactions closing date forward.
The effect of these acquisitions on consolidated net sales and
operating income during 2009 was not significant.&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;&lt;i&gt;2008 and
2007 Acquisition Activity&lt;/i&gt;&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;We acquired
certain companies during 2008 for an aggregate purchase price of
$432 million, resulting in goodwill of $210 million and acquired
intangible assets of $162 million.&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;We acquired
certain companies during 2007 for an aggregate purchase price of
$33 million, resulting in goodwill of $21 million and acquired
intangible assets of $18 million. We also made principal payments
of $13&amp;#xA0;million on acquired debt in connection with one of
these acquisitions.&lt;/font&gt;&lt;/p&gt;
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operations of each of the businesses acquired in 2008 and 2007 have
been included in our consolidated results from each transaction
closing date forward. The effect of these acquisitions on
consolidated net sales and operating income during 2008 and 2007
was not significant.&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;&lt;i&gt;Goodwill&lt;/i&gt;&lt;/fon
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;The following
summarizes our goodwill activity in 2009 (in millions):&lt;/font&gt;&lt;/p&gt;
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in foreign exchange for goodwill in our International
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;At
December&amp;#xA0;31, 2009 and December&amp;#xA0;31, 2008, approximately 9%
and 22% of our acquired goodwill related to our International
segment.&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;&lt;i&gt;Intangible
Assets&lt;/i&gt;&lt;/font&gt;&lt;/p&gt;
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&lt;font style="FONT-FAMILY: Times New Roman" size="2"&gt;Acquired
intangible assets, included within &amp;#x201C;Other assets&amp;#x201D; on
our consolidated balance sheets, consist of the
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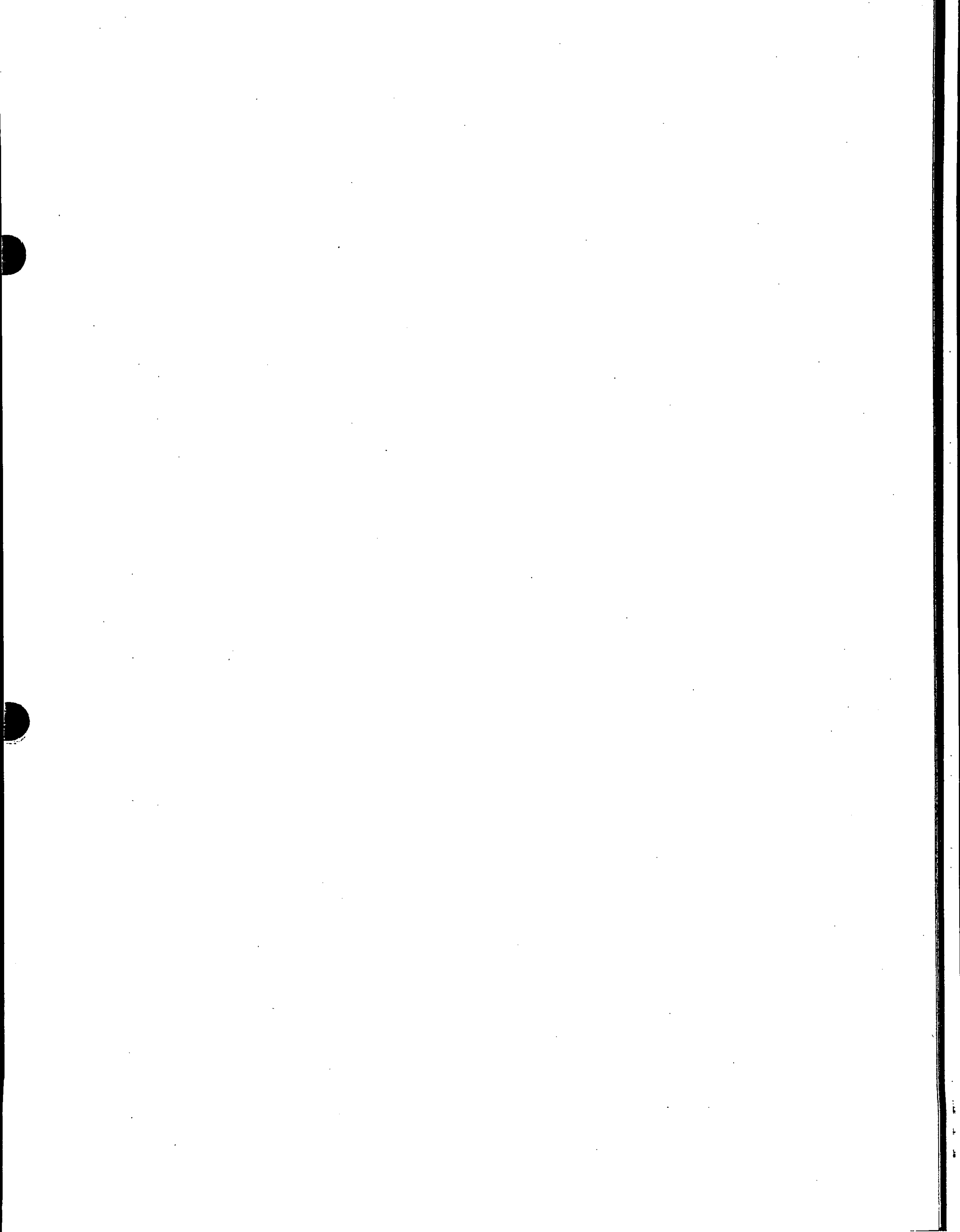

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<!--  Round: 713a2400-516b-4edc-a6c3-6f04cdfee5ea -->
<!--  Creation date: 2010-01-28T03:27Z -->
<!--  Copyright (c) 2005-2010 EDGAR Online, Inc. All Rights Reserved. -->
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Amazon Technologies, Inc. v. Jeffrey S. Wax
Opposition No. 91187118

# EXHIBIT 39

# UNITED STATES OF AMERICA

## SECURITIES AND EXCHANGE COMMISSION

## ATTESTATION

I HEREBY ATTEST

*that:*

*Attached is a copy of, annual report on Form 10-K, for the fiscal year ended December 31, 2008, received in this Commission January 30, 2009, under the name Amazon.Com, Inc., File No. 0-22513, pursuant to the provisions of the Securities Exchange Act of 1934.*

~~on file~~ in this Commission

*October 18, 2010*

(Date)

*Larry Mills*
*Records Officer*

It is hereby certified that the Secretary of the U.S. Securities and Exchange Commission, Washington, D.C., which Commission was created by the Securities Exchange Act of 1934 (15 U.S.C. 78a et seq.) is official custodian of the records and files of said Commission, and all records and files created or established by the Federal Trade Commission pursuant to the provisions of the Securities Act of 1933 and transferred to this Commission in accordance with Section 210 of the Securities Exchange Act of 1934, and was such official custodian at the time of executing the above attestation, and that he/she, and persons holding the positions of Deputy Secretary, Assistant Director, Records Officer, Branch Chief of Records Management, and the Program Analyst for the Records Officer, or any one of them, are authorized to execute the above attestation.

