

PUBLIX SUPER MARKETS INC
Form 11-K
June 29, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2016

OR

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

For the transition period from _____ to _____

Commission File Number 0-00981

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

PUBLIX SUPER MARKETS, INC. 401(k) SMART PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

PUBLIX SUPER MARKETS, INC.
3300 PUBLIX CORPORATE PARKWAY
LAKELAND, FLORIDA 33811

PUBLIX SUPER MARKETS, INC.
401(k) SMART PLAN
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Schedule and Exhibits

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Report of Independent Registered Public Accounting Firm

Plan Administrator
Publix Super Markets, Inc.

401(k) SMART Plan:

We have audited the accompanying statements of net assets available for plan benefits of the Publix Super Markets, Inc. 401(k) SMART Plan (the Plan) as of December 31, 2016 and 2015, and the related statements of changes in net assets available for plan benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits 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 the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2016 and 2015, and the changes in net assets available for benefits for the years then ended in conformity with U.S. generally accepted accounting principles.

The supplemental information in the accompanying Schedule H, Line 4i, Schedule of Assets (Held at End of Year) as of December 31, 2016 has been subjected to audit procedures performed in conjunction with the audit of the Plan's 2016 financial statements. The supplemental information is presented for the purpose of additional analysis and is not a required part of the financial statements but include supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

The supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information in the accompanying Schedule H, Line 4i, Schedule of Assets (Held at End of Year) as of December 31, 2016 is fairly stated in all material respects in relation to the 2016 financial statements as a whole.

/s/ KPMG LLP

June 29, 2017

Tampa, Florida

Certified Public Accountants

PUBLIX SUPER MARKETS, INC.
 401(k) SMART PLAN
 Statements of Net Assets Available for Plan Benefits
 December 31, 2016 and 2015

	2016	2015
Assets		
Investments, at fair value	\$3,391,778,445	3,663,025,243
Notes receivable from participants	119,751,825	113,927,018
Employer contribution receivable	30,237,646	31,416,334
Total assets	3,541,767,916	3,808,368,595
Liabilities		
Excess contributions payable	3,083,140	3,493,257
Total liabilities	3,083,140	3,493,257
Net assets available for plan benefits	\$3,538,684,776	3,804,875,338

See accompanying notes to financial statements.

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PUBLIX SUPER MARKETS, INC.
 401(k) SMART PLAN
 Statements of Changes in Net Assets
 Available for Plan Benefits
 Years ended December 31, 2016 and 2015

	2016	2015
Additions (reductions) to net assets attributed to:		
Contributions:		
Participant	\$168,480,712	159,701,790
Employer - stock	30,237,646	31,416,334
Total contributions	198,718,358	191,118,124
Investment (loss) income:		
Net (depreciation) appreciation of investments	(286,243,059)	437,406,718
Dividends	65,442,209	63,392,588
Interest	3,953,795	3,555,585
Total investment (loss) income	(216,847,055)	504,354,891
Total (reductions) additions	(18,128,697)	695,473,015
Deductions from net assets attributed to:		
Benefits paid to participants	246,833,927	222,351,326
Fees paid by participants	1,227,938	1,205,015
Total deductions	248,061,865	223,556,341
Net (decrease) increase	(266,190,562)	471,916,674
Net assets available for plan benefits:		
Beginning of year	3,804,875,338	3,332,958,664
End of year	\$3,538,684,776	3,804,875,338

See accompanying notes to financial statements.

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PUBLIX SUPER MARKETS, INC.
401(k) SMART PLAN
Notes to Financial Statements

(1) Description of Plan and Summary of Accounting Policies

The following brief description of the Publix Super Markets, Inc. 401(k) SMART Plan (the “Plan”) provides only general information. Participants should refer to the Plan document or the summary plan description for a complete description of the Plan provisions.

(a) General

The Plan is a voluntary defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). Employees of Publix Super Markets, Inc. and its wholly owned subsidiaries, Publix Alabama, LLC, Publix Asset Management Company and Publix North Carolina Employee Services, LLC (the “Company” or “Publix”) are eligible to participate in the Plan six months after their hire date, if they are at least 18 years of age. The Plan year is a calendar year.

(b) Plan Amendments

There were no plan amendments during the 2016 and 2015 Plan years.

