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

FORM 10-Q

(Mark One)

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

For the quarterly period ended December 31, 2016

OR

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

For the transition period from _______ to _______

Commission File Number 001-36111

AMERICAN HONDA FINANCE CORPORATION
(Exact name of registrant as specified in its charter)

California (State or other jurisdiction of incorporation or organization)	**95-3472715** (IRS Employer Identification No.)
20800 Madrona Avenue, Torrance, California (Address of principal executive offices)	**90503** (Zip Code)

(310) 972-2555
(Registrant's telephone number, including area code)

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

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

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

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

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

As of January 31, 2017, the number of outstanding shares of common stock of the registrant was 13,660,000 all of which shares were held by American Honda Motor Co., Inc. None of the shares are publicly traded.

REDUCED DISCLOSURE FORMAT

American Honda Finance Corporation, a wholly-owned subsidiary of American Honda Motor Co., Inc., which in turn is a wholly-owned subsidiary of Honda Motor Co., Ltd., meets the requirements set forth in General Instruction H(1)(a) and (b) of Form 10-Q and is therefore filing this Form 10-Q with the reduced disclosure format.

AMERICAN HONDA FINANCE CORPORATION
QUARTERLY REPORT ON FORM 10-Q
For the quarter ended December 31, 2016

Table of Contents

Page

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements 1
Consolidated Balance Sheets (Unaudited) 1
Consolidated Statements of Income (Unaudited) 2
Consolidated Statements of Comprehensive Income (Unaudited) 2
Consolidated Statements of Changes in Equity (Unaudited) 3
Consolidated Statements of Cash Flows (Unaudited) 4
Notes to Consolidated Financial Statements (Unaudited) 5
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations 27
Item 3. Quantitative and Qualitative Disclosures About Market Risk 48
Item 4. Controls and Procedures 48

PART II – OTHER INFORMATION

Item 1. Legal Proceedings 49
Item 1A. Risk Factors 49
Item 2. Unregistered Sale of Equity Securities and Use of Proceeds 49
Item 3. Defaults Upon Senior Securities 49
Item 4. Mine Safety Disclosures 49
Item 5. Other Information 49
Item 6. Exhibits 49
Signature 50
Exhibit Index 51

Cautionary Statement Regarding Forward-Looking Statements

Certain statements included herein constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 that involve a number of risks and uncertainties. Certain such forward-looking statements can be identified by the use of forward-looking terminology such as “believes,” “expects,” “may,” “will,” “should,” “seeks,” “scheduled,” or “anticipates” or similar expressions or the negative thereof or other variations thereof or comparable terminology, or by discussions of strategy, plans, or intentions. In addition, all information included herein with respect to projected or future results of operations, cash flows, financial condition, financial performance, or other financial or statistical matters constitute forward-looking statements. Such forward-looking statements are necessarily dependent on assumptions, data, or methods that may be incorrect or imprecise and that may be incapable of being realized. The following factors, among others, could cause actual results and other matters to differ materially from those in such forward-looking statements:

- declines in the financial condition or performance of Honda Motor Co., Ltd. or the sales of Honda or Acura products;
- changes in economic and general business conditions;
- fluctuations in interest rates and currency exchange rates;
- the failure of our customers, dealers or counterparties in the financial industry to meet the terms of any contracts with us, or otherwise fail to perform as agreed;
- our inability to recover the estimated residual value of leased vehicles at the end of their lease terms;
- changes or disruption in our funding sources or access to the capital markets;
- changes in our, or Honda Motor Co., Ltd.’s, credit ratings;
- increases in competition from other financial institutions seeking to increase their share of financing of Honda and Acura products;
- changes in laws and regulations, including as a result of financial services legislation, and related costs;
- changes in accounting standards;
- a failure or interruption in our operations; and
- a security breach or cyber attack.

Additional information regarding these and other risks and uncertainties to which our business is subject is contained in our Annual Report on Form 10-K for the fiscal year ended March 31, 2016 that we filed with the Securities and Exchange Commission on June 23, 2016, and readers of this Quarterly Report should review the additional information contained in that report, and in any subsequent Quarterly Report on Form 10-Q that we file with the Securities and Exchange Commission. We do not intend, and undertake no obligation to, update any forward-looking information to reflect actual results or future events or circumstances, except as required by applicable law.

PART I – FINANCIAL INFORMATION

Item1. Financial Statements

AMERICAN HONDA FINANCE CORPORATION
AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS (UNAUDITED)

(U.S. dollars in millions, except share amounts)

	December 31, 2016	March 31, 2016
Assets		
Cash and cash equivalents	$ 711	$ 658
Finance receivables, net	35,751	35,793
Investment in operating leases, net	30,974	28,247
Due from Parent and affiliated companies	215	132
Income taxes receivable	284	514
Vehicles held for disposition	421	216
Other assets	887	751
Derivative instruments	248	342
Total assets	$ 69,491	$ 66,653
Liabilities and Equity		
Debt	$ 46,168	$ 44,776
Due to Parent and affiliated companies	78	81
Accrued interest expense	135	110
Deferred income taxes	8,715	8,109
Other liabilities	1,382	1,293
Derivative instruments	441	216
Total liabilities	56,919	54,585
Commitments and contingencies (Note 8)		
Shareholder's equity:		
Common stock, $100 par value. Authorized 15,000,000 shares; issued and outstanding 13,660,000 shares as of December 31, 2016 and March 31, 2016	1,366	1,366
Retained earnings	10,603	10,104
Accumulated other comprehensive loss	(117)	(92)
Total shareholder's equity	11,852	11,378
Noncontrolling interest in subsidiary	720	690
Total equity	12,572	12,068
Total liabilities and equity	$ 69,491	$ 66,653

The following table presents the assets and liabilities of consolidated variable interest entities. These assets and liabilities are included in the consolidated balance sheets presented above. Refer to Note 9 for additional information.

	December 31, 2016	March 31, 2016
Finance receivables, net	$ 8,583	$ 7,706
Vehicles held for disposition	5	3
Other assets	354	299
Total assets	$ 8,942	$ 8,008
Secured debt	$ 8,366	$ 7,594
Accrued interest expense	4	3
Total liabilities	$ 8,370	$ 7,597

See accompanying notes to consolidated financial statements.

AMERICAN HONDA FINANCE CORPORATION
AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

(U.S. dollars in millions)

	Three months ended December 31,		Nine months ended December 31,	
	2016	2015	2016	2015
Revenues:				
Direct financing leases	$ 7	$ 16	$ 28	$ 59
Retail	301	297	884	899
Dealer	36	30	108	90
Operating leases	1,609	1,398	4,690	4,059
Total revenues	1,953	1,741	5,710	5,107
Depreciation on operating leases	1,306	1,119	3,738	3,236
Interest expense	186	148	533	431
Net revenues	461	474	1,439	1,440
Gain on disposition of lease vehicles	—	4	18	34
Other income	23	26	67	74
Total net revenues	484	504	1,524	1,548
Expenses:				
General and administrative expenses	103	98	309	301
Provision for credit losses	54	43	157	109
Early termination loss on operating leases	19	1	50	30
Loss on lease residual values	4	4	9	7
Loss on derivative instruments	280	65	337	62
Gain on foreign currency revaluation of debt	(160)	(71)	(224)	(36)
Total expenses	300	140	638	473
Income before income taxes	184	364	886	1,075
Income tax expense	65	141	334	385
Net income	119	223	552	690
Less: Net income attributable to noncontrolling interest	21	15	53	44
Net income attributable to American Honda Finance Corporation	$ 98	$ 208	$ 499	$ 646

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

(U.S. dollars in millions)

	Three months ended December 31,		Nine months ended December 31,	
	2016	2015	2016	2015
Net income	$ 119	$ 223	$ 552	$ 690
Other comprehensive loss:				
Foreign currency translation adjustment	(34)	(51)	(48)	(117)
Comprehensive income	85	172	504	573
Less: Comprehensive income/(loss) attributable to noncontrolling interest	5	(10)	30	(12)
Comprehensive income attributable to American Honda Finance Corporation	$ 80	$ 182	$ 474	$ 585

See accompanying notes to consolidated financial statements.

AMERICAN HONDA FINANCE CORPORATION
AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (UNAUDITED)

(U.S. dollars in millions)

	Total	Retained earnings	Accumulated other comprehensive loss	Common stock	Noncontrolling interest
Balance at March 31, 2015	$ 11,190	$ 9,248	$ (75)	$ 1,366	$ 651
Net income	690	646	—	—	44
Other comprehensive loss	(117)	—	(61)	—	(56)
Balance at December 31, 2015	$ 11,763	$ 9,894	$ (136)	$ 1,366	$ 639
Balance at March 31, 2016	$ 12,068	$ 10,104	$ (92)	$ 1,366	$ 690
Net income	552	499	—	—	53
Other comprehensive loss	(48)	—	(25)	—	(23)
Balance at December 31, 2016	$ 12,572	$ 10,603	$ (117)	$ 1,366	$ 720

See accompanying notes to consolidated financial statements.

AMERICAN HONDA FINANCE CORPORATION
AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(U.S. dollars in millions)

	Nine months ended December 31,	
	2016	2015
Cash flows from operating activities:		
Net income	$ 552	$ 690
Adjustments to reconcile net income to net cash provided by operating activities:		
Debt and derivative instrument valuation adjustments	123	(118)
Loss on lease residual values and provision for credit losses	166	116
Early termination loss on operating leases	50	30
Depreciation and amortization	3,743	3,239
Accretion of unearned subsidy income	(919)	(830)
Amortization of deferred dealer participation and IDC	235	239
Gain on disposition of lease vehicles and fixed assets	(18)	(34)
Deferred income taxes	613	735
Changes in operating assets and liabilities:		
Income taxes receivable/payable	230	(594)
Other assets	(97)	—
Accrued interest/discounts on debt	37	31
Other liabilities	113	83
Due to/from Parent and affiliated companies	(86)	28
Net cash provided by operating activities	4,742	3,615
Cash flows from investing activities:		
Finance receivables acquired	(12,637)	(10,951)
Principal collected on finance receivables	12,155	12,907
Net change in wholesale loans	(66)	98
Purchase of operating lease vehicles	(12,397)	(11,566)
Disposal of operating lease vehicles	5,355	5,055
Cash received for unearned subsidy income	1,178	998
Other investing activities, net	(63)	(41)
Net cash used in investing activities	(6,475)	(3,500)
Cash flows from financing activities:		
Proceeds from issuance of commercial paper	32,940	27,424
Paydown of commercial paper	(30,964)	(26,852)
Proceeds from issuance of related party debt	8,157	15,338
Paydown of related party debt	(8,610)	(16,654)
Proceeds from issuance of medium term notes and other debt	6,222	5,832
Paydown of medium term notes and other debt	(6,751)	(5,301)
Proceeds from issuance of secured debt	4,523	3,503
Paydown of secured debt	(3,729)	(3,354)
Net cash provided by/(used in) financing activities	1,788	(64)
Effect of exchange rate changes on cash and cash equivalents	(2)	(10)
Net increase in cash and cash equivalents	53	41
Cash and cash equivalents at beginning of period	658	634
Cash and cash equivalents at end of period	$ 711	$ 675
Supplemental disclosures of cash flow information:		
Interest paid	$ 475	$ 386
Income taxes paid/(received)	(509)	254

See accompanying notes to consolidated financial statements.

(1) Interim Information

(a) Organizational Structure

American Honda Finance Corporation (AHFC) is a wholly-owned subsidiary of American Honda Motor Co., Inc. (AHM or the Parent). Honda Canada Finance Inc. (HCFI) is a majority-owned subsidiary of AHFC. Noncontrolling interest in HCFI is held by Honda Canada Inc. (HCI), an affiliate of AHFC. AHM is a wholly-owned subsidiary and HCI is an indirect wholly-owned subsidiary of Honda Motor Co., Ltd. (HMC). AHM and HCI are the sole authorized distributors of Honda and Acura products, including motor vehicles, parts, and accessories in the United States and Canada.

Unless otherwise indicated by the context, all references to the “Company”, “we”, “us”, and “our” in this report include AHFC and its consolidated subsidiaries, and references to “AHFC” refer solely to American Honda Finance Corporation (excluding AHFC’s subsidiaries).

(b) Basis of Presentation

The unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim information, and instructions to the Quarterly Report on Form 10-Q and Rule 10-01 of Regulation S-X. In the opinion of management, these unaudited interim financial statements include all adjustments, consisting of normal recurring adjustments, necessary for a fair statement of the results of operations, cash flows, and financial condition for the interim periods presented. Results for interim periods should not be considered indicative of results for the full year or for any other interim period. These unaudited interim financial statements should be read in conjunction with the Company’s audited consolidated financial statements, significant accounting policies, and the other notes to the consolidated financial statements for the fiscal year ended March 31, 2016 included in the Company’s Annual Report on Form 10-K, which was filed with the Securities and Exchange Commission (SEC) on June 23, 2016. All significant intercompany balances and transactions have been eliminated upon consolidation.

(c) Recently Adopted Accounting Standards

Effective April 1, 2016, the Company adopted Accounting Standards Update (ASU) 2015-02, *Consolidation (Topic 810): Amendments to the Consolidation Analysis*. Under the amendments in this update, all reporting entities are within the scope of Subtopic 810-10, *Consolidation—Overall*, including limited partnerships and similar legal entities, unless a scope exception applies. The adoption of this guidance did not change the entities consolidated by the Company.

(d) Recently Issued Accounting Standards

In May 2014, the Financial Accounting Standards Board (FASB) issued ASU 2014-09, *Revenue from Contracts with Customers.* The guidance in this ASU affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards. The guidance in this update supersedes the revenue recognition requirements in Accounting Standards Codification (ASC) Topic 605, *Revenue Recognition*, and most industry-specific guidance throughout the industry topics of the codification. In August 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, which defers the effective date for the Company from April 1, 2017 to April 1, 2018 while permitting early adoption as of April 1, 2017. The FASB has also issued several other updates to ASU 2014-09 with targeted improvements and clarifications. The Company’s ongoing major sources of revenues are from lease and loan contracts, which are within the scope of other accounting standards. The Company continues to evaluate other contracts that are within the scope of this ASU. The adoption of this standard is not expected to have a material impact on the consolidated financial statements. The Company plans to adopt the new guidance effective April 1, 2018.

In August 2014, the FASB issued ASU 2014-15, *Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern*. The amendments require management to assess an entity’s ability to continue as a going concern by incorporating and expanding upon certain principles that are currently in U.S. auditing standards. The amendments are effective for the fiscal year ending March 31, 2017 and interim periods thereafter. The adoption of this new standard is not expected to have an impact on the consolidated financial statements.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. The amendments address certain aspects of recognition, measurement, presentation and disclosure of financial instruments. The amendments are effective for the Company beginning April 1, 2018. The adoption of this standard is not expected to have a material impact on the consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, which supersedes the guidance in ASC 840, *Leases*. Lessor accounting remains largely unchanged from current GAAP. The primary effect of adopting the new standard will be the requirement to record right-of-use assets and lease liabilities for the Company's current operating leases as lessee. The Company continues to evaluate the application of the requirements of this standard. The amendments are effective for the Company beginning April 1, 2019. Early adoption is permitted. The Company plans to adopt the new guidance effective April 1, 2019.

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. The amendments replace the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. The Company is currently assessing the impact of this standard on the consolidated financial statements. In general, the allowance for credit losses is expected to increase when changing from an incurred loss to expected loss methodology. The models and methodologies that are currently used in estimating the allowance for credit losses are being evaluated to identify the changes necessary to meet the requirements of the new standard. The amendments are effective for the Company beginning April 1, 2020, with early adoption permitted as of April 1, 2019.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*, which addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The amendments are effective for the Company beginning April 1, 2018. Early adoption is permitted, including adoption in an interim period. The Company is currently assessing the impact of this standard on the consolidated statements of cash flows.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230): Restricted Cash*. The amendments address diversity in practice that exists in the classification and presentation of changes in restricted cash and require that a statement of cash flows explain the change during the period in the total of cash, cash equivalents and amounts generally described as restricted cash or restricted cash equivalents, and that an entity disclose information about the nature of such restricted amounts. The Company's restricted cash consists primarily of reserve funds and yield supplement accounts held in securitization trusts. Net changes in these restricted cash balances are currently reported within investing activities in the Company's statement of cash flows. The amendments are effective retrospectively for the Company beginning April 1, 2018. Early adoption is permitted, including adoption in an interim period. The Company is currently assessing the impact of this standard on the consolidated financial statements.