For the Commission

Elizabeth M. Murphy
Secretary

SEC 334 (10/07)

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

## FORM 10-K

**(Mark One)**

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
**For the fiscal year ended December 31, 2008**

**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 No. 000-22513**

# AMAZON.COM, INC.
**(Exact name of registrant as specified in its charter)**

| Delaware | 91-1646860 |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

**1200 12th Avenue South, Suite 1200**
**Seattle, Washington 98144-2734**
**(206) 266-1000**
**(Address and telephone number, including area code, of registrant's principal executive offices)**

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

| Title of Each Class | Name of Each Exchange on Which Registered |
|---|---|
| Common Stock, par value $.01 per share | Nasdaq Global Select Market |

**Securities registered pursuant to Section 12(g) of the Act:**

None

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

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

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

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

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

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐

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

| | |
|---|---|
| Aggregate market value of voting stock held by non-affiliates of the registrant as of June 30, 2008 | $ 23,846,135,567 |
| Number of shares of common stock outstanding as of January 22, 2009 | 428,583,135 |

**DOCUMENTS INCORPORATED BY REFERENCE**

The information required by Part III of this Report, to the extent not set forth herein, is incorporated herein by reference from the registrant's definitive proxy statement relating to the Annual Meeting of Shareholders to be held in 2009, which definitive proxy statement shall be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year to which this Report relates.

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AMAZON.COM, INC.

FORM 10-K
For the Fiscal Year Ended December 31, 2008

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AMAZON.COM, INC.

## PART I

### Item 1. *Business*

*This Annual Report on Form 10-K and the documents incorporated herein by reference contain forward-looking statements based on expectations, estimates, and projections as of the date of this filing. Actual results may differ materially from those expressed in forward-looking statements. See Item 1A of Part I—"Risk Factors."*

Amazon.com, Inc. was incorporated in 1994 in the state of Washington and reincorporated in 1996 in the state of Delaware. Our principal corporate offices are located in Seattle, Washington. We completed our initial public offering in May 1997 and our common stock is listed on the Nasdaq Global Select Market under the symbol "AMZN."

As used herein, "Amazon.com," "we," "our" and similar terms include Amazon.com, Inc. and its subsidiaries, unless the context indicates otherwise.

### General

Amazon.com opened its virtual doors on the World Wide Web in July 1995 and we offer Earth's Biggest Selection. We seek to be Earth's most customer-centric company for three primary customer sets: consumer customers, seller customers and developer customers. In addition, we generate revenue through co-branded credit card agreements and other marketing and promotional services, such as online advertising.

We have organized our operations into two principal segments: North America and International. See Item 8 of Part II, "Financial Statements and Supplementary Data—Note 13—Segment Information." See Item 7 of Part II, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations—Supplemental Information" for supplemental information about our net sales.

### Consumer Customers

We serve our consumer customers through our retail websites and focus on selection, price, and convenience. We design our websites to enable millions of unique products to be sold by us and by third parties across dozens of product categories. We strive to offer our customers the lowest prices possible through low everyday product pricing and free shipping offers, including Amazon Prime, and to improve our operating efficiencies so that we can continue to lower prices for our customers. We also provide easy-to-use functionality, fast and reliable fulfillment through our global fulfillment center network, timely customer service, and a trusted transaction environment.

We fulfill customer orders in a number of ways, including through the U.S. and international fulfillment centers and warehouses that we operate and through co-sourced and outsourced arrangements in certain countries. We operate customer service centers globally, which are supplemented by co-sourced arrangements. See Item 2 of Part I, "Properties."

### Seller Customers

We offer programs that enable seller customers to sell their products on our websites and their own branded websites and to fulfill orders through us. We are not the seller of record in these transactions, but instead earn fixed fees, revenue share fees, per-unit activity fees, or some combination thereof.

**Developer Customers**

We serve developer customers through Amazon Web Services, which provides access to technology infrastructure that developers can use to enable virtually any type of business.

**Competition**

Our businesses are rapidly evolving and intensely competitive. Our current and potential competitors include: (1) physical-world retailers, publishers, vendors, distributors, manufacturers and producers of our products; (2) other online e-commerce and mobile e-commerce sites, including sites that sell or distribute digital content; (3) a number of indirect competitors, including media companies, Web portals, comparison shopping websites, and Web search engines, either directly or in collaboration with other retailers; (4) companies that provide e-commerce services, including website development, fulfillment and customer service; (5) companies that provide infrastructure web services or other information storage or computing services or products; and (6) companies that design, manufacture, market or sell digital media devices. We believe that the principal competitive factors in our retail businesses include selection, price, and convenience, including fast and reliable fulfillment. Additional competitive factors for our seller and developer services include the quality, speed, and reliability of our services and tools. Many of our current and potential competitors have greater resources, longer histories, more customers, and greater brand recognition. They may secure better terms from vendors, adopt more aggressive pricing and devote more resources to technology, fulfillment, and marketing. Other companies also may enter into business combinations or alliances that strengthen their competitive positions.

**Intellectual Property**

We regard our trademarks, service marks, copyrights, patents, domain names, trade dress, trade secrets, proprietary technologies, and similar intellectual property as critical to our success, and we rely on trademark, copyright and patent law, trade-secret protection, and confidentiality and/or license agreements with our employees, customers, partners, and others to protect our proprietary rights. We have registered, or applied for the registration of, a number of domain names, trademarks, service marks, patents, and copyrights by U.S. and foreign governmental authorities. Additionally, we have filed U.S. and international patent applications covering certain of our proprietary technology. We have licensed in the past, and expect that we may license in the future, certain of our proprietary rights to third parties.

**Seasonality**

Our business is affected by seasonality, which historically has resulted in higher sales volume during our fourth quarter, which ends December 31. We recognized 35%, 38%, and 37% of our annual revenue during the fourth quarter of 2008, 2007, and 2006.