(c) Contributions

Eligible employees may contribute up to 10% of their eligible compensation, subject to the maximum contribution limits established by federal law. Participants direct the investment allocations of their contributions and the earnings thereon among 12 investment fund options offered under the Plan. The Company may make a discretionary annual matching contribution to the accounts of eligible participants of the Plan as determined by the Company’s Board of Directors. During 2016 and 2015, the Company’s Board of Directors approved a match of 50% of an eligible participant’s contributions up to 3% of eligible compensation, not to exceed a maximum match of \$750 per participant. The match, which is determined as of the last day of the Plan year and paid by the Company in the subsequent Plan year, is in common stock of Publix Super Markets, Inc. (“Publix Stock”). Participants may direct the investment allocations of their matching contributions and the earnings thereon by requesting a transfer from the Publix Stock Fund to any of the other investment fund options offered under the Plan. The Plan Administrator processes transfer requests on the next valuation effective date for Publix Stock.

(d) Participant Accounts

Two separate accounts are maintained for each participant, a Savings Contributions Account and a Matching Contributions Account (the “Accounts”). Plan earnings are allocated and credited to the Accounts as of each valuation date. Each participant’s share of earnings is determined by the Plan Administrator, on a weighted average basis, so that each participant receives a pro-rata share. Forfeitures of non-vested Matching Contributions Accounts of participants and of Accounts of separated participants or beneficiaries that cannot be located after two years are used to reduce future Company matching contributions. Forfeitures totaled \$2,519,910 and \$222,132 as of December 31, 2016 and 2015, respectively. Forfeitures, and earnings thereon, totaling \$2,517,445 and \$220,829 were used to reduce the Company matching contributions for the years ended December 31, 2016 and 2015, respectively. The increase in forfeitures was due to forfeited distribution checks for participants that the Plan Administrator was unable to locate for prior Plan years.

PUBLIX SUPER MARKETS, INC.
401(k) SMART PLAN
Notes to Financial Statements

(e) Vesting

Participants are immediately vested in their contributions and earnings thereon. Company matching contributions and earnings thereon are generally 100% vested upon completing three years of credited service, reaching age 60, total disability or death. Matching contributions cannot be withdrawn or distributed until vested.

(f) Notes Receivable from Participants

All actively employed participants with available account balances may apply for a loan from their Accounts. The minimum amount a participant may borrow is \$1,000. The maximum amount a participant may borrow is the lesser of: 1) 50% of the balances in the participant's Savings Contributions Account and vested Matching Contributions Account; or 2) \$50,000, less the participant's highest outstanding loan balance during the previous 12 month period. However, the value of any shares held by the participant in the Publix Stock component of the Publix Stock Fund cannot be borrowed. Participants may initiate one loan each year and may only have one outstanding loan at a time. All administration costs incurred as a result of a loan are paid by the participant. The interest rate is determined by Voya Institutional Plan Services as of the first business day of each calendar quarter based on the United States ("U.S.") prime interest rate as published in the Wall Street Journal. The interest rate on a loan is fixed for the term of the loan. Participant loans are classified as notes receivable from participants in the statements of net assets available for plan benefits and measured at their unpaid principal balance plus any accrued but unpaid interest.

A participant can choose a repayment term of up to five years. Repayments of principal and interest are made through after-tax payroll deductions each pay period. Repayments of principal and interest are credited pro-rata to the participant's Savings Contributions Account and Matching Contributions Account from which the loan was originally funded and reinvested according to the participant's current investment elections. Upon separation of employment, all unpaid principal and accrued but unpaid interest on any loan outstanding is immediately due and payable. Participants may repay a loan in total at any time after the loan has been in effect for at least 90 days and participants must wait 30 days between paying off one loan and initiating a new loan.

(g) Distribution of Benefits

Benefits are recorded when paid.

A participant who reaches age 59½ and who is actively employed by the Company may elect to withdraw all or a portion of his/her Savings Contributions Account and the vested portion of his/her Matching Contributions Account.

Upon separation of service, retirement, disability or death, a participant or his/her beneficiary may elect to receive full distribution of his/her Savings Contributions Account and vested Matching Contributions Account as of the valuation date immediately preceding the date of distribution, subject to certain restrictions on the sale of Publix Stock. If the value of the participant's vested Accounts is \$1,000 or less, the participant generally will receive an automatic distribution from the Plan as soon as administratively practicable. If the value of the participant's vested Accounts exceeds \$1,000 and the participant is not 62 years of age or older, the participant may elect to defer distribution. Payment of a deferred distribution must be made to a participant no later than April 1 of the Plan year immediately following the Plan year in which the participant reaches age 62.