(2) Finance Receivables

Finance receivables consisted of the following:

	December 31, 2016			
	Lease	Retail	Dealer	Total
	(U.S. dollars in millions)			
Finance receivables	$ 515	$ 30,905	$ 4,874	$ 36,294
Allowance for credit losses	(1)	(125)	—	(126)
Write-down of lease residual values	(15)	—	—	(15)
Unearned interest income and fees	(11)	—	—	(11)
Deferred dealer participation and IDC	—	371	—	371
Unearned subsidy income	(14)	(748)	—	(762)
Finance receivables, net	$ 474	$ 30,403	$ 4,874	$ 35,751

	March 31, 2016			
	Lease	Retail	Dealer	Total
	(U.S. dollars in millions)			
Finance receivables	$ 1,011	$ 30,467	$ 4,771	$ 36,249
Allowance for credit losses	(2)	(91)	—	(93)
Write-down of lease residual values	(16)	—	—	(16)
Unearned interest income and fees	(26)	—	—	(26)
Deferred dealer participation and IDC	1	361	—	362
Unearned subsidy income	(33)	(650)	—	(683)
Finance receivables, net	$ 935	$ 30,087	$ 4,771	$ 35,793

Finance receivables include retail loans with a principal balance of $8.7 billion and $7.8 billion as of December 31, 2016 and March 31, 2016, respectively, which have been transferred to securitization trusts and considered to be legally isolated but do not qualify for sale accounting treatment. These finance receivables are restricted as collateral for the payment of the related secured debt obligations. Refer to Note 9 for additional information.

The uninsured portions of the direct financing lease residual values were $95 million and $173 million at December 31, 2016 and March 31, 2016, respectively. Included in the gain or loss on disposition of lease vehicles are end of term charges on both direct financing and operating leases of $12 million and $7 million for the three months ended December 31, 2016 and 2015, respectively, and $28 million and $20 million for the nine months ended December 31, 2016 and 2015, respectively.

Credit Quality of Financing Receivables

Credit losses are an expected cost of extending credit. The majority of the credit risk is with consumer financing and to a lesser extent with dealer financing. Credit risk can be affected by general economic conditions. Adverse changes such as a rise in unemployment rates can increase the likelihood of defaults. Declines in used vehicle prices can reduce the amount of recoveries on repossessed collateral. Credit risk on dealer loans is affected primarily by the financial strength of the dealers within the portfolio. Exposure to credit risk is managed through purchasing standards, pricing of contracts for expected losses, focusing collection efforts to minimize losses, and ongoing reviews of the financial condition of dealers.

Allowance for Credit Losses

The allowance for credit losses is management’s estimate of probable losses incurred on finance receivables, which requires significant judgment and assumptions that are inherently uncertain. The allowance is based on management’s evaluation of many factors, including the Company’s historical credit loss experience, the value of the underlying collateral, delinquency trends, and economic conditions.

Consumer finance receivables in the retail loan and direct financing lease portfolio segments are collectively evaluated for impairment. Delinquencies and losses are monitored on an ongoing basis and this historical experience provides the primary basis for estimating the allowance. Management utilizes various methodologies when estimating the allowance for credit losses, including models which incorporate vintage loss and delinquency migration analysis. These models take into consideration attributes of the portfolio including loan-to-value ratios, internal and external credit scores, and collateral types. Market and economic factors such as used vehicle prices, unemployment rates, and consumer debt service burdens are also incorporated into these models.

Dealer loans are individually evaluated for impairment when specifically identified as impaired. Dealer loans are considered to be impaired when it is probable that the Company will be unable to collect all amounts due according to the terms of the contract. The Company’s determination of whether dealer loans are impaired is based on evaluations of dealership payment history, financial condition, and ability to perform under the terms of the loan agreements. Dealer loans that have not been specifically identified as impaired are collectively evaluated for impairment.

There were no modifications to dealer loans that constituted troubled debt restructurings during the nine months ended December 31, 2016 and 2015.

The Company generally does not grant concessions on consumer finance receivables that are considered to be troubled debt restructurings other than modifications of retail loans in reorganization proceedings pursuant to the U.S. Bankruptcy Code. Retail loans modified under bankruptcy protection were not material to the Company’s consolidated financial statements during the nine months ended December 31, 2016 and 2015. The Company does allow payment deferrals on consumer finance receivables. However, these payment deferrals are not considered to be troubled debt restructurings since the deferrals are deemed to be insignificant and interest continues to accrue during the deferral period.

The following is a summary of the activity in the allowance for credit losses of finance receivables:

	Three and nine months ended December 31, 2016			
	Lease	Retail	Dealer	Total
	(U.S. dollars in millions)			
Beginning balance, October 1, 2016	$ 2	$ 121	$ —	$ 123
Provision	(1)	48	—	47
Charge-offs	(1)	(62)	—	(63)
Recoveries	1	18	—	19
Effect of translation adjustment	—	—	—	—
Ending balance, December 31, 2016	$ 1	$ 125	$ —	$ 126
Beginning balance, April 1, 2016	$ 2	$ 91	$ —	$ 93
Provision	—	139	—	139
Charge-offs	(2)	(162)	—	(164)
Recoveries	1	57	—	58
Effect of translation adjustment	—	—	—	—
Ending balance, December 31, 2016	$ 1	$ 125	$ —	$ 126
Allowance for credit losses – ending balance:				
Individually evaluated for impairment	$ —	$ —	$ —	$ —
Collectively evaluated for impairment	1	125	—	126
Finance receivables – ending balance:				
Individually evaluated for impairment	$ —	$ —	$ 1	$ 1
Collectively evaluated for impairment	490	30,528	4,873	35,891

	Three and nine months ended December 31, 2015			
	Lease	Retail	Dealer	Total
	(U.S. dollars in millions)			
Beginning balance, October 1, 2015	$ 2	$ 91	$ —	$ 93
Provision	1	37	—	38
Charge-offs	(1)	(54)	—	(55)
Recoveries	—	18	—	18
Effect of translation adjustment	—	(1)	—	(1)
Ending balance, December 31, 2015	$ 2	$ 91	$ —	$ 93
Beginning balance, April 1, 2015	$ 2	$ 84	$ —	$ 86
Provision	2	94	(1)	95
Charge-offs	(3)	(139)	—	(142)
Recoveries	1	53	1	55
Effect of translation adjustment	—	(1)	—	(1)
Ending balance, December 31, 2015	$ 2	$ 91	$ —	$ 93
Allowance for credit losses – ending balance:				
Individually evaluated for impairment	$ —	$ —	$ —	$ —
Collectively evaluated for impairment	2	91	—	93
Finance receivables – ending balance:				
Individually evaluated for impairment	$ —	$ —	$ 1	$ 1
Collectively evaluated for impairment	1,048	30,629	4,151	35,828

Delinquencies

The following is an aging analysis of past due finance receivables:

	30 – 59 days past due	60 – 89 days past due	90 days or greater past due	Total past due	Current or less than 30 days past due	Total finance receivables
			(U.S. dollars in millions)			
December 31, 2016						
Retail loans:						
New auto	$ 206	$ 48	$ 11	$ 265	$ 25,650	$ 25,915
Used and certified auto	66	16	3	85	3,380	3,465
Motorcycle and other	14	5	3	22	1,126	1,148
Total retail	286	69	17	372	30,156	30,528
Direct financing leases	4	1	1	6	484	490
Dealer loans:						
Wholesale flooring	2	—	—	2	3,963	3,965
Commercial loans	—	—	—	—	909	909
Total dealer loans	2	—	—	2	4,872	4,874
Total finance receivables	$ 292	$ 70	$ 18	$ 380	$ 35,512	$ 35,892
March 31, 2016						
Retail loans:						
New auto	$ 181	$ 29	$ 8	$ 218	$ 25,652	$ 25,870
Used and certified auto	55	8	2	65	3,163	3,228
Motorcycle and other	11	3	2	16	1,064	1,080
Total retail	247	40	12	299	29,879	30,178
Direct financing leases	6	1	—	7	946	953
Dealer loans:						
Wholesale flooring	1	1	—	2	3,913	3,915
Commercial loans	—	—	—	—	856	856
Total dealer loans	1	1	—	2	4,769	4,771
Total finance receivables	$ 254	$ 42	$ 12	$ 308	$ 35,594	$ 35,902

Credit Quality Indicators

Retail Loan and Direct Financing Lease Portfolio Segments

The Company utilizes proprietary credit scoring systems to evaluate the credit risk of applicants for retail loans and leases. The scoring systems assign internal credit scores based on various factors including the applicant's credit bureau information and contract terms. The internal credit score provides the primary basis for credit decisions when acquiring retail loan and lease contracts. Internal credit scores are determined only at the time of origination and are not reassessed during the life of the contract.

Subsequent to origination, collection experience provides a current indication of the credit quality of consumer finance receivables. The likelihood of accounts charging off is significantly higher once an account becomes 60 days delinquent. Accounts that are current or less than 60 days past due are considered to be performing. Accounts that are 60 days or more past due are considered to be nonperforming. The table below presents the Company's portfolio of retail loans and direct financing leases by this credit quality indicator:

	Retail new auto	Retail used and certified auto	Retail motorcycle and other	Direct financing lease	Total consumer finance receivables
			(U.S. dollars in millions)		
December 31, 2016					
Performing	$ 25,856	$ 3,446	$ 1,140	$ 488	$ 30,930
Nonperforming	59	19	8	2	88
Total	$ 25,915	$ 3,465	$ 1,148	$ 490	$ 31,018
March 31, 2016					
Performing	$ 25,833	$ 3,218	$ 1,075	$ 952	$ 31,078
Nonperforming	37	10	5	1	53
Total	$ 25,870	$ 3,228	$ 1,080	$ 953	$ 31,131

Dealer Loan Portfolio Segment

The Company utilizes an internal risk rating system to evaluate dealer credit risk. Dealerships are assigned an internal risk rating based on an assessment of their financial condition. Factors including liquidity, financial strength, management effectiveness, and operating efficiency are evaluated when assessing their financial condition. Financing limits and interest rates are determined from these risk ratings. Monitoring activities including financial reviews and inventory inspections are performed more frequently for dealerships with weaker risk ratings. The financial conditions of dealerships are reviewed and their risk ratings are updated at least annually.

The Company's outstanding portfolio of dealer loans has been divided into two groups in the tables below. Group A includes the loans of dealerships with the strongest internal risk rating. Group B includes the loans of all remaining dealers. Although the likelihood of losses can be higher for dealerships in Group B, the overall risk of losses is not considered to be significant.

	December 31, 2016			March 31, 2016		
	Wholesale flooring	Commercial loans	Total	Wholesale flooring	Commercial loans	Total
			(U.S. dollars in millions)			
Group A	$ 2,686	$ 631	$ 3,317	$ 2,707	$ 600	$ 3,307
Group B	1,279	278	1,557	1,208	256	1,464
Total	$ 3,965	$ 909	$ 4,874	$ 3,915	$ 856	$ 4,771

(3) Investment in Operating Leases

Investment in operating leases consisted of the following:

	December 31, 2016	March 31, 2016
	(U.S. dollars in millions)	
Operating lease vehicles	$ 38,996	$ 35,204
Accumulated depreciation	(6,814)	(5,917)
Deferred dealer participation and IDC	119	112
Unearned subsidy income	(1,260)	(1,092)
Estimated early termination losses	(67)	(60)
Investment in operating leases, net	$ 30,974	$ 28,247

The Company recognized $19 million and $1 million of estimated early termination losses due to lessee defaults for the three months ended December 31, 2016 and 2015, respectively. Actual net losses realized for the three months ended December 31, 2016 and 2015 totaled $19 million and $14 million, respectively. The Company recognized $50 million and $30 million of estimated early termination losses due to lessee defaults for the nine months ended December 31, 2016 and 2015, respectively. Actual net losses realized for the nine months ended December 31, 2016 and 2015 totaled $43 million and $32 million, respectively.

Included in the provision for credit losses for the three months ended December 31, 2016 and 2015 are provisions related to past due receivables on operating leases in the amounts of $7 million and $5 million, respectively. Included in the provision for credit losses for the nine months ended December 31, 2016 and 2015 are provisions related to past due receivables on operating leases in the amounts of $18 million and $14 million, respectively.

No impairment losses due to declines in estimated residual values were recognized during the nine months ended December 31, 2016 and 2015.

(4) Debt

The Company issues debt in various currencies with both floating and fixed interest rates. Outstanding debt, weighted average contractual interest rates and range of contractual interest rates were as follows:

			Weighted average contractual interest rate		Contractual interest rate ranges	
	December 31, 2016	March 31, 2016	December 31, 2016	March 31, 2016	December 31, 2016	March 31, 2016
	(U.S. dollars in millions)					
Unsecured debt:						
Commercial paper	$ 6,564	$ 4,614	0.78%	0.60%	0.65 - 1.00%	0.41 - 0.88%
Related party debt	1,790	2,284	0.84%	0.69%	0.64 - 0.95%	0.42 - 0.88%
Bank loans	5,975	7,309	1.50%	1.18%	1.24 - 1.85%	0.97 - 1.73%
Private MTN program	3,695	5,443	3.44%	2.80%	1.50 - 7.63%	1.01 - 7.63%
Public MTN program	16,429	14,479	1.60%	1.47%	0.08 - 2.63%	0.18 - 2.63%
Euro MTN programme	1,083	1,173	1.79%	1.72%	1.37 - 2.23%	1.12 - 2.23%
Other debt	2,266	1,880	1.86%	1.88%	1.23 - 2.35%	1.20 - 2.35%
Total unsecured debt	37,802	37,182				
Secured debt	8,366	7,594	1.16%	1.01%	0.62 - 1.62%	0.53 - 1.56%
Total debt	$ 46,168	$ 44,776				

As of December 31, 2016, the outstanding principal balance of long-term debt with floating interest rates totaled $11.7 billion and long-term debt with fixed interest rates totaled $26.1 billion. As of March 31, 2016, the outstanding principal balance of long-term debt with floating interest rates totaled $14.6 billion and long-term debt with fixed interest rates totaled $23.1 billion.

Commercial Paper

As of both December 31, 2016 and March 31, 2016, the Company had commercial paper programs that provide the Company with available funds of up to $8.5 billion at prevailing market interest rates for periods up to one year. The commercial paper programs are supported by the Keep Well Agreements with HMC described in Note 6.

Outstanding commercial paper averaged $5.9 billion and $5.2 billion during the nine months ended December 31, 2016 and 2015, respectively. The maximum balance outstanding at any month-end during the nine months ended December 31, 2016 and 2015 was $6.6 billion and $5.9 billion, respectively.

Related Party Debt

AHFC issues fixed rate short-term notes to AHM to help fund AHFC's general corporate operations. The Company incurred interest expense on these notes totaling $1 million and $0.5 million for the three months ended December 31, 2016 and 2015, respectively, and $3 million and $2 million for the nine months ended December 31, 2016 and 2015, respectively.

HCFI issues fixed rate short-term notes to HCI to help fund HCFI's general corporate operations. The Company incurred interest expense on these notes totaling $3 million for both the three months ended December 31, 2016 and 2015, and $9 million and $10 million for the nine months ended December 31, 2016 and 2015, respectively.

Bank Loans

Outstanding bank loans at December 31, 2016 had floating interest rates. Outstanding bank loans have prepayment options. No outstanding bank loans as of December 31, 2016 were supported by the Keep Well Agreements with HMC described in Note 6. Outstanding bank loans contain certain covenants, including limitations on liens, mergers, consolidations and asset sales.

Medium Term Note (MTN) Programs

Private MTN Program

AHFC no longer issues MTNs under the Rule 144A Private MTN Program. Notes outstanding under the Private MTN Program as of December 31, 2016 were long-term, with fixed interest rates, and denominated in U.S. dollars. Notes under this program were issued pursuant to the terms of an issuing and paying agency agreement which contains certain covenants, including negative pledge provisions.

Public MTN Program

In August 2016, AHFC filed a registration statement with the SEC under which it may issue from time to time up to $30.0 billion aggregate principal amount of Public MTNs. The aggregate principal amount of MTNs offered under this program may be increased from time to time. Notes outstanding under this program as of December 31, 2016 were long-term, with either fixed or floating interest rates, and denominated in U.S. dollars, Euros, or Sterling. Notes under this program are issued pursuant to an indenture which contains certain covenants, including negative pledge provisions and limitations on mergers, consolidations and asset sales.

Euro MTN Programme

The Euro MTN Programme was retired in August 2014. Notes under this program that are currently listed on the Luxembourg Stock Exchange will remain listed through their maturities. Notes outstanding under this program as of December 31, 2016 were long-term with either fixed or floating interest rates, and denominated in U.S. dollars, Japanese Yen, or Euros. Notes under this program were issued pursuant to the terms of an agency agreement which contains certain covenants, including negative pledge provisions.