**Employees**

We employed approximately 20,700 full-time and part-time employees at December 31, 2008. However, employment levels fluctuate due to seasonal factors affecting our business. Additionally, we utilize independent contractors and temporary personnel to supplement our workforce, particularly on a seasonal basis. Our employees are not represented by a labor union and we consider our employee relations to be good. Competition for qualified personnel in our industry has historically been intense, particularly for software engineers, computer scientists, and other technical staff.

**Available Information**

Our investor relations website is *www.amazon.com/ir*. We make available on this website under "Financial Documents," free of charge, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports as soon as reasonably practicable after we electronically file or furnish such materials to the U.S. Securities and Exchange Commission ("SEC"). We also make available on this website under the heading "Corporate Governance" our Code of Business Conduct and Ethics.

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### Executive Officers and Directors

The following tables set forth certain information regarding our Executive Officers and Directors as of January 27, 2009:

### Executive Officers

| Name | Age | Position |
|---|---|---|
| Jeffrey P. Bezos | 45 | President, Chief Executive Officer, and Chairman of the Board |
| Jeffrey M. Blackburn | 39 | Senior Vice President, Business Development |
| Sebastian J. Gunningham | 46 | Senior Vice President, Seller Services |
| Andrew R. Jassy | 41 | Senior Vice President, Web Services |
| Steven Kessel | 43 | Senior Vice President, Worldwide Digital Media |
| Marc A. Onetto | 58 | Senior Vice President, Worldwide Operations |
| Diego Piacentini | 48 | Senior Vice President, International Retail |
| Shelley L. Reynolds | 44 | Vice President, Worldwide Controller, and Principal Accounting Officer |
| Thomas J. Szkutak | 48 | Senior Vice President and Chief Financial Officer |
| H. Brian Valentine | 49 | Senior Vice President, Ecommerce Platform |
| Jeffrey A. Wilke | 42 | Senior Vice President, North America Retail |
| L. Michelle Wilson | 46 | Senior Vice President, General Counsel, and Secretary |

**Jeffrey P. Bezos.** Mr. Bezos has been Chairman of the Board of Amazon.com since founding it in 1994 and Chief Executive Officer since May 1996. Mr. Bezos served as President of the Company from founding until June 1999 and again from October 2000 to the present.

**Jeffrey M. Blackburn.** Mr. Blackburn has served as Senior Vice President, Business Development, since April 2006. From June 2004 to April 2006, he was Vice President, Business Development, and from July 2003 to June 2004, he was Vice President, European Customer Service.

**Sebastian J. Gunningham.** Mr. Gunningham has served as Senior Vice President, Seller Services, since joining Amazon.com in March 2007. Prior to joining Amazon.com, Mr. Gunningham was President of First Data Utilities from August 2006 to February 2007, following First Data's acquisition of Peace Software, Inc., where he was Chief Executive Officer from February 2004 to August 2006. From March 2003 to February 2004, he served as Vice President of Enterprise Sales at Apple, Inc.

**Andrew R. Jassy.** Mr. Jassy has served as Senior Vice President, Web Services, since April 2006. From January 2005 to April 2006, he was Vice President, Web Services, and from August 2003 to January 2005, he was Vice President, Associates and Web Services.

**Steven Kessel.** Mr. Kessel has served as Senior Vice President, Worldwide Digital Media, since April 2006. From April 2004 to April 2006, he was Vice President, Digital, and from July 2002 to April 2004, he was Vice President, U.S. Books, Music, Video and DVD.

**Marc A. Onetto.** Mr. Onetto has served as Senior Vice President, Worldwide Operations, since joining Amazon.com in December 2006. Prior to joining Amazon.com, Mr. Onetto was Executive Vice President, Worldwide Operations, at Solectron Corporation, an electronics manufacturing and technology company, from June 2003 to June 2006.

**Diego Piacentini.** Mr. Piacentini has served as Senior Vice President, International Retail, since January 2007. From November 2001 until December 2006, Mr. Piacentini served as Senior Vice President, Worldwide Retail and Marketing.

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**Shelley L. Reynolds.** Ms. Reynolds has served as Vice President, Worldwide Controller, and Principal Accounting Officer since April 2007. From February 2006 to April 2007, she was Vice President, Finance and Controller. Prior to joining Amazon.com, Ms. Reynolds was a partner at Deloitte & Touche LLP since 1998.

**Thomas J. Szkutak.** Mr. Szkutak has served as Senior Vice President and Chief Financial Officer since joining Amazon.com in October 2002.

**H. Brian Valentine.** Mr. Valentine has served as Senior Vice President, Ecommerce Platform, since joining Amazon.com in September 2006. Prior to joining Amazon.com, Mr. Valentine held various positions with Microsoft Corporation, including Senior Vice President, Windows Core Operating System Division, from January 2004 to September 2006 and Senior Vice President, Windows, from December 1999 to January 2004.

**Jeffrey A. Wilke.** Mr. Wilke has served as Senior Vice President, North America Retail, since January 2007. From January 2002 until December 2006, he was Senior Vice President, Worldwide Operations.

**L. Michelle Wilson.** Ms. Wilson has served as Senior Vice President, General Counsel, and Secretary since July 2003.

**Board of Directors**

| Name | Age | Position |
|---|---|---|
| Jeffrey P. Bezos | 45 | President, Chief Executive Officer, and Chairman of the Board |
| Tom A. Alberg | 68 | Managing Director, Madrona Venture Group |
| John Seely Brown | 68 | Visiting Scholar and Advisor to the Provost, University of Southern California |
| L. John Doerr | 57 | Partner, Kleiner Perkins Caufield & Byers |
| William B. Gordon | 58 | Partner, Kleiner Perkins Caufield & Byers |
| Alain Monié | 58 | President and Chief Operating Officer, Ingram Micro Inc. |
| Myrtle S. Potter | 50 | Chief Executive Officer, Chapman Properties, Inc., and Consultant, Myrtle Potter and Company, LLC |
| Thomas O. Ryder | 64 | Retired, Former Chairman, Reader's Digest Association, Inc. |
| Patricia Q. Stonesifer | 52 | Chair, Board of Regents, Smithsonian Institution |

## Item 1A. *Risk Factors*

Please carefully consider the following risk factors. If any of the following risks occur, our business, financial condition, operating results, and cash flows could be materially adversely affected. In addition, the current global economic climate amplifies many of these risks.

