

Financial Statements

June 30, 2015 and 2014

(With Independent Auditors' Report Thereon)

Financial Statements

June 30, 2015 and 2014

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KPMG LLP

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Independent Auditor's Report

New Jersey State Employees Deferred Compensation Plan Board:

Report on the Financial Statements

We have audited the accompanying statements of fiduciary activities of the New Jersey State Employees Deferred Compensation Plan (the Plan) as of and for the years ended June 30, 2015 and 2014, and the related notes to the financial statements, which collectively comprise the Plan's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with U.S. generally accepted accounting principles; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the fiduciary activities of the New Jersey State Employees Deferred Compensation Plan, as of June 30, 2015 and 2014, and the respective changes in financial position thereof for the years then ended in accordance with U.S. generally accepted accounting principles.



Other Matters

Required Supplementary Information

U.S. generally accepted accounting principles require that the management's discussion and analysis on pages 3–7, respectively, be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.



Short Hills, New Jersey July 1, 2016

Management Discussion and Analysis
(Unaudited)
June 30, 2015 and 2014

Our discussion and analysis of the financial performance of the New Jersey State Employees Deferred Compensation Plan (the Plan) provides an overview of the Plan's financial activities for the fiscal years ended June 30, 2015 and 2014. Please read it in conjunction with the basic financial statements and related notes to the financial statements, which follow this discussion.

Financial Highlights

2015-2014

- Net position increased by \$143.7 million as a result of fiscal year 2015's operations from \$3,396.2 million to \$3,539.9 million.
- Additions for the year are \$320.1 million, which are comprised of member contributions of \$187.0 million and net investment income of \$133.1 million.
- Deductions for the year are \$176.5 million, which are comprised of benefit payments of \$176.0 million and administrative expenses of \$0.5 million.

2014-2013

- Net position increased by \$455.3 million as a result of fiscal year 2014's operations from \$2,940.9 million to \$3,396.2 million.
- Additions for the year are \$605.2 million, which are comprised of member contributions of \$181.1 million and net investment income of \$424.1 million.
- Deductions for the year are \$149.9 million, which are comprised of benefit payments of \$149.4 million and administrative expenses of \$0.5 million.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the basic financial statements. The basic financial statements are comprised of two components: 1) fiduciary financial statements and 2) notes to the financial statements. This report also contains required supplementary information in addition to the basic financial statements.

Fiduciary Financial Statements

The statement of fiduciary net position presents the Plan's assets and liabilities by major categories and may serve over time as a useful indicator of the Plan's financial position. The difference between assets and liabilities represents the net position restricted for pension benefits.

The statement of changes in fiduciary net position provides information on the change in the Plan's net position during the current year. Additions are comprised of investment income and member contributions. Deductions include retirement benefit payments.

Management Discussion and Analysis
(Unaudited)
June 30, 2015 and 2014

Notes to the Financial Statements

The notes to the financial statements provide additional information that is essential to a full understanding of the data provided in the basic financial statements and includes a description of the Plan.

Financial Analysis

Summary of Fiduciary Net Position

2015-2014

	2015	2014	(Decrease)
Assets Liabilities	\$ 3,541,153,042 1,247,489	3,399,084,957 2,867,750	142,068,085 (1,620,261)
Net position	\$ 3,539,905,553	3,396,217,207	143,688,346

Total assets increased by \$142.1 million, or 4.2%, between fiscal years 2014 and 2015 due to an increase in the investment holdings of \$144.3 million and a decrease in receivables of \$2.2 million.

Total liabilities decreased by \$1.6 million, or 56.5%, mainly due to a decrease in securities purchased in transit.

Net position increased by \$143.7 million, or 4.2%.

Summary of Fiduciary Net Position

	2014	2013	Increase
Assets Liabilities	\$ 3,399,084,957 2,867,750	2,942,790,370 1,897,356	456,294,587 970,394
Net position	\$ 3,396,217,207	2,940,893,014	455,324,193

Total assets increased by \$456.3 million, or 15.5%, between fiscal years 2013 and 2014 due to an increase in the investment holdings.