The MTN programs are supported by the Keep Well Agreement with HMC described in Note 6.

Other Debt

The outstanding balances as of December 31, 2016 consisted of private placement debt issued by HCFI denominated in Canadian dollars, with either fixed or floating interest rates. Private placement debt is supported by the Keep Well Agreement with HMC described in Note 6. The notes are issued pursuant to the terms of an indenture which contains certain covenants, including negative pledge provisions.

Secured Debt

The Company issues notes through secured financing transactions that are secured by assets held by the issuing securitization trusts. The notes generally have fixed interest rates (a limited number of notes had floating interest rates). Repayment on the notes is dependent on the performance of the underlying receivables. Refer to Note 9 for additional information on the Company's secured financing transactions.

Credit Agreements

Syndicated Bank Credit Facilities

AHFC maintains a $3.5 billion 364 day credit agreement, as amended, which expires on March 3, 2017, and a $3.5 billion five-year credit agreement, as amended, which expires on March 7, 2021. As of December 31, 2016, no amounts were drawn upon under the AHFC credit agreements. AHFC intends to renew or replace these credit agreements prior to or on their respective expiration dates.

HCFI maintains a $1.2 billion credit agreement, as amended, which provides that HCFI may borrow up to $595 million on a one-year and a five-year revolving basis. The one-year tranche of the credit agreement expires on March 24, 2017 and the five-year tranche of the credit agreement expires on March 24, 2021. As of December 31, 2016, no amounts were drawn upon under the HCFI credit agreement. HCFI intends to renew or replace the credit agreement prior to or on the expiration date of each respective tranche.

The credit agreements contain customary covenants, including limitations on liens, mergers, consolidations and asset sales.

Other Credit Agreements

AHFC maintains other committed lines of credit that allow the Company access to an additional $1.0 billion in unsecured funding with multiple banks. The credit agreements contain customary covenants, including limitations on liens, mergers, consolidations and asset sales. As of December 31, 2016, no amounts were drawn upon under these agreements. These agreements expire in September 2017. AHFC intends to renew these credit agreements prior to or on their expiration dates.

(5) Derivative Instruments

The notional balances and fair values of the Company's derivatives are presented below. The derivative instruments are presented in the Company's consolidated balance sheets on a gross basis by counterparty. Refer to Note 13 regarding the valuation of derivative instruments.

	December 31, 2016			March 31, 2016		
	Notional balances	Assets	Liabilities	Notional balances	Assets	Liabilities
			(U.S. dollars in millions)			
Interest rate swaps	$ 53,396	$ 246	$ 161	$ 51,841	$ 272	$ 118
Cross currency swaps	2,739	2	280	2,739	70	98
Gross derivative assets/liabilities		248	441		342	216
Counterparty netting adjustment		(174)	(174)		(128)	(128)
Net derivative assets/liabilities		$ 74	$ 267		$ 214	$ 88

The income statement effect of derivative instruments is presented below. There were no derivative instruments designated as part of a hedge accounting relationship during the periods presented.

	Three months ended December 31,		**Nine months ended December 31,**	
	2016	**2015**	**2016**	**2015**
	(U.S. dollars in millions)			
Interest rate swaps	$ (81)	$ 7	$ (88)	$ (21)
Cross currency swaps	(199)	(72)	(249)	(41)
Total loss on derivative instruments	$ (280)	$ (65)	$ (337)	$ (62)

The fair value of derivative instruments is subject to the fluctuations in market interest rates and foreign currency exchange rates. Since the Company has elected not to apply hedge accounting, the volatility in the changes in fair value of these derivative instruments is recognized in earnings. All settlements of derivative instruments are recognized within cash flows from operating activities in the consolidated statements of cash flows.

These derivative instruments also contain an element of credit risk in the event the counterparties are unable to meet the terms of the agreements. However, the Company minimizes the risk exposure by limiting the counterparties to major financial institutions that meet established credit guidelines. In the event of default, all counterparties are subject to legally enforceable master netting agreements. The Company generally does not require or place collateral for these instruments under credit support agreements.

(6) Transactions Involving Related Parties

The following tables summarize the income statement and balance sheet impact of transactions with the Parent and affiliated companies:

	Three months ended December 31,		**Nine months ended December 31,**	
Income statement	**2016**	**2015**	**2016**	**2015**
	(U.S. dollars in millions)			
Revenue:				
Subsidy income	$ 312	$ 277	$ 910	$ 821
Interest expense:				
Related party debt	4	3	12	12
Other income:				
VSC administration fees	26	24	77	73
General and administrative expenses:				
Support Compensation Agreement fees	5	5	15	14
Benefit plan expenses	3	3	8	8
Shared services	15	15	45	46

Balance Sheet	December 31, 2016	March 31, 2016
	(U.S. dollars in millions)	
Assets:		
Finance receivables, net:		
Unearned subsidy income	$ (750)	$ (671)
Investment in operating leases, net:		
Unearned subsidy income	(1,255)	(1,088)
Due from Parent and affiliated companies	215	132
Liabilities:		
Debt:		
Related party debt	$ 1,790	$ 2,284
Due to Parent and affiliated companies	78	81
Accrued interest expenses:		
Related party debt	2	2
Other liabilities:		
VSC unearned administrative fees	392	380
Accrued benefit expenses	64	48

Support Agreements

HMC and AHFC are parties to a Keep Well Agreement, effective as of September 9, 2005. This Keep Well Agreement provides that HMC will (1) maintain (directly or indirectly) at least 80% ownership in AHFC's voting stock and not pledge (directly or indirectly), or in any way encumber or otherwise dispose of, any such stock of AHFC that it is required to hold (or permit any of HMC's subsidiaries to do so), (2) cause AHFC to have a positive consolidated tangible net worth with tangible net worth defined as (a) stockholder's equity less (b) any intangible assets, determined on a consolidated basis in accordance with GAAP, and (3) ensure that AHFC has sufficient liquidity to meet its payment obligations for debt HMC has confirmed in writing is covered by this Keep Well Agreement, in accordance with its terms, or where necessary make available to AHFC, or HMC shall procure for AHFC, sufficient funds to enable AHFC to meet such obligations in accordance with such terms. This Keep Well Agreement is not a guarantee by HMC.

HMC and HCFI are parties to a Keep Well Agreement effective as of September 26, 2005. This Keep Well Agreement provides that HMC will (1) maintain (directly or indirectly) at least 80% ownership in HCFI's voting stock and not pledge (directly or indirectly), or in any way encumber or otherwise dispose of, any such stock of HCFI that it is required to hold (or permit any of HMC's subsidiaries to do so), (2) cause HCFI to have a positive consolidated tangible net worth with tangible net worth defined as (a) stockholder's equity less (b) any intangible assets, determined on a consolidated basis in accordance with generally accepted accounting principles in Canada, and (3) ensure that HCFI has sufficient liquidity to meet its payment obligations for debt HMC has confirmed in writing is covered by this Keep Well Agreement, in accordance with its terms, or where necessary make available to HCFI, or HMC shall procure for HCFI, sufficient funds to enable HCFI to meet such obligations in accordance with such terms. This Keep Well Agreement is not a guarantee by HMC.

Debt programs supported by the Keep Well Agreements consist of the Company's commercial paper programs, Private MTN Program, Public MTN Program, Euro MTN Programme, and HCFI's private placement debt. In connection with the above agreements, AHFC and HCFI have entered into separate Support Compensation Agreements, where each has agreed to pay HMC a quarterly fee based on the amount of outstanding debt that benefit from the Keep Well Agreements. Support Compensation Agreement fees are recognized in general and administrative expenses.

Incentive Financing Programs

The Company receives subsidy payments from AHM and HCI, which supplement the revenues on financing products offered under incentive programs. Subsidy payments received on retail loans and leases are deferred and recognized as revenue over the term of the related contracts. The unearned balance is recognized as reductions to the carrying value of finance receivables and investment in operating leases. Subsidy payments on dealer loans are received as earned.

Related Party Debt

AHFC issues short-term notes to AHM to fund AHFC's general corporate operations. HCFI issues short-term notes to HCI to fund HCFI's general corporate operations. Interest rates are based on prevailing rates of debt with comparable terms. Refer to Note 4 for additional information.

Vehicle Service Contract (VSC) Administration

AHFC receives fees to perform administrative services for vehicle service contracts issued by AHM and its subsidiary. HCFI receives fees for marketing vehicle service contracts issued by HCI. Unearned VSC administration fees are included in other liabilities (Note 11). VSC administration income is recognized in other income (Note 12).

Shared Services

The Company shares certain common expenditures with AHM, HCI, and related parties including information technology services and facilities. The allocated costs for shared services are included in general and administrative expenses.

Benefit Plans

The Company participates in various employee benefit plans that are maintained by AHM and HCI. The allocated benefit plan expenses are included in general and administrative expenses.

Income taxes

The Company's U.S. income taxes are recognized on a modified separate return basis pursuant to an intercompany income tax allocation agreement with AHM. Income tax related items are not included in the tables above. Refer to Note 7 for additional information.

Other

AHM periodically sponsors programs that allow lessees to terminate their lease contracts prior to the contractual maturity date. AHM compensates the Company for rental payments that were waived under these programs. During the three months ended December 31, 2016 and 2015, the Company recognized $1 million and less than $1 million, respectively, and during both the nine months ended December 31, 2016 and 2015, the Company recognized $5 million, under these programs which were reflected as proceeds on the disposition of the returned lease vehicles.

As a result of the recall of certain Honda and Acura vehicles announced in the fourth quarter of the fiscal year ended March 31, 2016, the Company has been experiencing delays in the disposition of returned lease vehicles and repossessed vehicles. HCI has agreed to compensate the Company for certain costs resulting from the delay in disposition of affected vehicles in Canada.

The majority of the amounts due from the Parent and affiliated companies at December 31, 2016 and March 31, 2016 related to subsidies. The majority of the amounts due to the Parent and affiliated companies at December 31, 2016 and March 31, 2016 related to wholesale flooring invoices payable to the Parent. These receivable and payable accounts are non-interest-bearing and short-term in nature and are expected to be settled in the normal course of business.

(7) Income Taxes

The Company's effective tax rate was 35.3% and 38.7% for the three months ended December 31, 2016 and 2015, respectively, and 37.7% and 35.8% for the nine months ended December 31, 2016 and 2015, respectively. The decrease in the effective tax rate for the three months ended December 31, 2016 was primarily due to the relative effect of retroactive U.S. tax law changes, enacted in December 2015, on AHFC's deduction for qualified domestic production activities allocated between the Parent and affiliated companies, and the effect of tax law changes in apportionment methods and tax rates in certain states. The increase in the effective tax rate for the nine months ended December 31, 2016 was primarily due to law changes in apportionment methods and tax rates in certain states.

Foreign undistributed earnings are generally subject to U.S. taxation when repatriated and when subject to U.S. taxation may generally be offset by foreign tax credits. To date, the Company has not provided for federal income taxes on its share of the undistributed earnings of its foreign subsidiary, HCFI, that are intended to be indefinitely reinvested outside the United States. At December 31, 2016, $750 million of accumulated undistributed earnings of HCFI were deemed to be so reinvested. If the undistributed earnings as of December 31, 2016 were to be distributed, the tax liability associated with these indefinitely reinvested earnings would be $174 million. The Company does not expect to repatriate any undistributed earnings in the foreseeable future.

The Protecting Americans from Tax Hikes Act of 2015, signed on December 18, 2015, enacted the tax law that defers the imposition of U.S. taxes on certain foreign active financing income until that income is repatriated to the U.S. as a dividend. AHFC will no longer recognize tax on its share of such income to the extent it is indefinitely reinvested.

The changes in the unrecognized tax benefits for the nine months ended December 31, 2016 were not significant. The Company does not expect any material changes in the amounts of unrecognized tax benefits during the remainder of the fiscal year ending March 31, 2017.

As of December 31, 2016, the Company is subject to examination by U.S. federal and state tax jurisdictions for returns filed for the taxable years ended March 31, 2008 through 2016, with the exception of one state which is subject to examination for returns filed for the taxable years ended March 31, 2001 through 2016. The Company's Canadian subsidiary, HCFI, is subject to federal examination for returns filed for the taxable years ended March 31, 2010 through 2016, and provincial examination for returns filed for the taxable years ended March 31, 2009 through 2016. The Company believes appropriate provision has been made for all outstanding issues for all open years.

(8) Commitments and Contingencies

The Company leases certain premises and equipment on a long-term basis under noncancelable leases. Some of these leases require the Company to pay property taxes, insurance, and other expenses. Lease expense was $3 million for both the three months ended December 31, 2016 and 2015, and $8 million for both the nine months ended December 31, 2016 and 2015.

The Company extends commercial revolving lines of credit to dealerships to support their business activities including facilities refurbishment and general working capital requirements. The amounts borrowed are generally secured by the assets of the borrowing entity. The majority of the lines have annual renewal periods. The unused balance of commercial revolving lines of credit was $145 million as of December 31, 2016. The Company also has commitments to finance the construction of auto dealerships. The remaining unfunded balance for these construction loans was $22 million as of December 31, 2016.

Legal Proceedings and Regulatory Matters

The Company establishes accruals for legal claims when payments associated with the claims become probable and the costs can be reasonably estimated. When able, the Company will determine estimates of reasonably possible loss or range of loss, whether in excess of any related accrued liability or where there is no accrued liability. Given the inherent uncertainty associated with legal matters, the actual costs of resolving legal claims and associated costs of defense may be substantially higher or lower than the amounts for which accruals have been established.

The Company is involved, in the ordinary course of business, in various legal proceedings including claims of individual customers and purported class action lawsuits. Certain of these actions are similar to suits filed against other financial institutions and captive finance companies. Most of these proceedings concern customer allegations of wrongful repossession or defamation of credit. The Company is also subject to governmental reviews and inquiries from time to time. Based on available information and established accruals, management does not believe it is reasonably possible that the results of these proceedings, in the aggregate, will have a material adverse effect on the Company's consolidated financial statements.

(9) Securitizations and Variable Interest Entities (VIE)

The trusts utilized for on-balance sheet securitizations are VIEs, which are required to be consolidated by their primary beneficiary. The Company is considered to be the primary beneficiary of these trusts due to (i) the power to direct the activities of the trusts that most significantly impact the trusts' economic performance through its role as servicer, and (ii) the obligation to absorb losses or the right to receive residual returns that could potentially be significant to the trusts through the subordinated certificates and residual interest retained. The debt securities issued by the trusts to third-party investors along with the assets of the trusts are included in the Company's consolidated financial statements.

During the nine months ended December 31, 2016 and 2015, the Company issued notes through asset-backed securitizations, which were accounted for as secured financing transactions totaling $4.9 billion and $3.5 billion, respectively. The notes were secured by receivables with an initial principal balance of $5.1 billion and $4.6 billion, respectively.

The table below presents the carrying amounts of assets and liabilities of consolidated securitization trusts as they are reported in the Company's consolidated balance sheets. All amounts exclude intercompany balances, which have been eliminated upon consolidation. The assets of the trusts can only be used to settle the obligations of the trusts. The third-party investors in the obligations of the trusts do not have recourse to the general credit of the Company.

	December 31, 2016	March 31, 2016
	(U.S. dollars in millions)	
Assets:		
Finance receivables	$ 8,723	$ 7,819
Unamortized costs and subsidy income, net	(128)	(103)
Allowance for credit losses	(12)	(10)
Finance receivables, net	8,583	7,706
Vehicles held for disposition	5	3
Restricted cash [1]	345	291
Accrued interest receivable [1]	9	8
Total assets	$ 8,942	$ 8,008
Liabilities:		
Secured debt	$ 8,378	$ 7,605
Unamortized discounts and fees	(12)	(11)
Secured debt, net	8,366	7,594
Accrued interest expense	4	3
Total liabilities	$ 8,370	$ 7,597

[1] Included with other assets in the Company's consolidated balance sheets (Note 10).

In their role as servicers, AHFC and HCFI collect principal and interest payments on the underlying receivables on behalf of the securitization trusts. Cash collected during a calendar month is required to be remitted to the trusts in the following month. AHFC and HCFI are not restricted from using the cash collected for their general purposes prior to the remittance to the trusts. As of December 31, 2016 and March 31, 2016, AHFC and HCFI had combined cash collections of $435 million and $422 million, respectively, which were required to be remitted to the trusts.