### *We Face Intense Competition*

Our businesses are rapidly evolving and intensely competitive, and we have many competitors in different industries, including retail, e-commerce services, digital and web services. Many of our current and potential competitors have greater resources, longer histories, more customers, and greater brand recognition. They may secure better terms from vendors, adopt more aggressive pricing and devote more resources to technology, fulfillment, and marketing.

Competition may intensify as our competitors enter into business combinations or alliances and established companies in other market segments expand into our market segments. In addition, new and enhanced technologies, including search, web services, and digital, may increase our competition. The Internet facilitates competitive entry and comparison shopping and renders e-commerce inherently more competitive than other retail. Increased competition may reduce our sales and profits.

### *Our Expansion Places a Significant Strain on our Management, Operational, Financial and Other Resources*

We are rapidly and significantly expanding our global operations, including increasing our product and service offerings and scaling our infrastructure to support our retail and services businesses. This expansion increases the complexity of our business and places significant strain on our management, personnel, operations, systems, technical performance, financial resources, and internal financial control and reporting functions. We may not be able to manage growth effectively, which could damage our reputation, limit our growth and negatively affect our operating results.

### *Our Expansion into New Products, Services, Technologies and Geographic Regions Subjects Us to Additional Business, Legal, Financial and Competitive Risks*

We may have limited or no experience in our newer market segments, and our customers may not adopt our new product or service offerings, which include seller services, digital, web services and electronic devices. These offerings may present new and difficult technology challenges, and we may be subject to claims if customers of these offerings experience service disruptions or failures or other quality issues. In addition, our gross profits in our newer activities may be lower than in our older activities, and we may not be successful enough in these newer activities to recoup our investments in them. If any of this were to occur, it could damage our reputation, limit our growth and negatively affect our operating results.

### *We May Experience Significant Fluctuations in Our Operating Results and Growth Rate*

We may not be able to accurately forecast our growth rate. We base our expense levels and investment plans on sales estimates. A significant portion of our expenses and investments is fixed, and we may not be able to adjust our spending quickly enough if our sales are less than expected.

Our revenue growth may not be sustainable, and our percentage growth rates may decrease. Our revenue and operating profit growth depends on the continued growth of demand for the products and services offered by us or our sellers, and our business is affected by general economic and business conditions worldwide. A softening of demand, whether caused by changes in customer preferences or a weakening of the U.S. or global economies, may result in decreased revenue or growth.

Our net sales and operating results will also fluctuate for many other reasons, including due to risks described elsewhere in this section and the following:

- our ability to retain and increase sales to existing customers, attract new customers, and satisfy our customers' demands;
- our ability to retain and expand our network of sellers;
- our ability to acquire merchandise on favorable terms, manage inventory, and fulfill orders;
- the introduction of competitive websites, products, services, price decreases, or improvements;
- changes in usage of the Internet and e-commerce, including in non-U.S. markets;
- timing, effectiveness, and costs of expansion and upgrades of our systems and infrastructure;
- the success of our geographic, service and product line expansions;
- the outcomes of legal proceedings and claims;
- variations in the mix of products and services we sell;
- variations in our level of merchandise and vendor returns;
- the extent to which we offer free shipping, continue to reduce product prices worldwide, and provide additional benefits to our customers;

- the extent to which we invest in technology and content, fulfillment and other expense categories;
- increases in the prices of fuel and gasoline, as well as increases in the prices of other energy products and commodities like paper and packing supplies;
- the extent to which operators of the networks between our customers and our websites successfully charge fees to grant our customers unimpaired and unconstrained access to our online services;
- our ability to collect amounts owed to us when they become due;
- the extent to which use of our services is affected by spyware, viruses, phishing and other spam emails, denial of service attacks, data theft, computer intrusions and similar events; and
- terrorist attacks and armed hostilities.

### *We May Not Be Successful in Our Efforts to Expand into International Market Segments*

Our international activities are significant to our revenues and profits, and we plan to further expand internationally. We have relatively little experience operating in these or future market segments and may not benefit from any first-to-market advantages or otherwise succeed. It is costly to establish, develop and maintain international operations and websites and promote our brand internationally. Our international operations may not be profitable on a sustained basis.

In addition to risks described elsewhere in this section, our international sales and operations are subject to a number of risks, including:

- local economic and political conditions;
- government regulation of e-commerce or other online services and restrictive governmental actions (such as trade protection measures, including export duties and quotas and custom duties and tariffs), nationalization and restrictions on foreign ownership;
- restrictions on sales or distribution of certain products or services and uncertainty regarding liability for products, services and content, including uncertainty as a result of less Internet-friendly legal systems, local laws, lack of legal precedent, and varying rules, regulations, and practices regarding the distribution of media products and enforcement of intellectual property rights;
- import, export, or other business licensing requirements;
- limitations on the repatriation and investment of funds and foreign currency exchange restrictions;
- limited fulfillment and technology infrastructure;
- shorter payable and longer receivable cycles and the resultant negative impact on cash flow;
- laws and regulations regarding consumer and data protection, privacy, network security, encryption, and restrictions on pricing or discounts;
- lower levels of use of the Internet;
- lower levels of consumer spending and fewer opportunities for growth compared to the U.S.;
- lower levels of credit card usage and increased payment risk;
- difficulty in staffing, developing and managing foreign operations as a result of distance, language and cultural differences;
- different employee/employer relationships and the existence of workers' councils and labor unions;
- laws and policies of the U.S. and other jurisdictions affecting trade, foreign investment, loans and taxes; and
- geopolitical events, including war and terrorism.

As the international e-commerce channel grows, competition will intensify. Local companies may have a substantial competitive advantage because of their greater understanding of, and focus on, the local customer, as well as their more established local brand names. We may not be able to hire, train, retain, and manage required personnel, which may limit our international growth.

In 2004, we acquired Joyo.com Limited, which is organized under the laws of the British Virgin Islands and through a People's Republic of China ("PRC") entity, provides technology and services for the Joyo Amazon websites. The PRC regulates Joyo Amazon's business through regulations and license requirements restricting (i) foreign investment in the Internet, retail and delivery sectors, (ii) Internet content and (iii) the sale of media and other products. In order to meet local ownership and regulatory licensing requirements, Joyo Amazon's business is operated by PRC companies owned by nominee shareholders who are PRC nationals. Although we believe Joyo Amazon's structure complies with existing PRC laws, it involves unique risks. There are substantial uncertainties regarding the interpretation of PRC laws and regulations, and it is possible that the PRC government will ultimately take a view contrary to ours. If Joyo Amazon (including its subsidiary and affiliates) were found to be in violation of any existing or future PRC laws or regulations or if interpretations of those laws and regulations were to change, the business could be subject to fines and other financial penalties, have its licenses revoked or be forced to shut down entirely. In addition, if Joyo Amazon were unable to enforce its contractual relationships with respect to management and control of its business, it might be unable to continue to operate the business.