Total liabilities increased by \$1.0 million, or 51.1%, mainly due to an increase in securities purchased in transit of \$1.7 million.

Net position increased by \$455.3 million, or 15.5%.

Management Discussion and Analysis
(Unaudited)
June 30, 2015 and 2014

Summary of Changes in Fiduciary Net Position

2015 - 2014

	_	2015	2014	Increase (Decrease)
Additions:				
Member contributions	\$	186,999,797	181,051,805	5,947,992
Net investment income	_	133,142,031	424,147,776	(291,005,745)
Total additions	_	320,141,828	605,199,581	(285,057,753)
Deductions:				
Benefits		175,989,353	149,393,111	26,596,242
Administrative expenses	_	464,129	482,277	(18,148)
Total deductions	_	176,453,482	149,875,388	26,578,094
Change in net position	\$ _	143,688,346	455,324,193	(311,635,847)
	_			

Additions consist of member contributions and earnings from investment activities. Total additions decreased by \$285.1 million, or 47.1%, between fiscal years 2014 and 2015 due to the lower investment return in fiscal year 2015 as compared to fiscal year 2014.

Deductions consist of benefit payments made during the year and administrative expenses. Benefit payments increased by \$26.6 million, or 17.7%, between fiscal years 2014 and 2015. This increase is the result of improving financial markets and the resulting gain in assets held in members' accounts. Participants requesting full or partial distributions during the year did so from accounts that had increased in value from June 30, 2014, providing these participants with access to an increased total dollar amount for these distributions.

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Management Discussion and Analysis (Unaudited)

June 30, 2015 and 2014

Summary of Changes in Fiduciary Net Position

2014 – 2013

	_	2014	2013	Increase
Additions:				
Member contributions	\$	181,051,805	177,296,365	3,755,440
Net investment income	_	424,147,776	302,069,484	122,078,292
Total additions	_	605,199,581	479,365,849	125,833,732
Deductions:				
Benefits		149,393,111	124,062,368	25,330,743
Administrative expenses	_	482,277	454,350	27,927
Total deductions	_	149,875,388	124,516,718	25,358,670
Change in net position	\$ _	455,324,193	354,849,131	100,475,062

Management Discussion and Analysis
(Unaudited)
June 30, 2015 and 2014

Additions consist of member contributions and earnings from investment activities. Total additions increased by \$125.8 million, or 26.3%, between fiscal years 2013 and 2014 due to the higher investment return in fiscal year 2014 as compared to fiscal year 2013.

Deductions consist of benefit payments made during the year and administrative expenses. Benefit payments increased by \$25.3 million, or 20.4%, between fiscal years 2013 and 2014. This increase is the result of improving financial markets and the resulting gain in assets held in members' accounts. Participants requesting full or partial distributions during the year did so from accounts that had increased in value from June 30, 2013, providing these participants with access to an increased total dollar amount for these distributions.

Retirement System as a Whole

Members are 100% vested in the present value of their contributions.

Contacting System Financial Management

The financial report is designed to provide our members, beneficiaries, investors and other interested parties with a general overview of the Plan's finances and to show the Plan's accountability for the money it receives. This report is available on the Division of Pensions and Benefits website at www.state.nj.us/treasury/pensions. If you have any questions about this report or need additional financial information, contact the Division of Pensions and Benefits, P.O. Box 295, Trenton, NJ 08625-0295.