(10) Other Assets

Other assets consisted of the following:

	December 31, 2016	March 31, 2016
	(U.S. dollars in millions)	
Accrued interest and fees	$ 78	$ 75
Other receivables	144	99
Deferred expense	172	173
Software, net of accumulated amortization of $136 and $134 as of December 31, 2016 and March 31, 2016, respectively	34	30
Property and equipment, net of accumulated depreciation of $17 and $17 as of December 31, 2016 and March 31, 2016, respectively	7	8
Restricted cash	369	315
Other	83	51
Total	$ 887	$ 751

Depreciation and amortization are computed on a straight-line basis over the estimated useful lives of the related assets, which range from three to five years. General and administrative expenses include depreciation and amortization expense of $2 million and $1 million for the three months ended December 31, 2016 and 2015, respectively, and $5 million and $3 million for the nine months ended December 31, 2016 and 2015, respectively.

(11) Other Liabilities

Other liabilities consisted of the following:

	December 31, 2016	March 31, 2016
	(U.S. dollars in millions)	
Dealer payables	$ 172	$ 139
Accounts payable and accrued expenses	297	286
Lease security deposits	64	62
VSC unearned administrative fees (Note 6)	392	380
Unearned income, operating lease	317	282
Uncertain tax positions	14	14
Other	126	130
Total	$ 1,382	$ 1,293

(12) Other Income

Other income consisted of the following:

	Three months ended December 31,		Nine months ended December 31,	
	2016	2015	2016	2015
	(U.S. dollars in millions)			
VSC administration (Note 6)	$ 26	$ 24	$ 77	$ 73
Other	(3)	2	(10)	1
Total	$ 23	$ 26	$ 67	$ 74

(13) Fair Value Measurements

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. The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. Level 1 inputs are quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 2 inputs are those other than quoted prices included within Level 1 that are observable for the asset or liability. Level 3 inputs are unobservable inputs for the asset or liability. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). Nonperformance risk is also required to be reflected in the fair value measurement, including an entity's own credit standing when measuring the fair value of a liability.

Recurring Fair Value Measurements

The following tables summarize the fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

	December 31, 2016			
	Level 1	Level 2	Level 3	Total
	(U.S. dollars in millions)			
Assets:				
Derivative instruments:				
Interest rate swaps	$ —	$ 246	$ —	$ 246
Cross currency swaps	—	2	—	2
Total assets	$ —	$ 248	$ —	$ 248
Liabilities:				
Derivative instruments:				
Interest rate swaps	$ —	$ 161	$ —	$ 161
Cross currency swaps	—	280	—	280
Total liabilities	$ —	$ 441	$ —	$ 441

	March 31, 2016			
	Level 1	Level 2	Level 3	Total
	(U.S. dollars in millions)			
Assets:				
Derivative instruments:				
Interest rate swaps	$ —	$ 272	$ —	$ 272
Cross currency swaps	—	70	—	70
Total assets	$ —	$ 342	$ —	$ 342
Liabilities:				
Derivative instruments:				
Interest rate swaps	$ —	$ 118	$ —	$ 118
Cross currency swaps	—	98	—	98
Total liabilities	$ —	$ 216	$ —	$ 216

The valuation techniques of assets and liabilities measured at fair value on a recurring basis are described below:

Derivative Instruments

The Company's derivatives are transacted in over-the-counter markets and quoted market prices are not readily available. The Company uses third-party developed valuation models to value derivative instruments. These models estimate fair values using discounted cash flow modeling techniques, which utilize the contractual terms of the derivative instruments and market-based inputs, including interest rates and foreign exchange rates. Discount rates incorporate counterparty and HMC specific credit default spreads to reflect nonperformance risk.

The Company's derivative instruments are classified as Level 2 since all significant inputs are observable and do not require management judgment. There were no transfers between fair value hierarchy levels during the nine months ended December 31, 2016 and 2015. Refer to Note 5 for additional information on derivative instruments.

Nonrecurring Fair Value Measurements

The following tables summarize nonrecurring fair value measurements recognized for assets still held at the end of the reporting periods presented:

	Level 1	Level 2	Level 3	Total	Lower-of-cost or fair value adjustment [1]
			(U.S. dollars in millions)		
December 31, 2016					
Vehicles held for disposition	$ —	$ —	$ 346	$ 346	$ 61
December 31, 2015					
Vehicles held for disposition	$ —	$ —	$ 116	$ 116	$ 22

[1] The adjustments to vehicles held for disposition as of December 31, 2016 include $2 million of adjustments that were recognized during the three months ended March 31, 2016, $5 million during the three months ended June 30, 2016, $7 million during the three months ended September 30, 2016 and $47 million during the three months ended December 31, 2016. The adjustments to vehicles held for disposition as of December 31, 2015 were recognized during the three months ended December 31, 2015.

The following describes the methodologies and assumptions used in nonrecurring fair value measurements, which relate to the application of lower of cost or fair value accounting on long-lived assets.

Vehicles Held for Disposition

Vehicles held for disposition consist of returned and repossessed vehicles. They are valued at the lower of their carrying value or estimated fair value, less estimated disposition costs. The fair value is based on current average selling prices of like vehicles at wholesale used vehicle auctions. For vehicles affected by the recall announced in the fourth quarter of the fiscal year ended March 31, 2016, the fair value reflects the estimated impact of the delays in disposition.

Fair Value of Financial Instruments

The following tables summarize the carrying values and fair values of the Company's financial instruments except for those measured at fair value on a recurring basis. Certain financial instruments and all nonfinancial assets and liabilities are excluded from fair value disclosure requirements including the Company's direct financing lease receivables and investment in operating leases.

	December 31, 2016				
	Carrying value	Fair value			
		Level 1	Level 2	Level 3	Total
	(U.S. dollars in millions)				
Assets:					
Cash and cash equivalents	$ 711	$ 711	$ —	$ —	$ 711
Dealer loans, net	4,874	—	—	4,696	4,696
Retail loans, net	30,403	—	—	30,568	30,568
Restricted cash	369	369	—	—	369
Liabilities:					
Commercial paper	$ 6,564	$ —	$ 6,564	$ —	$ 6,564
Related party debt	1,790	—	1,791	—	1,791
Bank loans	5,975	—	5,997	—	5,997
Medium term note programs	21,207	—	21,385	—	21,385
Other debt	2,266	—	2,278	—	2,278
Secured debt	8,366	—	8,362	—	8,362

	March 31, 2016				
	Carrying value	Fair value			
		Level 1	Level 2	Level 3	Total
	(U.S. dollars in millions)				
Assets:					
Cash and cash equivalents	$ 658	$ 658	$ —	$ —	$ 658
Dealer loans, net	4,771	—	—	4,597	4,597
Retail loans, net	30,087	—	—	30,295	30,295
Restricted cash	315	315	—	—	315
Liabilities:					
Commercial paper	$ 4,614	$ —	$ 4,615	$ —	$ 4,615
Related party debt	2,284	—	2,284	—	2,284
Bank loans	7,309	—	7,302	—	7,302
Medium term note programs	21,095	—	21,524	—	21,524
Other debt	1,880	—	1,894	—	1,894
Secured debt	7,594	—	7,601	—	7,601

The following describes the methodologies and assumptions used to estimate the fair value of the Company's financial instruments not measured at fair value on a recurring basis:

Cash, Cash Equivalents and Restricted Cash

The carrying values reported on the consolidated balance sheets approximate fair values due to the short-term nature of the assets and negligible credit risk. Restricted cash accounts held by securitization trusts are included in other assets.

Finance Receivables

The fair values of the Company’s retail loans and dealer wholesale loans are based on estimated proceeds of hypothetical whole loan transactions. It is assumed that market participants in whole loan transactions would acquire the loans with the intent of securitizing the loans. Internally developed valuation models are used to estimate the pricing of securitization transactions, which is adjusted for the estimated costs of securitization transactions and required profit margins of market participants. The models incorporate projected cash flows of the underlying receivables, which include prepayment and credit loss assumptions. The models also incorporate current market interest rates and market spreads for the credit and liquidity risk of securities issued in the securitizations. The estimated fair values of the Company’s dealer commercial loans are based on a discounted cash flow model.

Debt

The fair value of the Company’s debt is estimated based on a discounted cash flow analysis. Projected cash flows are discounted using current market interest rates and credit spreads for debt with similar maturities. The Company’s specific nonperformance risk is reflected in the credit spreads on the Company’s unsecured debt.

The above fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company’s entire holdings of a particular financial instrument. Because no active market exists for a portion of the Company’s financial instruments, fair value estimates of such financial instruments are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value information presented in the tables above is based on information available at December 31, 2016 and March 31, 2016. Although the Company is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been updated since those dates, and therefore, the current estimates of fair value at dates subsequent to those dates may differ significantly from the amounts presented herein.

(14) Segment Information

The Company’s reportable segments are based on the two geographic regions where operating results are measured and evaluated by management: the United States and Canada.

Segment performance is evaluated using an internal measurement basis, which differs from the Company’s consolidated results prepared in accordance with GAAP. Segment performance is evaluated on a pre-tax basis before the effect of valuation adjustments on derivative instruments and revaluations of foreign currency denominated debt. Since the Company does not elect to apply hedge accounting, the impact to earnings resulting from these valuation adjustments as reported under GAAP is not representative of segment performance as evaluated by management. Realized gains and losses on derivative instruments, net of realized gains and losses on foreign currency denominated debt, are included in the measure of net revenues when evaluating segment performance.

No adjustments are made to segment performance to allocate any revenues or expenses. Financing products offered throughout the United States and Canada are substantially similar. Segment revenues from the various financing products are reported on the same basis as GAAP consolidated results.

Financial information for the three and nine months ended or at December 31, 2016 and 2015 is summarized in the following tables:

	United States	Canada	Valuation adjustments and reclassifications	Consolidated Total
		(U.S. dollars in millions)		
Three months ended December 31, 2016				
Revenues:				
Direct financing leases	$ —	$ 7	$ —	$ 7
Retail	260	41	—	301
Dealer	33	3	—	36
Operating leases	1,404	205	—	1,609
Total revenues	1,697	256	—	1,953
Depreciation on operating leases	1,137	169	—	1,306
Interest expense	163	23	—	186
Realized (gains)/losses on derivatives and foreign currency denominated debt	(11)	4	7	—
Net revenues	408	60	(7)	461
Gain/(Loss) on disposition of lease vehicles	(3)	3	—	—
Other income	21	2	—	23
Total net revenues	426	65	(7)	484
Expenses:				
General and administrative expenses	90	13	—	103
Provision for credit losses	51	3	—	54
Early termination loss on operating leases	17	2	—	19
Loss on lease residual values	—	4	—	4
(Gain)/Loss on derivative instruments	—	—	280	280
(Gain)/Loss on foreign currency revaluation of debt	—	—	(160)	(160)
Income before income taxes	$ 268	$ 43	$ (127)	$ 184
Nine months ended December 31, 2016				
Revenues:				
Direct financing leases	$ —	$ 28	$ —	$ 28
Retail	766	118	—	884
Dealer	98	10	—	108
Operating leases	4,122	568	—	4,690
Total revenues	4,986	724	—	5,710
Depreciation on operating leases	3,269	469	—	3,738
Interest expense	467	66	—	533
Realized (gains)/losses on derivatives and foreign currency denominated debt	(24)	14	10	—
Net revenues	1,274	175	(10)	1,439
Gain/(Loss) on disposition of lease vehicles	10	8	—	18
Other income	63	4	—	67
Total net revenues	1,347	187	(10)	1,524
Expenses:				
General and administrative expenses	270	39	—	309
Provision for credit losses	148	9	—	157
Early termination loss on operating leases	45	5	—	50
Loss on lease residual values	—	9	—	9
(Gain)/Loss on derivative instruments	—	—	337	337
(Gain)/Loss on foreign currency revaluation of debt	—	—	(224)	(224)
Income before income taxes	$ 884	$ 125	$ (123)	$ 886
December 31, 2016				
Finance receivables, net	$ 31,345	$ 4,406	$ —	$ 35,751
Investment in operating leases, net	27,240	3,734	—	30,974
Total assets	61,217	8,274	—	69,491

	United States	Canada	Valuation adjustments and reclassifications	Consolidated Total
		(U.S. dollars in millions)		
Three months ended December 31, 2015				
Revenues:				
Direct financing leases	$ —	$ 16	$ —	$ 16
Retail	260	37	—	297
Dealer	27	3	—	30
Operating leases	1,262	136	—	1,398
Total revenues	1,549	192	—	1,741
Depreciation on operating leases	1,007	112	—	1,119
Interest expense	131	17	—	148
Realized (gains)/losses on derivatives and foreign currency denominated debt	4	7	(11)	—
Net revenues	407	56	11	474
Gain/(Loss) on disposition of lease vehicles	3	1	—	4
Other income	25	1	—	26
Total net revenues	435	58	11	504
Expenses:				
General and administrative expenses	85	13	—	98
Provision for credit losses	39	4	—	43
Early termination loss on operating leases	—	1	—	1
Loss on lease residual values	—	4	—	4
(Gain)/Loss on derivative instruments	—	—	65	65
(Gain)/Loss on foreign currency revaluation of debt	—	—	(71)	(71)
Income before income taxes	$ 311	$ 36	$ 17	$ 364
Nine months ended December 31, 2015				
Revenues:				
Direct financing leases	$ —	$ 59	$ —	$ 59
Retail	789	110	—	899
Dealer	80	10	—	90
Operating leases	3,705	354	—	4,059
Total revenues	4,574	533	—	5,107
Depreciation on operating leases	2,946	290	—	3,236
Interest expense	376	55	—	431
Realized (gains)/losses on derivatives and foreign currency denominated debt	10	21	(31)	—
Net revenues	1,242	167	31	1,440
Gain/(Loss) on disposition of lease vehicles	30	4	—	34
Other income	72	2	—	74
Total net revenues	1,344	173	31	1,548
Expenses:				
General and administrative expenses	263	38	—	301
Provision for credit losses	97	12	—	109
Early termination loss on operating leases	27	3	—	30
Loss on lease residual values	—	7	—	7
(Gain)/Loss on derivative instruments	—	—	62	62
(Gain)/Loss on foreign currency revaluation of debt	—	—	(36)	(36)
Income before income taxes	$ 957	$ 113	$ 5	$ 1,075
December 31, 2015				
Finance receivables, net	$ 31,182	$ 4,543	$ —	$ 35,725
Investment in operating leases, net	24,591	2,629	—	27,220
Total assets	58,212	7,259	—	65,471

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

Overview

Our primary focus, in collaboration with AHM and HCI, is to provide support for the sale of Honda and Acura products and maintain customer and dealer satisfaction and loyalty. To deliver this support effectively, we seek to maintain competitive cost of funds, efficient operations, and effective risk and compliance management. The primary factors influencing our results of operations, cash flows, and financial condition include the volume of Honda and Acura sales and the portion of those sales that we finance, our cost of funds, competition from other financial institutions, consumer credit defaults, and used motor vehicle prices.

A substantial portion of our consumer financing business is acquired through incentive financing programs sponsored by AHM and HCI. The volume of incentive financing programs and the allocation of those programs between retail loans and leases may vary from fiscal period to fiscal period depending upon the respective marketing strategies of AHM and HCI. AHM and HCI's marketing strategies are based in part on their business planning, in which we do not participate. Therefore we cannot predict the level of incentive financing programs AHM and HCI may sponsor in the future. Our consumer financing acquisition volumes are substantially dependent on the extent to which incentive financing programs are offered. Increases in incentive financing programs generally increase our financing penetration rates, which typically results in increased financing acquisition volumes for us. The amount of subsidy payments we receive from AHM and HCI is dependent on the terms of the incentive financing programs and the interest rate environment. Subsidy payments are received upon acquisition and recognized in revenue throughout the life of the loan or lease; therefore a significant change in the level of incentive financing programs in a fiscal period often may not be reflected in our results of operations for that period. The amount of subsidy income we recognize in a fiscal period is dependent on the cumulative level of subsidized contracts outstanding that were acquired through incentive financing programs.

We seek to maintain high quality consumer and dealer account portfolios, which we support with strong underwriting standards, risk-based pricing, and effective collection capabilities. Our cost of funds is facilitated by the diversity of our funding sources, and effective interest rate and foreign currency exchange risk management. We manage expenses to increase our profitability, including adjusting staffing needs based upon our business volumes and centralizing support functions. Additionally, we use risk and compliance management practices to optimize credit and residual value risk levels and maintain compliance with our pricing, underwriting and servicing policies at the United States, Canadian, state and provincial levels.

In our business operations, we incur costs related to funding, credit loss, residual value loss, and general and administrative expenses, among other expenses.