***If We Do Not Successfully Optimize and Operate Our Fulfillment Centers, Our Business Could Be Harmed***

If we do not adequately predict customer demand or otherwise optimize and operate our fulfillment centers successfully, it could result in excess or insufficient inventory or fulfillment capacity, result in increased costs, impairment charges, or both, or harm our business in other ways. A failure to optimize inventory will increase our net shipping cost by requiring long-zone or partial shipments. Orders from several of our websites are fulfilled primarily from a single location, and we have only a limited ability to reroute orders to third parties for drop-shipping. We and our co-sourcers may be unable to adequately staff our fulfillment and customer service centers. As we continue to add fulfillment and warehouse capability or add new businesses with different fulfillment requirements, our fulfillment network becomes increasingly complex and operating it becomes more challenging. If the other businesses on whose behalf we perform inventory fulfillment services deliver product to our fulfillment centers in excess of forecasts, we may be unable to secure sufficient storage space and may be unable to optimize our fulfillment centers. There can be no assurance that we will be able to operate our network effectively.

We rely on a limited number of shipping companies to deliver inventory to us and completed orders to our customers. If we are not able to negotiate acceptable terms with these companies or they experience performance problems or other difficulties, it could negatively impact our operating results and customer experience. In addition, our ability to receive inbound inventory efficiently and ship completed orders to customers also may be negatively affected by inclement weather, fire, flood, power loss, earthquakes, labor disputes, acts of war or terrorism, acts of God and similar factors.

Third parties either drop-ship or otherwise fulfill an increasing portion of our customers' orders, and we are increasingly reliant on the reliability, quality and future procurement of their services. Under some of our commercial agreements, we maintain the inventory of other companies, thereby increasing the complexity of tracking inventory and operating our fulfillment centers. Our failure to properly handle such inventory or the inability of these other companies to accurately forecast product demand would result in unexpected costs and other harm to our business and reputation.

***The Seasonality of Our Business Places Increased Strain on Our Operations***

We expect a disproportionate amount of our net sales to occur during our fourth quarter. If we do not stock or restock popular products in sufficient amounts such that we fail to meet customer demand, it could significantly affect our revenue and our future growth. If we overstock products, we may be required to take

significant inventory markdowns or write-offs, which could reduce gross profits. We may experience an increase in our net shipping cost due to complimentary upgrades, split-shipments, and additional long-zone shipments necessary to ensure timely delivery for the holiday season. If too many customers access our websites within a short period of time due to increased holiday demand, we may experience system interruptions that make our websites unavailable or prevent us from efficiently fulfilling orders, which may reduce the volume of goods we sell and the attractiveness of our products and services. In addition, we may be unable to adequately staff our fulfillment and customer service centers during these peak periods and delivery and other fulfillment companies and customer service co-sourcers may be unable to meet the seasonal demand. We also face risks described elsewhere in this Item 1A relating to fulfillment center optimization and inventory.

We generally have payment terms with our vendors that extend beyond the amount of time necessary to collect proceeds from our customers. As a result of holiday sales, at December 31 of each year, our cash, cash equivalents, and marketable securities balances typically reach their highest level (other than as a result of cash flows provided by or used in investing and financing activities). This operating cycle results in a corresponding increase in accounts payable at December 31. Our accounts payable balance generally declines during the first three months of the year, resulting in a corresponding decline in our cash, cash equivalents, and marketable securities balances.

***Our Business Could Suffer if We Are Unsuccessful in Making, Integrating, and Maintaining Commercial Agreements, Strategic Alliances, and Other Business Relationships***

We provide e-commerce services to other businesses, such as through our seller programs, including Webstore by Amazon and Fulfillment by Amazon, as well as through other commercial agreements, strategic alliances and business relationships. Under these agreements, we provide technology, fulfillment and other services, as well as enable sellers to offer products or services through our websites and power their websites. These arrangements are complex and require substantial personnel and resource commitments by us, which may limit the agreements we are able to enter into and our ability to integrate and deliver services under them. If we fail to implement, maintain, and develop the components of these commercial relationships, which may include fulfillment, customer service, inventory management, tax collection, payment processing, licensing of third-party software, hardware, and content, and engaging third parties to perform hosting and other services, these initiatives may not be viable. The amount of compensation we receive under certain of these agreements is partially dependent on the volume of the other company's sales. Therefore, if the other company's offering is not successful, the compensation we receive may be lower than expected or the agreement may be terminated. Moreover, we may not be able to enter into additional commercial relationships and strategic alliances on favorable terms. We also may be subject to claims from businesses to which we provide these services if we are unsuccessful in implementing, maintaining or developing these services.

As our agreements terminate, we may be unable to renew or replace these agreements on comparable terms, or at all. Some of our agreements involve high margin services, such as marketing and promotional agreements, and as they expire they may be replaced, if at all, by agreements involving lower margin services. We may in the future enter into amendments on less favorable terms or encounter parties that have difficulty meeting their contractual obligations to us, which could adversely affect our operating results.

Our present and future e-commerce services agreements, other commercial agreements, and strategic alliances create additional risks such as:

- disruption of our ongoing business, including loss of management focus on existing businesses;
- impairment of other relationships;
- variability in revenue and income from entering into, amending, or terminating such agreements or relationships; and
- difficulty integrating under the commercial agreements.

### *Our Business Could Suffer if We Are Unsuccessful in Making, Integrating, and Maintaining Acquisitions and Investments*

We have acquired and invested in a number of companies, and we may acquire or invest in or enter into joint ventures with additional companies. These transactions create risks such as:

- disruption of our ongoing business, including loss of management focus on existing businesses;
- problems retaining key personnel;
- additional operating losses and expenses of the businesses we acquired or in which we invested;
- the potential impairment of amounts capitalized as intangible assets and goodwill as part of the acquisition;
- the potential impairment of customer and other relationships of the company we acquired or in which we invested or our own customers as a result of any integration of operations;
- the difficulty of incorporating acquired technology and rights into our offerings and unanticipated expenses related to such integration;
- the difficulty of integrating a new company's accounting, financial reporting, management, information, human resource and other administrative systems to permit effective management, and the lack of control if such integration is delayed or not implemented;
- the difficulty of implementing at companies we acquire the controls, procedures and policies appropriate for a larger public company;
- potential unknown liabilities associated with a company we acquire or in which we invest; and
- for foreign transactions, additional risks related to the integration of operations across different cultures and languages, and the economic, political, and regulatory risks associated with specific countries.