STATE OF NEW JERSEY NEW JERSEY STATE EMPLOYEES DEFERRED COMPENSATION PLAN

Statements of Fiduciary Net Position

June 30, 2015 and 2014

	_	2015	2014
Assets: Cash	\$	13,848	12,231
Receivables: Accrued interest and dividends Securities sold in transit	_	672,162	1,106,841 1,846,549
Total receivables Investments, at fair value:	_	672,162	2,953,390
Cash Management Fund Domestic equities International equities		21,404,495 1,690,548,942 328,042,823	49,139,345 1,610,523,142 330,745,275
Domestic fixed income International fixed income	_	1,448,063,095 52,407,677	1,399,262,959 6,448,615
Total assets	_	3,540,467,032	3,396,119,336
Total assets Liabilities:	_	3,541,153,042	3,399,084,957
Accounts payable and accrued expenses	_	1,247,489	2,867,750
Total liabilities	_	1,247,489	2,867,750
Net position: Held in trust for benefits	\$ _	3,539,905,553	3,396,217,207

See accompanying notes to financial statements.

STATE OF NEW JERSEY NEW JERSEY STATE EMPLOYEES DEFERRED COMPENSATION PLAN

Statements of Changes in Fiduciary Net Position

Years ended June 30, 2015 and 2014

	2015	2014
Additions:		
Member contributions \$	186,999,797	181,051,805
Investment income: Net appreciation in fair value of investments Interest Dividends	122,980,412 118,040 10,250,107	412,874,377 2,224,673 9,231,161
	133,348,559	424,330,211
Less investment expense	206,528	182,435
Net investment income	133,142,031	424,147,776
Total additions	320,141,828	605,199,581
Deductions:		
Benefits Administrative expenses	175,989,353 464,129	149,393,111 482,277
Total deductions	176,453,482	149,875,388
Change in net position	143,688,346	455,324,193
Net position – beginning of year	3,396,217,207	2,940,893,014
Net position – end of year \$	3,539,905,553	3,396,217,207

See accompanying notes to financial statements.

Notes to Financial Statements June 30, 2015 and 2014

(1) Description of the Plan

(a) Organization

The State of New Jersey, Division of Pensions and Benefits (the Division) was created and exists pursuant to N.J.S.A. 52:18A to oversee and administer the pension trust and other postemployment benefit plans sponsored by the State of New Jersey (the State), including the New Jersey State Employees Deferred Compensation Plan (the Plan or NJSEDCP).

The Plan, a single employer defined contribution pension plan, was established by Chapter 39, P.L. 1978, which became effective June 19, 1978, amended by Chapter 449, P.L. 1985, effective January 14, 1986, and further amended by Chapter 116, P.L. 1997, effective June 6, 1997, and is available to any state employee who is a member of a state-administered retirement system or an employee of an eligible state agency, authority, commission or instrumentality of state government provided the employee has at least 12 continuous months of employment, and any individual employed through a Governor's appointment. The Plan's membership was 49,992 and 47,793 at June 30, 2015 and June 30, 2014, respectively.

(b) Contributions

Participants may defer between 1% and 100% of their salary less any Internal Revenue Code (IRC) Section 414(h) reductions or \$18,000 annually. Under the limited "catch-up" provision, a participant may be eligible to defer up to a maximum of twice the annual maximum in the three years immediately preceding the retirement age at which no reduction in benefits would be applicable. The employer does not make contributions to the Plan.

There are no employer or non-employer entities that are required to contribute to the Plan.

(c) Benefits

Assets in the Plan are held in trust for the exclusive benefit of Plan members and their beneficiaries in accordance with GASB Statement No. 32, *Accounting and Financial Reporting for Internal Revenue Code Section 457 Deferred Compensation Plans*. Plan members are fully vested for the current valuation of their account from the date of enrollment in the Plan. Benefits are payable upon separation from service with the State of New Jersey.

(2) Summary of Significant Accounting Policies

(a) Measurement Focus and Basis of Accounting

The accompanying financial statements were prepared in accordance with U.S. generally accepted accounting principles as applicable to governmental organizations. In doing so, the Plan adheres to reporting requirements established by the Governmental Accounting Standards Board (GASB).