We analyze our operations in two business segments defined by geography: the United States and Canada. We measure the performance of our United States and Canada segments on a pre-tax basis before the effect of valuation adjustments on derivative instruments and revaluations of foreign currency denominated debt. For additional information regarding our segments, see Note 14—Segment Information of *Notes to Consolidated Financial Statements*. The following tables and the related discussion are presented based on our geographically segmented consolidated financial statements.

This report contains translations of certain foreign currency amounts into U.S. dollars at the rates specified below solely for your convenience. These translations should not be construed as representations that the foreign currency amounts actually represent such U.S. dollar amounts or that they could be converted into U.S. dollars at the rates indicated. U.S. dollar equivalents for "C$" (Canadian dollar) amounts are calculated based on the exchange rate on December 31, 2016 of 1.3441 per U.S. dollar.

References in this report to our "fiscal year 2017" and "fiscal year 2016" refer to our fiscal year ending March 31, 2017 and our fiscal year ended March 31, 2016, respectively.

Results of Operations

The following table presents our income before income taxes:

	Three months ended December 31,		Nine months ended December 31,	
	2016	2015	2016	2015
	(U.S. dollars in millions)			
Income before income taxes:				
United States segment	$ 122	$ 321	$ 734	$ 950
Canada segment	62	43	152	125
Total income before income taxes	$ 184	$ 364	$ 886	$ 1,075

Comparison of the Three Months Ended December 31, 2016 and 2015

Our consolidated income before income taxes was $184 million during the third quarter of fiscal year 2017 compared to $364 million during the same period in fiscal year 2016. This decline of $180 million, or 49%, was primarily due to an increase in loss on derivative instruments of $215 million, increase in interest expense of $38 million, increase in early termination loss on operating leases of $18 million and an increase in provision for credit losses of $11 million, partially offset by an increase in gain on the revaluation of foreign currency denominated debt of $89 million and an increase in operating lease revenue, net of depreciation, of $24 million.

Comparison of the Nine Months Ended December 31, 2016 and 2015

Our consolidated income before income taxes was $886 million during the first nine months of fiscal year 2017 compared to $1,075 million during the same period in fiscal year 2016. This decline of $189 million, or 18%, was primarily due to an increase in loss on derivative instruments of $275 million, increase in interest expense of $102 million, increase in provision for credit loss of $48 million, a decline in revenue from direct financing leases of $31 million, increase in early termination loss on operating leases of $20 million, a decline in gain on disposition of lease vehicles of $16 million and a decline in revenue from retail loans of $15 million, partially offset by an increase in gain on the revaluation of foreign currency denominated debt of $188 million, increase in operating lease revenue, net of depreciation, of $129 million and an increase in revenue from dealer loans of $18 million.

Segment Results—Comparison of the Three Months Ended December 31, 2016 and 2015

Results of operations for the United States segment and the Canada segment are summarized below:

	United States Segment		**Canada Segment**		**Consolidated**	
	Three months ended December 31,		**Three months ended December 31,**		**Three months ended December 31,**	
	2016	**2015**	**2016**	**2015**	**2016**	**2015**
			(U.S. dollars in millions)			
Revenues:						
Direct financing leases	$ —	$ —	$ 7	$ 16	$ 7	$ 16
Retail	260	260	41	37	301	297
Dealer	33	27	3	3	36	30
Operating leases	1,404	1,262	205	136	1,609	1,398
Total revenues	1,697	1,549	256	192	1,953	1,741
Depreciation on operating leases	1,137	1,007	169	112	1,306	1,119
Interest expense	163	131	23	17	186	148
Net revenues	397	411	64	63	461	474
Gain/(Loss) on disposition of lease vehicles	(3)	3	3	1	—	4
Other income	21	25	2	1	23	26
Total net revenues	415	439	69	65	484	504
Expenses:						
General and administrative expenses	90	85	13	13	103	98
Provision for credit losses	51	39	3	4	54	43
Early termination loss on operating leases	17	—	2	1	19	1
Loss on lease residual values	—	—	4	4	4	4
(Gain)/Loss on derivative instruments	295	65	(15)	—	280	65
Gain on foreign currency revaluation of debt	(160)	(71)	—	—	(160)	(71)
Income before income taxes	$ 122	$ 321	$ 62	$ 43	$ 184	$ 364

Revenues

Revenue from retail loans in the United States segment was consistent during the third quarter of fiscal year 2017 compared to the same period in fiscal year 2016. Higher yields on our retail loans were offset by lower average outstanding balances. Revenue from retail loans in the Canada segment increased by $4 million, or 11%, primarily due to higher average outstanding retail loans.

Operating lease revenue increased by $142 million, or 11%, in the United States segment and by $69 million, or 51%, in the Canada segment during the third quarter of fiscal year 2017 compared to the same period in fiscal year 2016. The increases in revenue were due to higher average outstanding operating lease assets in both the United States and Canada segments.

Direct financing lease revenue, which is generated only in Canada, declined by $9 million, or 56%, during the third quarter of fiscal year 2017 compared to the same period in fiscal year 2016 due to the continued decline in outstanding direct financing lease assets.

Revenue from dealer loans in the United States segment increased by $6 million, or 22%, during the third quarter of fiscal year 2017 compared to the same period in fiscal year 2016, due to an increase in average outstanding dealer loans and higher yields.

Consolidated subsidy income from AHM and HCI sponsored incentive programs increased by $35 million, or 13%, to $312 million during the third quarter of fiscal year 2017 compared to $277 million during the same period in fiscal year 2016. This increase was primarily attributable to higher outstanding incentive leases.

Depreciation on operating leases

Depreciation on operating leases increased by $130 million, or 13%, in the United States segment and by $57 million, or 51%, in the Canada segment during the third quarter of fiscal year 2017 compared to the same period in fiscal year 2016. The increases in depreciation were primarily due to the growth in operating lease assets in both the United States and Canada segments. The increases in depreciation were also due in part to declines in estimated used vehicle prices in both the United States and Canada segments.

Operating lease revenue, net of depreciation, increased by $12 million, or 5%, in the United States segment and by $12 million, or 50%, in the Canada segment during the third quarter of fiscal year 2017 compared to the same period in fiscal year 2016. The increases were primarily attributable to the growth in our operating lease assets.

Interest expense

Interest expense in the United States segment increased by $32 million, or 24%, during the third quarter of fiscal year 2017 compared to the same period in fiscal year 2016. The increase was attributable to higher average cost of debt primarily due to an increase in rates on floating rate debt. Interest expense in the Canada segment increased by $6 million, or 35%, due to an increase in average cost of debt and an increase in average outstanding debt. See "*—Liquidity and Capital Resources*" below for more information.

Gain/loss on disposition of lease vehicles

In the United States segment, we recognized a loss on disposition of lease vehicles of $3 million during the third quarter of fiscal year 2017 compared to a gain of $3 million during the same period in fiscal year 2016. The loss during the third quarter of fiscal year 2017 was due to a decline in auction prices during the period and increased valuation adjustments of vehicles held for disposition. We have been experiencing delays in the disposition of returned lease vehicles that were affected by the recall announced in the fourth quarter of fiscal year 2016. As a result, the outstanding balance of vehicles held for disposition has increased and additional valuation adjustments were recognized to reflect the estimated impact of the delays in disposition. The gain on disposition of lease vehicles in the Canada segment increased by $2 million. See "*—Financial Condition—Lease Residual Value Risk*" below for more information.

Provision for credit losses

The provision for credit losses in the United States segment increased by $12 million, or 31%, during the third quarter of fiscal year 2017 compared to the same period in fiscal year 2016. The increase in the provision was the result of higher net charge-offs and weaker credit performance of recent vintages. The provision for credit losses in the Canada segment declined by $1 million, or 25%, during the third quarter of fiscal year 2017 compared to the same period in fiscal year 2016, due to a slight decline in net charge-offs. See "*—Financial Condition—Credit Risk*" below for more information.

Early termination losses on operating leases

Early termination losses on operating leases in the United States segment increased by $17 million during the third quarter of fiscal year 2017 compared to the same period in fiscal year 2016. The increase in early termination losses during the third quarter of fiscal year 2017 was due to the growth in operating lease assets and the increase in our estimate of early termination losses during the period. During the third quarter of fiscal year 2016, we reduced our estimate of early termination losses which lowered the amount of losses we recognized during the period. Early termination losses on operating leases in the Canada segment increased by $1 million during the third quarter of fiscal year 2017 compared to the same period in fiscal year 2016. See "*—Financial Condition—Credit Risk*" below for more information.

Gain/loss on derivative instruments

In the United States segment, we recognized a loss on derivative instruments of $295 million during the third quarter of fiscal year 2017 compared to a loss of $65 million during the same period in fiscal year 2016. The loss in the third quarter of fiscal year 2017 was attributable to losses on pay float interest rate swaps of $205 million and cross currency swaps of $199 million, which were partially offset by gains on pay fixed interest rate swaps of $109 million. The losses on pay float interest rate swaps and gains on pay fixed interest rate swaps during the third quarter of fiscal year 2017 were due to a rise in interest rates. Losses on cross currency swaps during the third quarter of fiscal year 2017 were due to the U.S. dollar strengthening against the Euro, Sterling, and Yen during the period. In the Canada segment, we recognized a gain on derivative instruments of $15 million during the third quarter of fiscal year 2017 compared to no gain or loss during the same period in fiscal year 2016. The gains during the third quarter of fiscal year 2017 were due a rise in Canadian interest rates. See "—*Derivatives*" below for more information.

Gain/loss on foreign currency revaluation of debt

In the United States segment, we recognized a gain on the revaluation of foreign currency denominated debt of $160 million during the third quarter of fiscal year 2017 compared to a gain of $71 million during the same period in fiscal year 2016. The gain during the third quarter of fiscal year 2017 was due to the U.S. dollar strengthening against the Euro, Sterling, and Yen during the period.

Income tax expense

Our consolidated effective tax rate was 35.3% for the third quarter of fiscal year 2017 and 38.7% for the same period in fiscal year 2016. The decrease in the effective tax rate for the third quarter of fiscal year 2017 was primarily due to the relative effect of retroactive U.S. tax law changes, enacted in December 2015, on AHFC's deduction for qualified domestic production activities allocated between the Parent and affiliated companies, and the effect of tax law changes in apportionment methods and tax rates in certain states. For additional information regarding income taxes, see Note 7—Income Taxes of *Notes to Consolidated Financial Statements*.

Segment Results—Comparison of the Nine Months Ended December 31, 2016 and 2015

Results of operations for the United States segment and the Canada segment are summarized below:

	United States Segment		Canada Segment		Consolidated	
	Nine months ended December 31,		Nine months ended December 31,		Nine months ended December 31,	
	2016	2015	2016	2015	2016	2015
			(U.S. dollars in millions)			
Revenues:						
Direct financing leases	$ —	$ —	$ 28	$ 59	$ 28	$ 59
Retail	766	789	118	110	884	899
Dealer	98	80	10	10	108	90
Operating leases	4,122	3,705	568	354	4,690	4,059
Total revenues	4,986	4,574	724	533	5,710	5,107
Depreciation on operating leases	3,269	2,946	469	290	3,738	3,236
Interest expense	467	376	66	55	533	431
Net revenues	1,250	1,252	189	188	1,439	1,440
Gain on disposition of lease vehicles	10	30	8	4	18	34
Other income	63	72	4	2	67	74
Total net revenues	1,323	1,354	201	194	1,524	1,548
Expenses:						
General and administrative expenses	270	263	39	38	309	301
Provision for credit losses	148	97	9	12	157	109
Early termination loss on operating leases	45	27	5	3	50	30
Loss on lease residual values	—	—	9	7	9	7
(Gain)/Loss on derivative instruments	350	53	(13)	9	337	62
Gain on foreign currency revaluation of debt	(224)	(36)	—	—	(224)	(36)
Income before income taxes	$ 734	$ 950	$ 152	$ 125	$ 886	$ 1,075

Revenues

Revenue from retail loans in the United States segment declined by $23 million, or 3%, during the first nine months of fiscal year 2017 compared to the same period in fiscal year 2016. The decline in revenue was primarily attributable to lower average outstanding retail loans, which was partially offset by higher yields. Revenue from retail loans in the Canada segment increased by $8 million, or 7%, primarily due to higher average outstanding retail loans.

Operating lease revenue increased by $417 million, or 11%, in the United States segment and by $214 million, or 60%, in the Canada segment during the first nine months of fiscal year 2017 compared to the same period in fiscal year 2016. The increases in revenue were due to higher average outstanding operating lease assets in both the United States and Canada segments.

Direct financing lease revenue, which is generated only in Canada, declined by $31 million, or 53%, during the first nine months of fiscal year 2017 compared to the same period in fiscal year 2016 due to the continued decline in outstanding direct financing lease assets.

Revenue from dealer loans in the United States segment increased by $18 million, or 23%, during the first nine months of fiscal year 2017 compared to the same period in fiscal year 2016, due to an increase in average outstanding dealer loans and higher yields.

Consolidated subsidy income from AHM and HCI sponsored incentive programs increased by $89 million, or 11%, to $910 million during the first nine months of fiscal year 2017 compared to $821 million during the same period in fiscal year 2016. This increase was primarily attributable to higher outstanding incentive leases.

Depreciation on operating leases

Depreciation on operating leases increased by $323 million, or 11%, in the United States segment and by $179 million, or 62%, in the Canada segment during the first nine months of fiscal year 2017 compared to the same period in fiscal year 2016. The increases in depreciation were primarily due to the growth in operating lease assets in both the United States and Canada segments. The increases in depreciation were also due in part to declines in estimated used vehicle prices in both the United States and Canada segments.

Operating lease revenue, net of depreciation, increased by $94 million, or 12%, in the United States segment and by $35 million, or 55%, in the Canada segment during the first nine months of fiscal year 2017 compared to the same period in fiscal year 2016. The increases were primarily attributable to the growth in our operating lease assets in both the United States and Canada segments.

Interest expense

Interest expense in the United States segment increased by $91 million, or 24%, during the first nine months of fiscal year 2017 compared to the same period in fiscal year 2016. The increase was attributable to higher average cost of debt primarily due to an increase in rates on floating rate debt. Interest expense in the Canada segment increased by $11 million, or 20%, due to an increase in average outstanding debt and an increase in average cost of debt. See "*—Liquidity and Capital Resources*" below for more information.

Gain/loss on disposition of lease vehicles

The gain on disposition of lease vehicles in the United States segment declined by $20 million, or 67%, during the first nine months of fiscal year 2017 compared to the same period in fiscal year 2016. The lower gain was due to a decline in auction prices during the period and increased valuation adjustments of vehicles held for disposition. We have been experiencing delays in the disposition of returned lease vehicles that were affected by the recall announced in the fourth quarter of fiscal year 2016. As a result, the outstanding balance of vehicles held for disposition has increased and additional valuation adjustments were recognized to reflect the estimated impact of the delays in disposition. The gain on disposition of lease vehicles in the Canada segment increased by $4 million, or 100%. See "*—Financial Condition—Lease Residual Value Risk*" below for more information.

Provision for credit losses

The provision for credit losses in the United States segment increased by $51 million, or 53%, during the first nine months of fiscal year 2017 compared to the same period in fiscal year 2016. The increase in the provision was the result of higher net charge-offs and increasing our allowance for credit losses to reflect weaker credit performance of recent vintages. The provision for credit losses in the Canada segment declined by $3 million, or 25%, during the first nine months of fiscal year 2017 compared to the same period in fiscal year 2016, due to a slight decline in net charge-offs. See "*—Financial Condition—Credit Risk*" below for more information.

Early termination losses on operating leases

Early termination losses on operating leases in the United States segment increased by $18 million, or 67%, during the first nine months of fiscal year 2017 compared to the same period in fiscal year 2016. The increase in early termination losses during the first nine months of fiscal year 2017 was due to the growth in operating lease assets and the increase in our estimate of early termination losses during the period. During the first nine months of fiscal year 2016, we reduced our estimate of early termination losses which lowered the amount of losses we recognized during the period. Early termination losses on operating lease in the Canada segment increased by $2 million, or 67%, primarily due to the growth in operating lease assets. See "*—Financial Condition—Credit Risk*" below for more information.

Gain/loss on derivative instruments

In the United States segment, we recognized a loss on derivative instruments of $350 million during the first nine months of fiscal year 2017 compared to a loss of $53 million during the same period in fiscal year 2016. The loss in the first nine months of fiscal year 2017 was attributable to losses on pay float interest rate swaps of $225 million and cross currency swaps of $249 million, which were partially offset by gains on pay fixed interest rate swaps of $124 million. The losses on pay float interest rate swaps and gains on pay fixed interest rate swaps during the first nine months of fiscal year 2017 were due to a rise in interest rates. The losses on cross currency swaps during the first nine months of fiscal year 2017 were attributable to the U.S. dollar strengthening against the Euro, Sterling, and Yen during the period. In the Canada segment, we recognized a gain on derivative instruments of $13 million during the first nine months of fiscal year 2017 compared to a loss of $9 million during the same period in fiscal year 2016. The gains during the first nine months of fiscal year 2017 were due a rise in Canadian interest rates. See "*—Derivatives*" below for more information.