As a result of future acquisitions or mergers, we might need to issue additional equity securities, spend our cash, or incur debt, contingent liabilities, or amortization expenses related to intangible assets, any of which could reduce our profitability and harm our business. In addition, valuations supporting our acquisitions and strategic investments could change rapidly given the current global economic climate. We could determine that such valuations have experienced impairments or other-than-temporary declines in fair value which could adversely impact our financial results.

### *We Have Foreign Exchange Risk*

The results of operations of, and certain of our intercompany balances associated with, our international websites are exposed to foreign exchange rate fluctuations. Upon translation, operating results may differ materially from expectations, and we may record significant gains or losses on the remeasurement of intercompany balances. As we have expanded our international operations, our exposure to exchange rate fluctuations has increased.

In addition, our 6.875% Premium Adjustable Convertible Securities due 2010 ("6.875% PEACS") are denominated in Euros and increases in the Euro relative to the U.S. Dollar increase the U.S. Dollar amount we owe as interest and principal on the 6.875% PEACS. We also hold cash equivalents and/or marketable securities primarily in Euros, British Pounds, and Japanese Yen. If the U.S. Dollar strengthens compared to these currencies, cash equivalents and marketable securities balances, when translated, may be materially less than expected and vice versa.

### *The Loss of Key Senior Management Personnel Could Negatively Affect Our Business*

We depend on our senior management and other key personnel, particularly Jeffrey P. Bezos, our President, CEO, and Chairman. We do not have "key person" life insurance policies. The loss of any of our executive officers or other key employees could harm our business.

*System Interruption and the Lack of Integration and Redundancy in Our Systems May Affect Our Sales*

Customer access to our websites and the speed with which a customer navigates and makes purchases on our websites affect our net sales, operating results and the attractiveness of our products and services. We experience occasional system interruptions and delays that make our websites unavailable or slow to respond and prevent us from efficiently fulfilling orders or providing services to third parties, which may reduce our net sales and the attractiveness of our products and services. If we are unable to continually add software and hardware, effectively upgrade our systems and network infrastructure and take other steps to improve the efficiency of our systems, it could cause system interruptions or delays and adversely affect our operating results.

Our computer and communications systems and operations could be damaged or interrupted by fire, flood, power loss, telecommunications failure, earthquakes, acts of war or terrorism, acts of God, computer viruses, physical or electronic break-ins, and similar events or disruptions. Any of these events could cause system interruption, delays, and loss of critical data, and could prevent us from accepting and fulfilling customer orders and providing services, which would make our product and service offerings less attractive. Our systems are not fully redundant and our disaster recovery planning may not be sufficient. In addition, we may have inadequate insurance coverage to compensate us for any related losses. Any of these events could damage our reputation and be expensive to remedy.

*We Have Outstanding Debt and May Incur Additional Debt in the Future*

We have outstanding debt and may incur substantial additional debt in the future. As a result, a significant portion of our future cash flow from operating activities may be dedicated to the payment of interest and the repayment of principal on such indebtedness, with no guarantee that we will be able to meet our debt service obligations. If we are unable to generate sufficient cash flow or obtain funds for required payments, or if we fail to comply with our debt covenants, we will be in default. We may not be able to refinance our debt on terms acceptable to us, or at all, and there can be no assurance that additional lines-of-credit or financing instruments will be available in amounts or on terms acceptable to us, if at all. A lack or high cost of credit could limit our ability to obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions or other purposes in the future, as needed; to plan for, or react to, changes in technology and in our business and competition; and to react in the event of an economic downturn.

*We Face Significant Inventory Risk*

In addition to risks described elsewhere in this Item 1A relating to fulfillment center and inventory optimization by us and third parties, we are exposed to significant inventory risks that may adversely affect our operating results as a result of seasonality, new product launches, rapid changes in product cycles, changes in consumer demand and consumer spending patterns, changes in consumer tastes with respect to our products and other factors. We endeavor to accurately predict these trends and avoid overstocking or understocking products we manufacture and/or sell. Demand for products, however, can change significantly between the time inventory or components are ordered and the date of sale. In addition, when we begin selling or manufacturing a new product, it may be difficult to establish vendor relationships, determine appropriate product or component selection, and accurately forecast demand. The acquisition of certain types of inventory or components may require significant lead-time and prepayment and they may not be returnable. We carry a broad selection and significant inventory levels of certain products, such as consumer electronics, and we may be unable to sell products in sufficient quantities or during the relevant selling seasons. Any one of the inventory risk factors set forth above may adversely affect our operating results.

*We May Not Be Able to Adequately Protect Our Intellectual Property Rights or May Be Accused of Infringing Intellectual Property Rights of Third Parties*

We regard our trademarks, service marks, copyrights, patents, trade dress, trade secrets, proprietary technology, and similar intellectual property as critical to our success, and we rely on trademark, copyright, and patent law, trade secret protection, and confidentiality and/or license agreements with our employees, customers,

and others to protect our proprietary rights. Effective intellectual property protection may not be available in every country in which our products and services are made available. We also may not be able to acquire or maintain appropriate domain names in all countries in which we do business. Furthermore, regulations governing domain names may not protect our trademarks and similar proprietary rights. We may be unable to prevent third parties from acquiring domain names that are similar to, infringe upon, or diminish the value of our trademarks and other proprietary rights.

We may not be able to discover or determine the extent of any unauthorized use of our proprietary rights. Third parties that license our proprietary rights also may take actions that diminish the value of our proprietary rights or reputation. The protection of our intellectual property may require the expenditure of significant financial and managerial resources. Moreover, the steps we take to protect our intellectual property may not adequately protect our rights or prevent third parties from infringing or misappropriating our proprietary rights. We also cannot be certain that others will not independently develop or otherwise acquire equivalent or superior technology or other intellectual property rights.