The accrual basis of accounting is used for measuring financial position and changes in net position of the Plan. Under this method, contributions are recorded in the accounting period in which they are collected from the member, and deductions are recorded at the time the liabilities are due and payable

Notes to Financial Statements June 30, 2015 and 2014

in accordance with the terms of the Plan. The Plan is accounted for using an economic resources measurement focus.

(b) Investments

The Division of Investment, Department of the Treasury, State of New Jersey (Division of Investment) manages and invests certain assets of various divisions, agencies and employees of the State of New Jersey in various groups of funds, which includes the Plan.

Prudential Retirement is the third-party administrator for the NJSEDCP. Prudential Retirement provides recordkeeping, administration services and access to 22 investments through a combination of their separate account product offerings and retail branded mutual funds. The four state-managed investments options (NJSEDCP Fixed Income Fund, NJSEDCP Equity Fund, NJSEDCP Small Capitalization Equity Fund and NJSEDCP Cash Management Fund) were closed to new contributions on December 31, 2005. On August 1, 2014, the NJSEDCP Fixed Income Fund and the NJSEDCP Cash Management Fund were closed. On December 15, 2014, the NJSEDCP Equity Fund and the NJSEDCP Small Capitalization Fund were opened to new contributions. The Board of the NJSEDCP is the fiduciary for the investments of the Plan. The Division of Pensions and Benefits maintains its administrative oversight functions for the Plan.

Investments are reported at fair value as follows:

- U.S. Government obligations and other fixed income securities prices quoted by a major dealer in such securities.
- Domestic and international equities closing prices as reported on the primary market or exchange on which they trade.
- Cash Management Fund closing net position on the last day of trading during the period as determined by the Transfer Agent.

Investment transactions are accounted for on a trade or investment date basis. Interest and dividend income is recorded on the accrual basis, with dividends accruing on the ex-dividend date. Net increase in the fair value of investments includes the net realized and unrealized gains (losses) on investments.

(c) Administrative Expenses

Administrative expenses are paid by the Plan and are included in the accompanying financial statements.

(d) Income Tax Status

The Plan is an eligible plan as described in the IRC Section 457.

(e) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make significant estimates and assumptions that affect the reported

Notes to Financial Statements June 30, 2015 and 2014

amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(3) Investments

The Plan's investments as of June 30, 2015 and 2014 are as follows:

	2015	2014
Cash management fund	\$ 21,404,495	49,139,345
Domestic equities	1,690,548,942	1,610,523,142
International equities	328,042,823	330,745,275
Domestic fixed income	1,448,063,095	1,399,262,959
International fixed income	52,407,677	6,448,615
	\$ 3,540,467,032	3,396,119,336

New Jersey state statute provides for a State Investment Council (Council) and a Director of the Division of Investment. The role of the Council is to formulate investment policies. The Council issues regulations which establish guidelines for permissible investments. The regulations provide that at the election of the participants, moneys from salary deductions may be deposited in funds managed by the Division of Investment, or in approved investment options offered and managed by outside vendors.

The NJSEDCP Equity Fund and the NJSEDCP Small Capitalization Equity Fund are invested in equity securities that are denominated in U.S. dollars that trade on a securities exchange in the United States or the over-the-counter market. The NJSEDCP Equity Fund and the NJSEDCP Small Capitalization Equity Fund may hold up to 25% of their assets either in short-term fixed income securities, as permitted by the Council regulations, or in CMF. Not more than 10% of the market value of the NJSEDCP Equity Fund or the NJSEDCP Small Capitalization Equity Fund can be invested in these equity and fixed income obligations of any one issuer and affiliated entities. The total amount of a particular class of stock directly purchased or acquired of any one exchange-traded fund shall not exceed 5% of the total shares outstanding of such fund. There are no restrictions in the amount that can be invested in U.S. Treasury and government agency obligations. Corporate fixed income obligations must have a minimum credit rating of Baa3, BBB- and BBB- as measured by Moody's, S&P, and Fitch, respectively. The total amount of corporate debt issues directly purchased or acquired cannot exceed 10% of the outstanding long term debt of the issuer.