Gain/loss on foreign currency revaluation of debt

In the United States segment, we recognized a gain on the revaluation of foreign currency denominated debt of $224 million during the first nine months of fiscal year 2017 compared to a gain of $36 million during the same period in fiscal year 2016. The gain during the first nine months of fiscal year 2017 was due to the U.S. dollar strengthening against the Euro, Sterling, and Yen during the period.

Income tax expense

Our consolidated effective tax rate was 37.7% for the first nine months of fiscal year 2017 and 35.8% for the same period in fiscal year 2016. The increase in the effective tax rate for the first nine months of fiscal year 2017 was primarily due to tax law changes in apportionment methods and tax rates in certain states. For additional information regarding income taxes, see Note 7—Income Taxes of *Notes to Consolidated Financial Statements*.

Financial Condition

Consumer Financing

Consumer Financing Acquisition Volumes

The following table summarizes the number of retail loans and leases we acquired and the number of such loans and leases acquired through incentive financing programs sponsored by AHM and HCI:

	Three months ended December 31,				Nine months ended December 31,			
	2016		2015		2016		2015	
	Acquired	Sponsored [2]	Acquired	Sponsored [2]	Acquired	Sponsored [2]	Acquired	Sponsored [2]
				(Units [1] in thousands)				
United States Segment								
Retail loans:								
New auto	117	85	84	52	348	239	316	211
Used auto	21	2	16	2	66	5	52	5
Motorcycle	17	3	17	2	58	9	57	8
Other	—	—	—	—	1	1	1	—
Total retail loans	155	90	117	56	473	254	426	224
Leases	113	104	109	85	398	368	371	308
Canada Segment								
Retail loans:								
New auto	16	15	15	13	54	50	45	40
Used auto	2	1	3	1	7	3	11	5
Motorcycle	1	1	1	1	4	3	5	3
Other	1	—	1	—	1	—	1	—
Total retail loans	20	17	20	15	66	56	62	48
Leases	19	19	20	19	63	63	66	64
Consolidated								
Retail loans:								
New auto	133	100	99	65	402	289	361	251
Used auto	23	3	19	3	73	8	63	10
Motorcycle	18	4	18	3	62	12	62	11
Other	1	—	1	—	2	1	2	—
Total retail loans	175	107	137	71	539	310	488	272
Leases	132	123	129	104	461	431	437	372

[1] A unit represents one retail loan or lease contract, as noted, that was originated in the United States and acquired by AHFC or its subsidiaries, or that was originated in Canada and acquired by HCFI, in each case during the period shown.

[2] Represents the number of retail loans and leases acquired through incentive financing programs sponsored by AHM and/or HCI and only those contracts with subsidy payments. Excludes contracts where contractual rates met or exceeded our yield requirements and subsidy payments were not required.

Consumer Financing Penetration Rates

The following table summarizes the percentage of AHM and/or HCI sales of new automobiles and motorcycles that were financed either with retail loans or leases that we acquired:

	Three months ended December 31,		**Nine months ended December 31,**	
	2016	**2015**	**2016**	**2015**
United States Segment				
New auto	56%	49%	58%	55%
Motorcycle	36%	37%	38%	38%
Canada Segment				
New auto	78%	81%	78%	76%
Motorcycle	23%	27%	24%	28%
Consolidated				
New auto	58%	52%	60%	57%
Motorcycle	35%	36%	37%	37%

Consumer Financing Asset Balances

The following table summarizes our outstanding retail loan and lease asset balances and units:

	December 31, 2016	March 31, 2016	December 31, 2016	March 31, 2016
	(U.S. dollars in millions)		(Units [1] in thousands)	
United States Segment				
Retail loans:				
New auto	$ 22,828	$ 23,051	1,620	1,673
Used auto	3,089	2,796	230	220
Motorcycle	1,003	939	194	187
Other	46	49	4	5
Total retail loans	$ 26,966	$ 26,835	2,048	2,085
Securitized retail loans [2]	$ 7,752	$ 7,030	685	636
Investment in operating leases	$ 27,240	$ 25,245	1,284	1,196
Canada Segment				
Retail loans:				
New auto	$ 3,016	$ 2,765	215	196
Used auto	345	411	45	52
Motorcycle	73	73	16	15
Other	3	3	2	2
Total retail loans	$ 3,437	$ 3,252	278	265
Securitized retail loans [2]	$ 831	$ 676	61	45
Direct financing leases	$ 474	$ 935	41	69
Investment in operating leases	$ 3,734	$ 3,002	200	149
Consolidated				
Retail loans:				
New auto	$ 25,844	$ 25,816	1,835	1,869
Used auto	3,434	3,207	275	272
Motorcycle	1,076	1,012	210	202
Other	49	52	6	7
Total retail loans	$ 30,403	$ 30,087	2,326	2,350
Securitized retail loans [2]	$ 8,583	$ 7,706	746	681
Direct financing leases	$ 474	$ 935	41	69
Investment in operating leases	$ 30,974	$ 28,247	1,484	1,345

[1] A unit represents one retail loan or lease contract, as noted, that was outstanding as of the date shown.

[2] Securitized retail loans represent the portion of total retail loans that have been sold in securitization transactions but continue to be recognized on our balance sheet. Securitized retail loans are included in the amounts for total retail loans.

In the United States segment, retail loan acquisition volumes increased by 11% and lease acquisition volumes increased by 7% during the first nine months of fiscal year 2017 compared to the same period in fiscal year 2016 primarily due to an increase in incentive program volumes. AHM continued to focus their support on lease incentive programs compared with retail loan incentive programs during the first nine months of fiscal year 2017.

In the Canada segment, retail loan acquisition volumes increased by 6% during the first nine months of fiscal year 2017 compared to the same period in fiscal year 2016 primarily due to higher retail loan incentive volumes. Lease acquisition volumes declined by 5% during the first nine months of fiscal year 2017 compared to the same period in fiscal year 2016. Outstanding direct financing lease assets continued to decline and operating lease assets continued to increase during the first nine months of fiscal year 2017 as the result of our remaining direct financing leases maturing and all newly acquired leases being classified as operating leases.

Dealer Financing

Wholesale Flooring Financing Penetration Rates

The following table summarizes the number of dealerships with wholesale flooring financing agreements as a percentage of total authorized Honda and Acura dealerships in the United States and/or Canada, as applicable:

	December 31, 2016	March 31, 2016
United States Segment		
Automobile	27%	27%
Motorcycle	97%	97%
Other	21%	22%
Canada Segment		
Automobile	35%	34%
Motorcycle	95%	97%
Other	94%	98%
Consolidated		
Automobile	28%	28%
Motorcycle	96%	97%
Other	24%	24%

Wholesale Flooring Financing Percentage of Sales

The following table summarizes the percentage of AHM unit sales in the United States and/or HCI unit sales in Canada, as applicable, that we financed through wholesale flooring loans with dealerships:

	Three months ended December 31,		Nine months ended December 31,	
	2016	2015	2016	2015
United States Segment				
Automobile	27%	27%	27%	27%
Motorcycle	97%	97%	97%	97%
Other	9%	10%	9%	9%
Canada Segment				
Automobile	31%	33%	31%	34%
Motorcycle	95%	96%	97%	96%
Other	96%	97%	97%	97%
Consolidated				
Automobile	27%	28%	27%	28%
Motorcycle	97%	97%	97%	97%
Other	12%	14%	12%	11%

Dealer Financing Asset Balances

The following table summarizes our outstanding dealer financing asset balances and units:

	December 31, 2016	March 31, 2016	December 31, 2016	March 31, 2016
	(U.S. dollars in millions)		(Units [1] in thousands)	
United States Segment				
Wholesale flooring loans:				
Automobile	$ 2,842	$ 2,641	111	104
Motorcycle	634	747	87	107
Other	55	64	52	71
Total wholesale flooring loans	$ 3,531	$ 3,452	250	282
Commercial loans	$ 847	$ 793		
Canada Segment				
Wholesale flooring loans:				
Automobile	$ 348	$ 363	16	16
Motorcycle	60	69	9	11
Other	26	31	19	28
Total wholesale flooring loans	$ 434	$ 463	44	55
Commercial loans	$ 62	$ 63		
Consolidated				
Wholesale flooring loans:				
Automobile	$ 3,190	$ 3,004	127	120
Motorcycle	694	816	96	118
Other	81	95	71	99
Total wholesale flooring loans	$ 3,965	$ 3,915	294	337
Commercial loans	$ 909	$ 856		

[1] A unit represents one automobile, motorcycle, power equipment, or marine engine, as applicable, financed through a wholesale flooring loan that was outstanding as of the date shown.

Credit Risk

Credit losses are an expected cost of extending credit. The majority of our credit risk is in consumer financing and to a lesser extent in dealer financing. Credit risk of our portfolio of consumer finance receivables can be affected by general economic conditions. Adverse changes such as a rise in unemployment rates can increase the likelihood of defaults. Declines in used vehicle prices can reduce the amount of recoveries on repossessed collateral. We manage our exposure to credit risk in retail loans and direct financing leases by monitoring and adjusting our underwriting standards, which affect the level of credit risk that we assume, pricing contracts for expected losses, and focusing collection efforts to minimize losses.

We are also exposed to credit risk on our portfolio of operating lease assets. We expect a portion of our operating leases to terminate prior to their scheduled maturities when lessees default on their contractual obligations. Losses are generally realized upon the disposition of the repossessed operating lease vehicles. The factors affecting credit risk on our operating leases and our management of the risk are similar to that of our retail loans and direct financing leases.

Credit risk on dealer loans is affected primarily by the financial strength of the dealers within the portfolio, the value of collateral securing the financings, and economic and market factors that could affect the creditworthiness of dealers. We manage our exposure to credit risk in dealer financing by performing comprehensive reviews of dealers prior to establishing financing arrangements and monitoring the payment performance and creditworthiness of these dealers on an ongoing basis. In the event of default by a dealer, we seek all available legal remedies pursuant to related dealer agreements, guarantees, security interests on collateral, or liens on dealership assets. Additionally, we have entered into agreements with AHM and HCI that provide for their repurchase, at the outstanding financed amount, of new, unused, undamaged and unregistered vehicle or equipment that have been repossessed from dealers who defaulted under the terms of its wholesale flooring agreement.

An allowance for credit losses is maintained for management’s estimate of probable losses incurred on finance receivables. We also maintain an estimate for early termination losses on operating lease assets due to lessee defaults and an allowance for credit losses on past due operating lease rental payments.

Additional information regarding credit losses is provided in the discussion of “—*Critical Accounting Policies—Credit Losses*” below.

The following table presents information with respect to our allowance for credit losses and credit loss experience of our finance receivables and losses related to lessee defaults on our operating leases:

	As of or for the three months ended December 31,		As of or for the nine months ended December 31,	
	2016	2015	2016	2015
	(U.S. dollars in millions)			
United States Segment				
Finance receivables:				
Allowance for credit losses at beginning of period	$ 112	$ 83	$ 82	$ 77
Provision for credit losses	45	34	131	83
Charge-offs, net of recoveries	(41)	(34)	(97)	(77)
Allowance for credit losses at end of period	$ 116	$ 83	$ 116	$ 83
Allowance as a percentage of ending receivable balance [1]			0.37%	0.26%
Charge-offs as a percentage of average receivable balance [1], [4]	0.52%	0.43%	0.42%	0.32%
Delinquencies (60 or more days past due):				
Delinquent amount [2]			$ 78	$ 70
As a percentage of ending receivable balance [1], [2]			0.25%	0.22%
Operating leases:				
Early termination loss on operating leases	$ 17	$ —	$ 45	$ 27
Provision for past due operating lease rental payments [3]	6	5	17	14
Canada Segment				
Finance receivables:				
Allowance for credit losses at beginning of period	$ 11	$ 10	$ 11	$ 9
Provision for credit losses	2	4	8	12
Charge-offs, net of recoveries	(3)	(3)	(9)	(10)
Effect of translation adjustment	—	(1)	—	(1)
Allowance for credit losses at end of period	$ 10	$ 10	$ 10	$ 10
Allowance as a percentage of ending receivable balance [1]			0.21%	0.19%
Charge-offs as a percentage of average receivable balance [1], [4]	0.23%	0.30%	0.23%	0.28%
Delinquencies (60 or more days past due):				
Delinquent amount [2]			$ 9	$ 8
As a percentage of ending receivable balance [1], [2]			0.20%	0.16%
Operating leases:				
Early termination loss on operating leases	$ 2	$ 1	$ 5	$ 3
Provision for past due operating lease rental payments [3]	1	—	1	—
Consolidated				
Finance receivables:				
Allowance for credit losses at beginning of period	$ 123	$ 93	$ 93	$ 86
Provision for credit losses	47	38	139	95
Charge-offs, net of recoveries	(44)	(37)	(106)	(87)
Effect of translation adjustment	—	(1)	—	(1)
Allowance for credit losses at end of period	$ 126	$ 93	$ 126	$ 93
Allowance as a percentage of ending receivable balance [1]			0.35%	0.25%
Charge-offs as a percentage of average receivable balance [1], [4]	0.48%	0.41%	0.39%	0.31%
Delinquencies (60 or more days past due):				
Delinquent amount [2]			$ 87	$ 78
As a percentage of ending receivable balance [1], [2]			0.24%	0.22%
Operating leases:				
Early termination loss on operating leases	$ 19	$ 1	$ 50	$ 30
Provision for past due operating lease rental payments [3]	7	5	18	14

(1) Ending and average receivable balances exclude the allowance for credit losses, write-down of lease residual values, unearned subvention income related to our incentive financing programs and deferred origination costs. Average receivable balances are calculated based on the average of each month's ending receivables balance for that fiscal year.

(2) For the purposes of determining whether a contract is delinquent, payment is generally considered to have been made, in the case of (i) dealer finance receivables, upon receipt of 100% of the payment when due and (ii) consumer finance receivables, upon receipt of 90% of the sum of the current monthly payment plus any overdue monthly payments. Delinquent amounts presented are the aggregated principal balances of delinquent finance receivables.

(3) Provisions for past due operating lease rental payments are also included in total provision for credit losses in our consolidated statements of income.

(4) Percentages for the three and nine months ended December 31, 2016 and 2015 have been annualized.

In the United States segment, the provision for credit losses on our finance receivables was $131 million during the first nine months of fiscal year 2017 compared to $83 million during the same period in fiscal year 2016. The increase in the provision was the result of higher net charge-offs and increasing our allowance for credit losses to reflect weaker credit performance of recent vintages. Default frequencies and loss severities have increased in recent vintages, due in part to the increase in the volume of retail loans with 72 month terms. We recognized early termination losses on operating lease assets of $45 million during the first nine months of fiscal year 2017 compared to $27 million during the same period in fiscal year 2016. The increase in early termination losses during the first nine months of fiscal year 2017 was due to the growth in operating lease assets and the increase in our estimate of early termination losses during the period. During the first nine months of fiscal year 2016, we reduced our estimate of early termination losses which lowered the amount of losses we recognized during the period.

In the Canada segment, the provision for credit losses on our finance receivables was $8 million during the first nine months of fiscal year 2017 compared to $12 million during the same period in fiscal year 2016. The decline in the provision for credit losses was due in part to a slight decline in net charge-offs. Early termination losses on operating lease assets was $5 million during the first nine months of fiscal year 2017 compared to $3 million during the same period in fiscal year 2016. The increase in early termination losses was primarily due to the growth in operating lease assets.

Lease Residual Value Risk

Contractual residual values of lease vehicles are determined at lease inception based on expectations of future used vehicle values, taking into consideration external industry data and our own historical experience. Lease customers have the option at the end of the lease term to return the vehicle to the dealer or to buy the vehicle at the contractual residual value (or if purchased prior to lease maturity, for the outstanding contractual balance). Returned lease vehicles can be purchased by the grounding dealer at the contractual residual value (or if purchased prior to lease maturity, for the outstanding contractual balance) or for a market based price. Returned lease vehicles that are not purchased by the grounding dealers are sold through online and physical auctions. We are exposed to risk of loss on the disposition of returned lease vehicles when the proceeds from the sale of the vehicles are less than the contractual residual values at the end of the lease term.