Other parties also may claim that we infringe their proprietary rights. We have been subject to, and expect to continue to be subject to, claims and legal proceedings regarding alleged infringement by us of the intellectual property rights of third parties. Such claims, whether or not meritorious, may result in the expenditure of significant financial and managerial resources, injunctions against us or the payment of damages. We may need to obtain licenses from third parties who allege that we have infringed their rights, but such licenses may not be available on terms acceptable to us or at all. In addition, we may not be able to obtain or utilize on terms that are favorable to us, or at all, licenses or other rights with respect to intellectual property we do not own in providing e-commerce services to other businesses and individuals under commercial agreements. These risks have been amplified by the increase in third parties whose sole or primary business is to assert such claims.

Our digital content offerings depend in part on effective digital rights management technology to control access to digital content. If the digital rights management technology that we use is compromised or otherwise malfunctions, we could be subject to claims, and content providers may be unwilling to include their content in our service.

***We Have a Rapidly Evolving Business Model and Our Stock Price Is Highly Volatile***

We have a rapidly evolving business model. The trading price of our common stock fluctuates significantly in response to, among other risks, the risks described elsewhere in this Item 1A, as well as:

- changes in interest rates;
- conditions or trends in the Internet and the e-commerce industry;
- quarterly variations in operating results;
- fluctuations in the stock market in general and market prices for Internet-related companies in particular;
- changes in financial estimates by us or securities analysts and recommendations by securities analysts;
- changes in our capital structure, including issuance of additional debt or equity to the public;
- changes in the valuation methodology of, or performance by, other e-commerce companies; and
- transactions in our common stock by major investors and certain analyst reports, news, and speculation.

Volatility in our stock price could adversely affect our business and financing opportunities and force us to increase our cash compensation to employees or grant larger stock awards than we have historically, which could hurt our operating results or reduce the percentage ownership of our existing stockholders, or both.

***Government Regulation of the Internet and E-commerce Is Evolving and Unfavorable Changes Could Harm Our Business***

We are subject to general business regulations and laws, as well as regulations and laws specifically governing the Internet and e-commerce. Existing and future laws and regulations may impede the growth of the Internet or online services. These regulations and laws may cover taxation, privacy, data protection, pricing, content, copyrights, distribution, mobile communications, electronic contracts and other communications, consumer protection, the provision of online payment services, unencumbered Internet access to our services, the design and operation of websites, and the characteristics and quality of products and services. It is not clear how existing laws governing issues such as property ownership, libel, and personal privacy apply to the Internet and e-commerce. Jurisdictions may regulate consumer-to-consumer online businesses, including certain aspects of our seller programs. Unfavorable regulations and laws could diminish the demand for our products and services and increase our cost of doing business.

***Taxation Risks Could Subject Us to Liability for Past Sales and Cause Our Future Sales to Decrease***

We do not collect sales or other taxes on shipments of most of our goods into most states in the U.S. Under some of our commercial agreements, the other company is the seller of record, and we are obligated to collect sales tax in accordance with that company's instructions. We may enter into additional agreements requiring similar tax collection obligations. Our fulfillment center and customer service center networks, and any future expansion of them, along with other aspects of our evolving business, may result in additional sales and other tax obligations.

Currently, U.S. Supreme Court decisions restrict the imposition of obligations to collect state and local sales and use taxes with respect to sales made over the Internet. However, a number of states, as well as the U.S. Congress, have been considering or adopted initiatives that could limit or supersede the Supreme Court's position regarding sales and use taxes on Internet sales. If these initiatives are successful, we could be required to collect sales and use taxes in additional states. The imposition by state and local governments of various taxes upon Internet commerce could create administrative burdens for us, put us at a competitive disadvantage if they do not impose similar obligations on all of our online competitors and decrease our future sales.

We collect consumption tax (including value added tax, goods and services tax, and provincial sales tax) as applicable on goods and services sold by us that are ordered on our international sites. Additional foreign countries may seek to impose sales or other tax collection obligations on us.

A successful assertion by one or more states or foreign countries that we should collect sales or other taxes on the sale of merchandise or services could result in substantial tax liabilities for past sales, decrease our ability to compete with traditional retailers, and otherwise harm our business.

***We Could be Subject to Additional Income Tax Liabilities***

We are subject to income taxes in the United States and numerous foreign jurisdictions. Significant judgment is required in evaluating our worldwide provision for income taxes. During the ordinary course of business, there are many transactions for which the ultimate tax determination is uncertain. For example, our effective tax rates could be adversely affected by earnings being lower than anticipated in countries where we have lower statutory rates and higher than anticipated in countries where we have higher statutory rates, by changes in the valuation of our deferred tax assets and liabilities, or by changes in the relevant tax, accounting and other laws, regulations, principles and interpretations. We are subject to audit in various jurisdictions, and such jurisdictions may assess additional income tax against us. Although we believe our tax estimates are reasonable, the final determination of tax audits and any related litigation could be materially different from our historical income tax provisions and accruals. The results of an audit or litigation could have a material effect on our operating results or cash flows in the period or periods for which that determination is made.

*Our Vendor Relationships Subject Us to a Number of Risks*

We have significant vendors that are important to our sourcing, manufacturing and any related ongoing servicing of merchandise and content. We do not have long-term arrangements with most of our vendors to guarantee availability of merchandise, content, components or services, particular payment terms, or the extension of credit limits. If our current vendors were to stop selling merchandise, content, components or services to us on acceptable terms, including as a result of one or more vendor bankruptcies due to poor economic conditions, we may be unable to procure from other vendors in a timely and efficient manner and on acceptable terms, or at all.

*We May Be Subject to Product Liability Claims if People or Property Are Harmed by the Products We Sell*

Some of the products we sell or manufacture may expose us to product liability claims relating to personal injury, death, or environmental or property damage, and may require product recalls or other actions. Certain third parties also sell products using our e-commerce platform that may increase our exposure to product liability claims, such as if these sellers do not have sufficient protection from such claims. Although we maintain liability insurance, we cannot be certain that our coverage will be adequate for liabilities actually incurred or that insurance will continue to be available to us on economically reasonable terms, or at all. In addition, some of our agreements with our vendors and sellers do not indemnify us from product liability.