PUBLIX SUPER MARKETS, INC.
401(k) SMART PLAN
Notes to Financial Statements

If the value of a deceased participant's Savings Contributions and Matching Contributions Accounts is \$5,000 or less, the participant's beneficiary generally will receive an automatic distribution from the Plan as soon as administratively practicable. If the value of a deceased participant's Accounts exceeds \$5,000, the beneficiary may elect to defer distribution. Payment of a deferred distribution must be made to a beneficiary other than a surviving spouse by December 31 of the calendar year containing the fifth anniversary of the participant's death. If the beneficiary is the participant's surviving spouse, distribution can be deferred until the participant would have reached age 70½.

(h) Termination of Plan

The Company expects to continue the Plan indefinitely, but is not contractually obligated to do so. The Company reserves the right to discontinue its contributions at any time and the right to amend or discontinue the Plan at any time. If the Plan is ever terminated, participants will be fully vested in all amounts credited to their Matching Contributions Accounts.

(i) Basis of Accounting

The financial statements of the Plan are prepared using the accrual basis of accounting.

(j) Investments

The Plan's investments are stated at fair value. Quoted active market prices are used to value shares of mutual funds. Investment in Publix Stock represented 83.2% and 85.1% of the Plan's net assets available for plan benefits as of December 31, 2016 and 2015, respectively. Because Publix Stock is not traded on an established securities market, the market price of Publix Stock is determined by the Trustee responsible for maintaining custody of the Publix Stock component of the Publix Stock Fund. As part of the process to determine the value of Publix Stock, an independent valuation is obtained. The process includes comparing the Company's financial results to those of comparable companies that are publicly traded ("comparable publicly traded companies"). The purpose of the process is to determine a value for Publix Stock that is comparable to the stock value of comparable publicly traded companies by considering both the results of the stock market and the relative financial results of comparable publicly traded companies. Readily determinable fair value is used to value the Plan's interests in collective investment funds. There are no unfunded commitments or restrictions on redemptions by participants of the collective investment funds.

Purchases and sales of securities are recorded on a trade date basis. Dividends are recorded on the ex-dividend date.

(k) Investment Risk

Investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements and supplemental schedule of the Plan.

PUBLIX SUPER MARKETS, INC.
401(k) SMART PLAN
Notes to Financial Statements

(1) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires the Plan to make estimates and assumptions that affect the reported amounts of net assets available for plan benefits and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of changes in net assets available for plan benefits during the reporting period. Actual results could differ from those estimates.

(2) Administration of the Plan

Voya Institutional Trust Company, the Primary Trustee for the Plan, is responsible for the investment funds and other assets in which the employee contributions are invested, excluding Publix Stock. Tina P. Johnson is the Trustee responsible for the Publix Stock component of the Publix Stock Fund. Voya Institutional Plan Services serves as the third-party Plan Administrator. Officers and employees of the Company perform certain administrative functions for the Plan with no compensation from the Plan. The Plan administration costs are paid by the Company, except as follows:

Loan fees of \$528,675 and \$540,600 for the years ended December 31, 2016 and 2015, respectively, were deducted from the Accounts of participants who received loans and were paid to the third-party Plan Administrator.

Administrative fees of \$405,855 and \$373,692 for the years ended December 31, 2016 and 2015, respectively, were deducted from the Accounts of former employees and beneficiaries and were paid to the third-party Plan Administrator.

Florida stamp taxes of \$184,327 and \$186,616 for the years ended December 31, 2016 and 2015, respectively, were deducted from the Accounts of participants who received loans in the state of Florida and were paid to the third-party Plan Administrator. The third-party Plan Administrator is responsible for reporting and remitting Florida stamp taxes to the Florida Department of Revenue.

Expedited check fees of \$109,081 and \$104,107 for the years ended December 31, 2016 and 2015, respectively, were deducted from the net distribution, loan and withdrawal proceeds issued to participants who elected overnight delivery of their checks and were paid to the third-party Plan Administrator.

(3) Investments

The Plan consists of the following investments:

(a) American Funds EuroPacific Growth Fund (R-4 Class)

This mutual fund seeks long-term capital growth by investing in companies located in Europe and the Pacific Basin.

(b) Baird Aggregate Bond Fund (Institutional Shares)

This mutual fund is actively managed and seeks an annual rate of total return, before fund expenses, that is greater than the annual rate of total return of the Bloomberg Barclays U.S. Aggregate Bond Index. The fund focuses on U.S. dollar-denominated debt securities of U.S. government and other public-sector entities, asset- and mortgage-backed obligations and corporate debt of U.S. and foreign issuers.

PUBLIX SUPER MARKETS, INC.