We assess our estimates for end of lease term market values of leased vehicles, at minimum, on a quarterly basis. The primary factors affecting the estimates are the percentage of leased vehicles that we expect to be returned by the lessee at the end of lease term and the expected loss severity. Factors considered in this evaluation include, among other factors, economic conditions, historical trends, and market information on new and used vehicles. For operating leases, adjustments to estimated residual values are made on a straight line basis over the remaining term of the lease and are included as depreciation expense. For direct financing leases, downward adjustments for declines in estimated residual values deemed to be other-than-temporary are recognized as a loss on lease residual values in the period in which the estimate changed. Additional information regarding lease residual values is provided in the discussion of "*—Critical Accounting Policies—Determination of Lease Residual Values*" below.

We also review our investment in operating leases for impairment whenever events or changes in circumstances indicate that the carrying values may not be recoverable. If impairment conditions are met, impairment losses are measured by the amount carrying values exceed their fair values. We did not recognize impairment losses due to declines in estimated residual values during the first nine months of fiscal year 2017 and the same period in fiscal year 2016.

We have been experiencing delays in the disposition of returned lease vehicles that were affected by the recall announced in the fourth quarter of fiscal year 2016. The outstanding balance of vehicles held for disposition affected by the recall increased significantly during the first six months of fiscal year 2017. During the third quarter of fiscal year 2017, the outstanding balance of vehicles held for disposition affected by the recall declined as we began repairing and selling the affected vehicles. We expect to complete the recall repairs and sell the remaining affected vehicles in fiscal year 2018.

The following table summarizes our number of lease terminations and the method of disposition:

	Three months ended December 31,		Nine months ended December 31,	
	2016	2015	2016	2015
	(Units [1] in thousands)			
United States Segment				
Termination units:				
Sales at outstanding contractual balances [2]	57	56	203	197
Sales through auctions and dealer direct programs [3]	29	27	84	84
Total termination units	86	83	287	281
Canada Segment				
Termination units:				
Sales at outstanding contractual balances [2]	11	11	35	35
Sales through auctions and dealer direct programs [3]	2	3	6	6
Total termination units	13	14	41	41
Consolidated				
Termination units:				
Sales at outstanding contractual balances [2]	68	67	238	232
Sales through auctions and dealer direct programs [3]	31	30	90	90
Total termination units	99	97	328	322

[1] A unit represents one terminated lease by their method of disposition during the period shown. Unit counts do not include leases that were terminated due to lessee defaults.

[2] Includes vehicles purchased by lessees or dealers for the contractual residual value at lease maturity or the outstanding contractual balance if purchased prior to lease maturity.

[3] Includes vehicles sold through online auctions and market based pricing options under our dealer direct programs or through physical auctions.

Liquidity and Capital Resources

Our liquidity strategy is to fund current and future obligations through our cash flows from operations and our diversified funding programs in a cost and risk effective manner. Our cash flows are generally impacted by cash requirements related to the volume of finance receivable and operating lease acquisitions and various operating and funding costs incurred, which are largely funded through payments received on our assets and our funding sources outlined below. As noted, the levels of incentive financing sponsored by AHM and HCI can impact our financial results and liquidity from period to period. Increases or decreases in incentive financing programs typically increase or decrease our financing penetration rates, respectively, which result in increased or decreased acquisition volumes and increased or decreased liquidity needs, respectively. At acquisition, we receive the subsidy payments, which reduce the cost of consumer loan and lease contracts acquired, and we recognize such payments as revenue over the term of the loan or lease.

In an effort to minimize liquidity risk and interest rate risk and the resulting negative effects on our margins, results of operations and cash flows, our funding strategy incorporates investor diversification and the utilization of multiple funding sources including commercial paper, medium term notes, bank loans and asset-backed securities. AHFC has continued to reduce the use of related party debt as a funding source. We incorporate a funding strategy that takes into consideration factors such as the interest rate environment, domestic and foreign capital market conditions, maturity profiles, and economic conditions. We believe that our funding sources, combined with cash provided by operating and investing activities, will provide sufficient liquidity for us to meet our debt service and working capital requirements over the next twelve months.

Summary of Outstanding Debt

The table below presents a summary of our outstanding debt by various funding sources:

	December 31, 2016	March 31, 2016	Weighted average contractual interest rate December 31, 2016	Weighted average contractual interest rate March 31, 2016
	(U.S. dollars in millions)			
United States Segment				
Unsecured debt:				
Commercial paper	$ 5,464	$ 3,587	0.77%	0.54%
Related party debt	600	900	0.71%	0.43%
Bank loans	4,992	6,292	1.50%	1.14%
Private MTN program	3,695	5,443	3.44%	2.80%
Public MTN program	16,429	14,479	1.60%	1.47%
Euro MTN programme	1,083	1,173	1.79%	1.72%
Total unsecured debt	32,263	31,874		
Secured debt	7,561	6,938	1.15%	1.00%
Total debt	$ 39,824	$ 38,812		
Canada Segment				
Unsecured debt:				
Commercial paper	$ 1,100	$ 1,027	0.84%	0.82%
Related party debt	1,190	1,384	0.91%	0.86%
Bank loans	983	1,017	1.48%	1.45%
Other debt	2,266	1,880	1.86%	1.88%
Total unsecured debt	5,539	5,308		
Secured debt	805	656	1.23%	1.19%
Total debt	$ 6,344	$ 5,964		
Consolidated				
Unsecured debt:				
Commercial paper	$ 6,564	$ 4,614	0.78%	0.60%
Related party debt	1,790	2,284	0.84%	0.69%
Bank loans	5,975	7,309	1.50%	1.18%
Private MTN program	3,695	5,443	3.44%	2.80%
Public MTN program	16,429	14,479	1.60%	1.47%
Euro MTN programme	1,083	1,173	1.79%	1.72%
Other debt	2,266	1,880	1.86%	1.88%
Total unsecured debt	37,802	37,182		
Secured debt	8,366	7,594	1.16%	1.01%
Total debt	$ 46,168	$ 44,776		

Commercial Paper

As of December 31, 2016, we had commercial paper programs in the United States of $7.0 billion and in Canada of C$2.0 billion ($1.5 billion). Interest rates on the commercial paper are fixed at the time of issuance. During the nine months ended December 31, 2016, consolidated commercial paper month-end outstanding principal balances ranged from $4.7 billion to $6.6 billion and the outstanding daily balance averaged $5.9 billion.

Related Party Debt

AHFC issues fixed rate notes to AHM to help fund AHFC's general corporate operations. HCFI issues fixed rate notes to HCI to help fund HCFI's general corporate operations. Interest rates are based on prevailing rates of debt with comparable terms. Generally, the term of these notes is less than 120 days. During the nine months ended December 31, 2016, consolidated related party debt month-end principal balances ranged from $1.8 billion to $2.3 billion and the outstanding daily balance averaged $2.0 billion.

Bank Loans

During the nine months ended December 31, 2016, AHFC entered into two floating rate term loan agreements for an aggregate of $800 million and HCFI entered into two floating rate term loan agreements for an aggregate of C$375 million ($279 million). As of December 31, 2016, we had bank loans denominated in U.S. dollars and Canadian dollars with floating interest rates, in principal amounts ranging from $37 million to $600 million. As of December 31, 2016, the remaining maturities of all bank loans outstanding ranged from 20 days to approximately 5.7 years. The weighted average remaining maturities on all bank loans was 2.7 years as of December 31, 2016.

Our bank loans contain customary restrictive covenants, including limitations on liens, mergers, consolidations and asset sales, and a financial covenant that requires us to maintain positive consolidated tangible net worth. In addition to other customary events of default, the bank loans include cross-default provisions and provisions for default if HMC does not maintain ownership, whether directly or indirectly, of at least 80% of the outstanding capital stock of AHFC or HCFI, as applicable. All of these covenants and events of default are subject to important limitations and exceptions under the agreements governing the bank loans. As of December 31, 2016, management believes that AHFC and HCFI were in compliance with all covenants contained in our bank loans.

Medium Term Note (MTN) Programs

Private MTN Program

AHFC no longer issues MTNs under the Rule 144A Private MTN Program. As of December 31, 2016, the remaining maturities of Private MTNs outstanding ranged from 59 days to approximately 4.7 years. The weighted average remaining maturities of Private MTNs was 1.8 years as of December 31, 2016. Interest rates on outstanding Private MTNs were fixed. Private MTNs were issued pursuant to the terms of an issuing and paying agency agreement which requires AHFC to comply with certain covenants, including negative pledge provisions, and includes customary events of defaults. As of December 31, 2016, management believes that AHFC was in compliance with all covenants contained in the Private MTNs.

Public MTN Program

AHFC is a well-known seasoned issuer under SEC rules and issues Public MTNs pursuant to a registration statement on Form S-3 filed with the SEC. In August 2016, AHFC filed a registration statement with the SEC under which it may issue from time to time up to $30.0 billion aggregate principal amount of Public MTNs. During fiscal year 2016, AHFC began issuing foreign currency denominated notes into international markets under this program. The aggregate principal amount of MTNs offered under this program may be increased from time to time.

The Public MTNs may have original maturities of 9 months or more from the date of issue, may be interest bearing with either fixed or floating interest rates, or may be discounted notes. During the nine months ended December 31, 2016, AHFC issued $4.7 billion aggregate principal amount of U.S. dollar denominated MTNs, with an original maturity ranging from 2.0 years to 10.0 years, bearing interest at fixed and floating rates. As of December 31, 2016, the remaining maturities of all Public MTNs outstanding ranged from 125 days to approximately 9.7 years. The weighted average remaining maturities of all Public MTNs was 2.6 years as of December 31, 2016.

The Public MTNs are issued pursuant to an indenture, which requires AHFC to comply with certain covenants, including negative pledge provisions and restrictions on AHFC’s ability to merge, consolidate or transfer substantially all of its assets or the assets of its subsidiaries, and includes customary events of default. As of December 31, 2016, management believes that AHFC was in compliance with all covenants under the indenture.

Euro MTN Programme

The Euro MTN Programme was retired in August 2014. Notes under this program that are currently listed on the Luxembourg Stock Exchange will remain listed through their maturity. As of December 31, 2016, the remaining maturities of Euro MTNs outstanding under this program ranged from 20 days to approximately 6.1 years. The weighted average remaining maturities of all Euro MTNs was 2.5 years as of December 31, 2016. Interest rates on outstanding Euro MTNs are fixed or floating. Euro MTNs were issued pursuant to the terms of an agency agreement which requires AHFC to comply with certain covenants, including negative pledge provisions, and includes customary events of default. As of December 31, 2016, management believes that AHFC was in compliance with all covenants contained in the Euro MTNs.

The table below presents a summary of outstanding debt issued under our MTN Programs by currency:

	December 31, 2016	March 31, 2016
	(U.S. dollars in millions)	
U.S. dollar	$ 18,831	$ 18,501
Euro	2,044	2,210
Sterling	306	357
Japanese yen	26	27
Total	$ 21,207	$ 21,095

Other Debt

HCFI issues privately placed Canadian dollar denominated notes, with either fixed or floating interest rates. During the nine months ended December 31, 2016, HCFI entered into two private placement trades for an aggregate of C$600 million ($446 million). As of December 31, 2016, the remaining maturities of all of HCFI's Canadian notes outstanding ranged from 97 days to approximately 4.9 years. The weighted average remaining maturities of these notes was 2.3 years as of December 31, 2016.

The notes are issued pursuant to the terms of an indenture, which requires HCFI to comply with certain covenants, including negative pledge provisions, and includes customary events of default. As of December 31, 2016, management believes that HCFI was in compliance with all covenants contained in the privately placed notes.

Secured Debt

Asset-Backed Securities

We enter into securitization transactions for funding purposes. Securitization transactions involve transferring pools of retail loans to trusts. The trusts are special-purpose entities that we establish to accommodate securitization structures. Securitization trusts have the limited purpose of acquiring assets, issuing asset-backed securities, and making payments on the securities. Assets transferred to securitization trusts are considered to be legally isolated from us and the claims of our creditors. We continue to service the retail loans transferred to the trusts. Investors in the notes issued by a trust only have recourse to the assets of such trust and do not have recourse to AHFC, HCFI, or our other subsidiaries or to other trusts.

Our securitizations are structured to provide credit enhancements to investors in the notes issued by the trusts. Credit enhancements can include the following:

- *Subordinated certificates*—which are securities issued by the trusts that are retained by us and are subordinated in priority of payment to the notes.
- *Overcollateralization*—which occurs when the principal balance of securitized assets exceed the balance of securities issued by the trust.
- *Excess interest*—which allows excess interest collections to be used to cover losses on defaulted loans.
- *Reserve funds*—which are restricted cash accounts held by the trusts to cover shortfalls in payments of interest and principal required to be paid on the notes.
- *Yield supplement accounts*—which are restricted cash accounts held by the trusts to supplement interest payments on notes.

We are required to consolidate the securitization trusts in our financial statements, which results in the securitizations being accounted for as on-balance sheet secured financings. The securitized receivables remain on our consolidated balance sheet along with the notes issued by the trusts. The notes are secured solely by the assets of the applicable trust and not by any of our other assets or those of other trusts. The assets of a trust are the only source of funds for repayment on the notes of such trust.

During the nine months ended December 31, 2016, we issued notes through asset-backed securitizations totaling $4.9 billion, which were secured by consumer finance receivables with an initial principal balance of $5.1 billion.

Credit Agreements

Syndicated Bank Credit Facilities

AHFC maintains a $3.5 billion 364 day credit agreement, as amended, which expires on March 3, 2017, and a $3.5 billion five-year credit agreement, as amended, which expires on March 7, 2021. As of December 31, 2016, no amounts were drawn upon under the AHFC credit agreements. AHFC intends to renew or replace these credit agreements prior to or on their respective expiration dates.

HCFI maintains a C$1.6 billion ($1.2 billion) credit agreement, as amended, which provides that HCFI may borrow up to C$800 million ($595 million) on a one-year and a five-year revolving basis. The one-year tranche of the credit agreement expires on March 24, 2017 and the five-year tranche of the credit agreement expires on March 24, 2021. As of December 31, 2016, no amounts were drawn upon under the HCFI credit agreement. HCFI intends to renew or replace the credit agreement prior to or on the expiration date of each respective tranche.

The credit agreements contain customary conditions to borrowing and customary restrictive covenants, including limitations on liens and limitations on mergers, consolidations and asset sales. The credit agreements also require AHFC and HCFI, respectively, to maintain a positive consolidated tangible net worth as defined in their respective credit agreements. The credit agreements, in addition to other customary events of default, include cross-default provisions and provisions for default if HMC does not maintain ownership, whether directly or indirectly, of at least 80% of the outstanding capital stock of AHFC or HCFI, as applicable. In addition, the AHFC and HCFI credit agreements contain provisions for default if HMC's obligations under the HMC-AHFC Keep Well Agreement or the HMC-HCFI Keep Well Agreement, as applicable, become invalid, voidable, or unenforceable. All of these conditions, covenants and events of default are subject to important limitations and exceptions under the agreements governing the credit agreements. As of December 31, 2016, management believes that AHFC and HCFI were in compliance with all covenants contained in the respective credit agreements.

Other Credit Agreements

AHFC maintains other committed lines of credit that allow it access to an additional $1.0 billion in unsecured funding with multiple banks. The credit agreements contain customary covenants, including limitations on liens, mergers, consolidations and asset sales and a requirement for AHFC to maintain a positive consolidated tangible net worth. As of December 31, 2016, no amounts were drawn upon under these agreements. These agreements expire in September 2017. AHFC intends to renew these credit agreements prior to or on their expiration dates.

Keep Well Agreements

HMC has entered into separate Keep Well Agreements with AHFC and HCFI. Pursuant to the Keep Well Agreements, HMC has agreed to, among other things:

- own and hold, at all times, directly or indirectly, at least 80% of each of AHFC's and HCFI's issued and outstanding shares of voting stock and not pledge, directly or indirectly, encumber, or otherwise dispose of any such shares or permit any of HMC's subsidiaries to do so, except to HMC or wholly-owned subsidiaries of HMC;
- cause each of AHFC and HCFI to, on the last day of each of AHFC's and HCFI's respective fiscal years, have a positive consolidated tangible net worth (with "tangible net worth" meaning (a) shareholders' equity less (b) any intangible assets, as determined in accordance with GAAP with respect to AHFC and generally accepted accounting principles in Canada with respect to HCFI); and
- ensure that, at all times, each of AHFC and HCFI has sufficient liquidity and funds to meet their payment obligations under any Debt (with "Debt" defined as AHFC's or HCFI's debt, as applicable, for borrowed money that HMC has confirmed in writing is covered by the respective Keep Well Agreement) in accordance with the terms of such Debt, or where necessary, HMC will make available to AHFC or HCFI, as applicable, or HMC will procure for AHFC or HCFI, as applicable, sufficient funds to enable AHFC or HCFI, as applicable, to pay its Debt in accordance with its terms. AHFC or HCFI Debt does not include the notes issued by securitization trusts in connection with AHFC's or HCFI's secured financing transactions, any related party debt or any indebtedness outstanding as of December 31, 2016 under AHFC's and HCFI's bank loan agreements.