*We Are Subject to Payments-Related Risks*

We accept payments using a variety of methods, including credit card, debit card, credit accounts (including promotional financing), gift certificates, direct debit from a customer's bank account, consumer invoicing, physical bank check and payment upon delivery. As we offer new payment options to our customers, we may be subject to additional regulations, compliance requirements, and fraud. For certain payment methods, including credit and debit cards, we pay interchange and other fees, which may increase over time and raise our operating costs and lower our profit margins. We rely on third parties to provide payment processing services, including the processing of credit cards, debit cards, electronic checks, and promotional financing, and it could disrupt our business if these companies become unwilling or unable to provide these services to us. We are also subject to payment card association operating rules, certification requirements and rules governing electronic funds transfers, which could change or be reinterpreted to make it difficult or impossible for us to comply. If we fail to comply with these rules or requirements, we may be subject to fines and higher transaction fees and lose our ability to accept credit and debit card payments from our customers, process electronic funds transfers, or facilitate other types of online payments, and our business and operating results could be adversely affected. We also offer co-branded credit card programs that represent a significant component of our services revenue and generate high margins. If one or more of these agreements are terminated and we are unable to replace them on similar terms, or at all, it could adversely affect our operating results.

In addition, we qualify as a money services business in certain jurisdictions because we enable customers to keep account balances with us and transfer money to third parties, and because we provide services to third parties to facilitate payments on their behalf. In these jurisdictions, we may be subject to requirements for licensing, regulatory inspection, bonding, the handling of transferred funds and consumer disclosures. We are also subject to or voluntarily comply with a number of other laws and regulations relating to money laundering, international money transfers, privacy and information security and electronic fund transfers. If we were found to be in violation of applicable laws or regulations, we could be subject to civil and criminal penalties or forced to cease our payments services business.

*We Could Be Liable for Breaches of Security on Our Websites*

Although we have developed systems and processes that are designed to protect consumer information and prevent fraudulent payment transactions and other security breaches, failure to prevent or mitigate such fraud or breaches may adversely affect our operating results.

*We Could Be Liable for Fraudulent or Unlawful Activities of Sellers*

The law relating to the liability of providers of online payment services is currently unsettled. In addition, governmental agencies could require changes in the way this business is conducted. Under our seller programs, we may be unable to prevent sellers from collecting payments, fraudulently or otherwise, when buyers never receive the products they ordered or when the products received are materially different from the sellers' descriptions. Under our A2Z Guarantee, we reimburse buyers for payments up to certain limits in these situations, and as our marketplace seller sales grow, the cost of this program will increase and could negatively affect our operating results. We also may be unable to prevent sellers on our sites or through other seller sites from selling unlawful goods, from selling goods in an unlawful manner, or violating the proprietary rights of others, and could face civil or criminal liability for unlawful activities by our sellers.

**Item 1B.** ***Unresolved Staff Comments***

None.

**Item 2.** ***Properties***

As of December 31, 2008, we operated the following facilities:

| Description of Use | Square Footage (1) (in thousands) | Operating Segments | Lease Expirations (1) |
|---|---|---|---|
| Corporate office facilities | 1,416 | North America | From 2009 through 2017 |
| Corporate office facilities | 473 | International | From 2009 through 2016 |
| Sub-total | 1,889 | | |
| Fulfillment and warehouse operations | 11,973 | North America | From 2009 through 2018 |
| Fulfillment and warehouse operations | 5,321 | International | From 2009 through 2025 |
| Sub-total | 17,294 | | |
| Customer service and other | 368 | North America | From 2009 through 2021 |
| Customer service and other | 175 | International | From 2010 through 2016 |
| Sub-total | 543 | | |
| Total | 19,726 | | |

(1) Represents the total leased space excluding sub-leased space.

We lease our corporate headquarters in Seattle, Washington. We also lease additional corporate office, fulfillment and warehouse operations, customer service, and other facilities throughout the United States, principally in Arizona, California, Delaware, Florida, Indiana, Kansas, Kentucky, Michigan, Nevada, New Hampshire, New Jersey, North Dakota, Pennsylvania, South Carolina, Texas, Virginia, Washington, West Virginia, and Wisconsin. Outside of the United States, we also lease corporate office, fulfillment and warehouse operations, customer service, and other facilities, principally in China, Costa Rica, France, Germany, India, Ireland, Japan, Luxembourg, and the United Kingdom. We periodically evaluate our facility requirements as necessary.

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**Item 3.** ***Legal Proceedings***

See Item 8 of Part II, "Financial Statements and Supplementary Data—Note 7—Commitments and Contingencies—Legal Proceedings."

**Item 4.** ***Submission of Matters to a Vote of Security Holders***

No matters were submitted for a vote of our shareholders during the fourth quarter of 2008.

## PART II

**Item 5.** ***Market for the Registrant's Common Stock, Related Shareholder Matters and Issuer Purchases of Equity Securities***

*Market Information*

Our common stock is traded on the Nasdaq Global Select Market under the symbol "AMZN." The following table sets forth the high and low closing prices for our common stock for the periods indicated, as reported by the Nasdaq Global Select Market.

| | High | Low |
|---|---|---|
| Year ended December 31, 2007 | | |
| First Quarter | $ 41.51 | $36.43 |
| Second Quarter | 73.65 | 40.42 |
| Third Quarter | 93.48 | 68.73 |
| Fourth Quarter | 100.82 | 77.00 |
| Year ended December 31, 2008 | | |
| First Quarter | $ 96.25 | $62.43 |
| Second Quarter | 84.51 | 71.99 |
| Third Quarter | 88.09 | 63.35 |
| Fourth Quarter | 69.58 | 35.03 |

*Holders*

As of January 15, 2009, there were 3,552 shareholders of record of our common stock, although there are a much larger number of beneficial owners.

*Dividends*

We have never declared or paid cash dividends on our common stock. See Item 7 of Part II, "Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources."

*Recent Sales of Unregistered Securities*

None.

*Issuer Purchases of Equity Securities*

On February 8, 2008, we publicly announced that our Board of Directors had authorized the Company to repurchase up to $1 billion of the Company's common stock on or before February 8, 2010. We may make these purchases in the open market or through privately negotiated transactions and in discretionary purchases or pursuant to pre-established purchase plans. The table below sets forth information regarding our purchases of our common stock during Q4 2008 (in millions, except per share data):

| | Total Number of Shares Purchased | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Program | Approximate Dollar Value of Shares that May Yet be Purchased Under the Program |
|---|---|---|---|---|
| October 1 - October 31, 2008 | — | $ — | — | $ 1,000 |
| November 1 - November 30, 2008 | 2.2 | 45.78 | 2.2 | 900 |
| December 1 - December 31, 2008 | — | — | — | 900 |
| Total | 2.2 | | 2.2 | |