401(k) SMART PLAN

Notes to Financial Statements

(c) Dimensional Fund Advisors U.S. Small Cap Portfolio (I) Fund

This mutual fund seeks to achieve long-term capital appreciation. The fund uses a market capitalization approach to purchase a broad and diverse group of readily marketable securities of U.S. small cap companies. Effective October 1, 2015, the Dimensional Fund Advisors U.S. Small Cap Portfolio (I) Fund replaced the Royce Pennsylvania Mutual Fund (Investment Class) as the investment fund option for the small cap blend asset class.

(d) Invesco Stable Value Trust Fund (Class C)

This collective investment fund seeks to preserve principal and provide interest income reasonably obtained under prevailing market conditions and rates, consistent with seeking to maintain required liquidity. The fund consists of investment grade, fixed and floating rate securities.

(e) Publix Stock Fund

This fund includes two components: Publix Stock and cash awaiting investment in Publix Stock. Cash awaiting investment in Publix Stock is invested in a short-term fixed income funding vehicle, State Street Institutional U.S. Government Money Market Fund (Premier Class), a mutual fund. The cash component of this fund includes employee contributions and loan repayments, transfers from other investments to purchase Publix Stock, dividends earned on Publix Stock and income earned on all of these deposits. The cash component of this fund is used to purchase Publix Stock on specified purchase dates. Effective September 30, 2016, the State Street Institutional U.S. Government Money Market Fund (Premier Class) replaced the State Street Institutional Liquid Reserves Fund (Premier Class) as the investment vehicle for the cash component of this fund.

(f) State Street S&P 500 Index Fund (Class N)

This collective investment fund seeks to replicate the Standard & Poor's 500 Index ("S&P 500 Index"), an index made up of 500 common stocks of U.S. companies that is generally considered to be representative of the overall U.S. stock market. The fund buys and holds stocks in the same market-weighted proportions as the S&P 500 Index. Effective September 23, 2016, the fund changed from Class E to Class N.

(g) State Street S&P Mid Cap Index Fund (Class XII)

This collective investment fund seeks to replicate the Standard & Poor's MidCap 400 Index ("S&P MidCap 400 Index"). The fund buys and holds stocks in the same market-weighted proportions as the S&P MidCap 400 Index.

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Notes to Financial Statements

(h) State Street Strategic Balanced Funds

These collective investment funds use an asset allocation approach to provide for both current income and capital growth. The underlying investments of these funds are stock and fixed income funds, both invested in a passive manner. These funds offer diversification by blending risk across different types of investments (i.e., aggressive, moderate and conservative). The three State Street Strategic Balanced Funds are:

Aggressive Strategic Balanced Fund (Class I)

This fund seeks to provide growth of principal and some income by matching a diversified composite benchmark that is made up of 85% stocks and 15% bonds.

Moderate Strategic Balanced Fund (Class I)

This fund seeks to provide income and growth of principal by matching a diversified composite benchmark that is made up of 55% stocks and 45% bonds.

Conservative Strategic Balanced Fund (Class I)

This fund seeks to provide income and some growth of principal by matching a diversified composite benchmark that is made up of 75% bonds and 25% stocks.

(i) T. Rowe Price Blue Chip Growth Fund

This mutual fund seeks long-term capital growth by investing primarily in common stocks of well-established large- and medium-sized companies. This fund focuses on “blue chip” companies that have strong financial results and seasoned management teams.

(j) T. Rowe Price Value Fund

This mutual fund seeks long-term capital growth and, secondarily, income by investing in common stocks believed to be undervalued in the marketplace. The fund focuses on “bargain” stocks that offer an opportunity for capital appreciation as other investors recognize the company’s real value.

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Notes to Financial Statements

The Plan's investments [including gains (losses) on investments bought and sold, as well as held during the year] (depreciated) appreciated in value by (\$286,243,059) and \$437,406,718, during 2016 and 2015, respectively.

The fair value of investments is based on market prices using the following measurement categories:

Level 1 - Fair value is determined by using quoted prices in active markets for identical investments. Investments included in this category are the mutual funds.

Level 2 - Fair value is determined by using other than quoted prices in active markets. By using observable inputs (such as similar securities), the fair value is determined through the use of models or other valuation methodologies (such as benchmarking of similar securities and using readily determinable fair value where the fair value per share is determined and published on a regular basis on a non-active market and is the basis for current transactions).

Investments included in this category are Publix Stock and collective investment funds.

Level 3 - Fair value is determined by using other than observable inputs. Fair value is determined by using the best information available in the circumstances and requires significant management judgment or estimation. No investments are included in this category.

Following is a summary of fair value measurements for investments as of December 31, 2016 and 2015:

Level Level

1 2