As consideration for HMC's obligations under the Keep Well Agreements, we have agreed to pay HMC a quarterly fee based on the amount of outstanding Debt pursuant to support compensation agreements, dated October 1, 2005. We incurred expenses of $5 million during both the three months ended December 31, 2016 and 2015, and $15 million and $14 million during the nine months ended December 31, 2016 and 2015, respectively, pursuant to these support compensation agreements.

Indebtedness of Consolidated Subsidiaries

As of December 31, 2016, AHFC and its consolidated subsidiaries had $56.9 billion of outstanding indebtedness and other liabilities, including current liabilities, of which $14.8 billion consisted of indebtedness and liabilities of our consolidated subsidiaries. None of AHFC's consolidated subsidiaries had any outstanding preferred equity.

Derivatives

We utilize derivative instruments to mitigate exposures to fluctuations in interest rates and foreign currency exchange rates. The types of derivative instruments include interest rate swaps, basis swaps, and cross currency swaps. Interest rate and basis swap agreements are used to mitigate the effects of interest rate fluctuations of our floating rate debt relative to our fixed rate finance receivables and operating lease assets. Cross currency swap agreements are used to manage currency and interest rate risk exposure on foreign currency denominated debt. The derivative instruments contain an element of credit risk in the event the counterparties are unable to meet the terms of the agreements.

All derivative financial instruments are recorded on our consolidated balance sheet as assets or liabilities, and carried at fair value. Changes in the fair value of derivatives are recognized in our consolidated statements of income in the period of the change. Since we do not elect to apply hedge accounting, the impact to earnings resulting from these valuation adjustments as reported under GAAP is not representative of our results of operations as evaluated by management. Realized gains and losses on derivative instruments, net of realized gains and losses on foreign currency denominated debt, are included in the measure of net revenues when we evaluate segment performance. Refer to Note 14—Segment Information of *Notes to Consolidated Financial Statements (Unaudited)* for additional information about segment information and Note 5—Derivative Instruments of *Notes to Consolidated Financial Statements (Unaudited)* for additional information on derivative instruments.

Off-Balance Sheet Arrangements

We are not a party to off-balance sheet arrangements.

Contractual Obligations

The following table summarizes our contractual obligations, excluding lending commitments to dealers and derivative obligations, for the periods indicated:

	Payments due for the twelve month periods ending December 31,						
	Total	2017	2018	2019	2020	2021	Thereafter
	(U.S. dollars in millions)						
Unsecured debt obligations [1]	$ 37,872	$ 15,463	$ 7,180	$ 5,812	$ 3,160	$ 4,407	$ 1,850
Secured debt obligations [1]	8,378	4,452	2,555	1,145	226	—	—
Interest payments on debt [2]	1,692	591	451	278	183	110	79
Operating lease obligations	39	8	7	6	4	3	11
Total	$ 47,981	$ 20,514	$ 10,193	$ 7,241	$ 3,573	$ 4,520	$ 1,940

[1] Debt obligations reflect the remaining principal obligations of our outstanding debt and do not reflect unamortized debt discounts and fees. Repayment schedule of secured debt reflects payment performance assumptions on underlying receivables. Foreign currency denominated debt principal is based on exchange rates as of December 31, 2016.

[2] Interest payments on floating rate and foreign currency denominated debt based on the applicable floating rates and/or exchange rates as of December 31, 2016.

The obligations in the above table do not include certain lending commitments to dealers since the amount and timing of future payments is uncertain. Refer to Note 8—Commitments and Contingencies of *Notes to Consolidated Financial Statements (Unaudited)* for additional information on these commitments.

Our contractual obligations on derivative instruments are also excluded from the table above because our future cash obligations under these contracts are inherently uncertain. We recognize all derivative instruments on our consolidated balance sheet at fair value. The amounts recognized as fair value do not represent the amounts that will be ultimately paid or received upon settlement under these contracts. Refer to Note 5—Derivative Instruments of *Notes to Consolidated Financial Statements (Unaudited)* for additional information on derivative instruments.

New Accounting Standards

Refer to Note 1(c)—Recently Adopted Accounting Standards and Note 1(d)—Recently Issued Accounting Standards of *Notes to Consolidated Financial Statements (Unaudited).*

Critical Accounting Policies

Critical accounting policies are those accounting policies that require the application of our most difficult, subjective, or complex judgments, often requiring us to make estimates about the effects of matters that are inherently uncertain and may change in subsequent periods, or for which the use of different estimates that could have reasonably been used in the current period would have had a material impact on the presentation of our financial condition, cash flows, and results of operations. The impact and any associated risks related to these estimates on our financial condition, cash flows, and results of operations are discussed throughout "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" where such estimates affect reported and expected financial results. Different assumptions or changes in economic circumstances could result in additional changes to the determination of the allowance for credit losses and the determination of lease residual values.

Credit Losses

We maintain an allowance for credit losses for management's estimate of probable losses incurred on our finance receivables. We also maintain an estimate for early termination losses on operating lease assets due to lessee defaults and an allowance for credit losses on past due operating lease rental payments. These estimates are evaluated by management, at minimum, on a quarterly basis.

Consumer finance receivables are collectively evaluated for impairment. Delinquencies and losses are monitored on an ongoing basis and this historical experience provides the primary basis for estimating the allowance. Management utilizes various methodologies when estimating the allowance for credit losses including models which incorporate vintage loss and delinquency migration analysis. These models take into consideration attributes of the portfolio, including loan-to-value ratios, internal and external credit scores, and collateral types. Market and economic factors such as used vehicle prices, unemployment rates, and consumer debt service burdens are also incorporated into these models. Estimated losses on operating leases expected to terminate early due to lessee defaults are also determined collectively, consistent with the methodologies used for consumer finance receivables.

Dealer finance receivables are individually evaluated for impairment when specifically identified as impaired. Dealer finance receivables are considered to be impaired when it is probable that we will be unable to collect all amounts due according to the original terms of the loan. Our determination of whether dealer loans are impaired is based on evaluations of dealership payment history, financial condition, and cash flows, and their ability to perform under the terms of the loans. Dealer loans that have not been specifically identified as impaired are collectively evaluated for impairment.

Refer to Note 2—Finance Receivables of *Notes to Consolidated Financial Statements (Unaudited)* for additional information regarding charge-offs or write-downs of contractual balances of retail and dealer finance receivables.

Our allowance for credit losses and early termination losses on operating leases requires significant judgment about inherently uncertain factors. The estimates are based on management's evaluation of many factors, including our historical credit loss experience, the value of the underlying collateral, delinquency trends, and economic conditions. The estimates are based on information available as of each reporting date. Actual losses may differ from the original estimates due to actual results varying from those assumed in our estimates. Refer to Note 3—Investment in Operating Leases of *Notes to Consolidated Financial Statements (Unaudited)* for additional information.

Sensitivity Analysis

If we had experienced a 10% increase in net charge-offs of finance receivables during the twelve month period ended December 31, 2016, our provision for credit losses would have increased by approximately $27 million during the period. Similarly, if we had experienced a 10% increase in realized losses on the disposition of repossessed operating lease vehicles during the twelve month period ended December 31, 2016, we would have recognized an additional $12 million in early termination losses in our consolidated statement of income during the period.

Determination of Lease Residual Values

Contractual residual values of lease vehicles are determined at lease inception based on expectations of future used vehicle values, taking into consideration external industry data and our own historical experience. Lease customers have the option at the end of the lease term to return the vehicle to the dealer or to buy the vehicle at the contractual residual value (or if purchased prior to lease maturity, for the outstanding contractual balance). Returned lease vehicles can be purchased by the grounding dealer at the contractual residual value (or if purchased prior to lease maturity, for the outstanding contractual balance) or a market based price. Returned lease vehicles that are not purchased by the grounding dealer are sold through online and physical auctions. We are exposed to risk of loss on the disposition of returned lease vehicles when the proceeds from the sale of the vehicles are less than the contractual residual values at the end of lease term. We assess our estimates for end of term market values of the leased vehicles, at minimum, on a quarterly basis. The primary factors affecting the estimates are the percentage of leased vehicles that we expect to be returned by the lessee at the end of lease term and the expected loss severity. Factors considered in this evaluation include, among other factors, economic conditions, historical trends and market information on new and used vehicles.

For operating leases, adjustments to estimated residual values are made on a straight-line basis over the remaining term of each lease and are included as depreciation expense. For direct financing leases, downward adjustments for declines in estimated residual values deemed to be other-than-temporary are recognized as a loss on lease residual values in the period in which the estimate changed.

Sensitivity Analysis

If future estimated auction values for all outstanding operating leases as of December 31, 2016 were to decrease by $100 per unit from our current estimates, the total impact would be an increase of approximately $66 million in depreciation expense, which would be recognized over the remaining lease terms. If future return rates for all operating leases were to increase by one percentage point from our current estimates, the total impact would be an increase of approximately $11 million in depreciation expense, which would be recognized over the remaining lease terms. This sensitivity analysis may be asymmetric and is specific to the conditions in effect as of December 31, 2016. Additionally, any declines in auction values are likely to have a negative effect on return rates which could affect the severity of the impact on our results of operations.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We have omitted this section pursuant to General Instruction H(2) of Form 10-Q.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our Principal Executive Officer and Principal Financial Officer have performed an evaluation of our disclosure controls and procedures, as that term is defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended (Exchange Act), as of December 31, 2016, and each has concluded that such disclosure controls and procedures are effective, at the reasonable assurance level, to ensure that information required to be disclosed in our periodic reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC’s rules and forms, and such information is accumulated and communicated to management, including our Principal Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosures. Our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives, and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Changes in Internal Control over Financial Reporting

There were no changes in the internal control over financial reporting during the quarter ended December 31, 2016, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

For information on our legal proceedings, see Note 8—Commitments and Contingencies—Legal Proceedings and Regulatory Matters of *Notes to Consolidated Financial Statements (Unaudited)*, which is incorporated by reference herein.

Item 1A. Risk Factors

There are no material changes to the risk factors set forth under *"Item 1A. Risk Factors"* in our Annual Report on Form 10-K for the fiscal year ended March 31, 2016, which was filed with the SEC on June 23, 2016.

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

We have omitted this section pursuant to General Instruction H(2) of Form 10-Q.

Item 3. Defaults Upon Senior Securities

We have omitted this section pursuant to General Instruction H(2) of Form 10-Q.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Refer to the Exhibit Index immediately following the Signature page.

Signature

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

Dated: February 10, 2017

AMERICAN HONDA FINANCE CORPORATION

By: /s/ Paul C. Honda
Paul C. Honda
Vice President and Assistant Secretary
(Principal Accounting Officer)

AMERICAN HONDA FINANCE CORPORATION

Exhibit Index

Exhibit Number	Description
3.1[1]	Articles of Incorporation of American Honda Finance Corporation, dated February 6, 1980, and Certificates of Amendment to the Articles of Incorporation, dated March 29, 1984, November 13, 1988, December 4, 1989, July 2, 1991, April 3, 1997, November 30, 1999, and December 17, 2003.
3.2[1]	Amended and Restated Bylaws of American Honda Finance Corporation, dated April 27, 2010.
4.1[1]	Form of Specimen Common Stock of American Honda Finance Corporation.
4.2	American Honda Finance Corporation agrees to furnish to the Securities and Exchange Commission upon request a copy of each instrument with respect to issues of long-term debt of American Honda Finance Corporation and its subsidiaries, the authorized principal amount of which does not exceed 10% of the consolidated assets of the American Honda Finance Corporation and its subsidiaries.
4.3[2]	Amended and Restated Issuing and Paying Agency Agreement between American Honda Finance Corporation and The Bank of New York Mellon, dated as of August 27, 2012.
4.4	Trust Indenture between Honda Canada Finance Inc., as issuer, and BNY Trust Company of Canada (as successor to CIBC Mellon Trust Company), as trustee, dated as of September 26, 2005[3], as supplemented by supplemental indentures from time to time, and the Form of Debenture[4].
4.5[5]	Indenture, dated September 5, 2013, between American Honda Finance Corporation and Deutsche Bank Trust Company Americas, as trustee.
4.6	Form of Fixed Rate Medium-Term Note, Series A[6] and Form of Floating Rate Medium-Term Note, Series A[7].
12.1[8]	Statement regarding computation of ratio of earnings to fixed charges
31.1[8]	Certification of Principal Executive Officer
31.2[8]	Certification of Principal Financial Officer
32.1[9]	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350
32.2[9]	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350
101.INS[8]	XBRL Instance Document
101.SCH[8]	XBRL Taxonomy Extension Schema Document
101.CAL[8]	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB[8]	XBRL Taxonomy Extension Label Linkbase Document
101.PRE[8]	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF[8]	XBRL Taxonomy Extension Definition Linkbase Document

[1] Incorporated herein by reference to the same numbered Exhibit filed with our registration statement on Form 10, dated June 28, 2013.

[2] Incorporated herein by reference to the same numbered Exhibit filed with our registration statement on Form 10, amendment No. 1, dated August 7, 2013.

[3] Incorporated herein by reference to Exhibit number 4.5 filed with our registration statement on Form 10, amendment No. 1, dated August 7, 2013.

[4] Incorporated herein by reference to the same numbered Exhibit filed with our quarterly report on Form 10-Q, dated February 12, 2015.

[5] Incorporated herein by reference to Exhibit number 4.1 filed with our registration statement on Form S-3, dated September 5, 2013.

[6] Incorporated herein by reference to Exhibit number 4.1 filed with our current report on Form 8-K, dated February 12, 2014.

[7] Incorporated herein by reference to Exhibit number 4.2 filed with our current report on Form 8-K, dated August 10, 2016.

[8] Filed herewith.

[9] Furnished herewith.

Exhibit 12.1

American Honda Finance Corporation and Subsidiaries
Calculation of Ratio of Earnings to Fixed Charges
(U.S. dollars in millions)

	Three months ended December 31,		Nine months ended December 31,	
	2016	**2015**	**2016**	**2015**
Earnings				
Consolidated income before provision for income taxes	$ 184	$ 364	$ 886	$ 1,075
Fixed Charges	187	149	536	434
Earnings..	$ 371	$ 513	$ 1,422	$ 1,509
Fixed Charges				
Interest expense..	$ 186	$ 148	$ 533	$ 431
Interest portion of rental expense [(1)]	1	1	3	3
Total fixed charges	$ 187	$ 149	$ 536	$ 434
Ratio of earnings to fixed charges..	1.98x	3.44x	2.65x	3.48x

[(1)] One-third of all rental expense is deemed to be interest.

Exhibit 31.1

CERTIFICATION PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Hideo Moroe, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended December 31, 2016 of American Honda Finance Corporation;

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 15d-15(f)) for the registrant and have:

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

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

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

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

5. The registrant’s other certifying officer(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.

Dated: February 10, 2017

By: /s/ Hideo Moroe
Hideo Moroe
President
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Shinji Kubaru, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended December 31, 2016 of American Honda Finance Corporation;

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 15d-15(f)) for the registrant and have:

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

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

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

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

5. The registrant’s other certifying officer(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.

Dated: February 10, 2017

By: /s/ Shinji Kubaru
Shinji Kubaru
Vice President and Treasurer
(Principal Financial Officer)

Exhibit 32.1

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

In connection with the Quarterly Report of American Honda Finance Corporation (the “Company”) on Form 10-Q for the quarter ended December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Hideo Moroe, President and Principal Executive Officer of the Company, certify, pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

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

Dated: February 10, 2017

By:/s/ Hideo Moroe
Hideo Moroe
President
(Principal Executive Officer)

*A signed original of this written statement required by Section 906 has been provided to American Honda Finance Corporation and will be retained by American Honda Finance Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

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

In connection with the Quarterly Report of American Honda Finance Corporation (the "Company") on Form 10-Q for the quarter ended December 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Shinji Kubaru, Vice President, Treasurer and Principal Financial Officer of the Company, certify, pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

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

Dated: February 10, 2017

By:/s/ Shinji Kubaru
Shinji Kubaru
Vice President and Treasurer
(Principal Financial Officer)

*A signed original of this written statement required by Section 906 has been provided to American Honda Finance Corporation and will be retained by American Honda Finance Corporation and furnished to the Securities and Exchange Commission or its staff upon request.