The funds managed by Prudential Retirement investments for the NJSEDCP consist of a number of individual investment managers, which individually have investment guidelines that they comply with and follow. For Prudential Retirement, the NJSEDCP is a participant directed program offering a range of diversified investment alternatives. The options that include bond investments are diversified by sector and number of securities held, mitigating undue concentration of both credit and foreign currency risks as well as interest rate risk.

Notes to Financial Statements June 30, 2015 and 2014

For securities exposed to credit risk, the following table discloses aggregate fair value, by major credit quality rating category at June 30, 2015 and 2014:

	_	June 30, 2015										
		Moody's rating										
(In thousands)		Aaa	Aa	A	Baa	Ba	В	Caa	Ca	Unrated	Totals	
W. 10		200 204									200.205	
United States Treasury bonds	\$	380,206	_	_	_	_	_	_	_	_	380,206	
Corporate obligations		18,753	28,059	129,460	168,858	12,614	8,913	956	_	207	367,820	
Foreign government obligations		272	673	5,351	3,871	873	279	_	_	_	11,319	
Federal agency obligations		12,948	_	_	_	_	_	_	_	_	12,948	
International corporate obligations		_	9,608	16,239	15,148	93	_	_	_	_	41,088	
Mortgages (FHLMC/FNMA/												
GNMA)		332,955	_	_	_	_	_	_	_	_	332,955	
Asset backed securities		47,211	4,377	439	_	1,478	1,128	560	242	4,159	59,594	
Other		1,125	14,243	49,149	446					209,175	274,138	
Total	\$	793,470	56,960	200,638	188,323	15,058	10,320	1,516	242	213,541	1,480,068	

	_	June 30, 2015										
		Standard and Poor's rating										
	_	AAA	AA	A	BBB	BB	В	CCC	D	Totals		
Corporate obligations	\$	_	843	1,747	1,674	30	382	_	_	4,676		
Federal agency obligations		_	265	_	_	_	_	_	_	265		
Asset backed securities	_	7,825	6,400	948					289	15,462		
			·						· ·			
Total	\$ _	7,825	7,508	2,695	1,674	30	382		289	20,403		
	-											

	_	June 30, 2014										
(In thousands)		Aaa	Aa	A	Baa	Ba	В	Caa	Ca	P-1	Unrated	Totals
United States Treasury bonds	\$	381,954	_	_	_	_	_	_	_	_	_	381,954
United States Treasury tips		3,223	_	_	_	_	_	_	_	_	_	3,223
Corporate obligations		20,106	34,468	138,036	180,506	2,802	510	_	_	1,261	5,530	383,219
Foreign government obligations		544	754	849	7,004	7	_	_	_	_	701	9,859
Federal agency obligations		16,311	125	_	_	_	_	_	_	_	979	17,415
Mortgages (FHLMC/FNMA/												
GNMA)		306,020	_	_	_	_	_	_	_	_	_	306,020
Asset backed securities		29,717	9,766	3,367	109	445	173	322	77	_	12,917	56,893
Other	_	2,705	11,487	2,382	236	2					230,317	247,129
Total	\$	760,580	56,600	144,634	187,855	3,256	683	322	77	1,261	250,444	1,405,712

The above tables do not include the investment in the Cash Management Fund totaling \$21,404,495 and \$49,139,345 at June 30, 2015 and 2014, respectively, which is not rated.

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment.

Notes to Financial Statements June 30, 2015 and 2014

The following table summarizes the maturities of the Fixed Income Fund at June 30, 2015 and 2014:

				June 30, 2015		
(In thousands)		Maturities in years				
		Total				More
Fixed income investment type		fair value	Less than 1	1 – 5	6 – 10	than 10
United States Treasury bonds	\$	380,206		244,856	84,702	50,648
Corporate obligations		372,496	1,975	112,426	170,870	87,225
Foreign government obligations		11,319	_	2,274	5,407	3,638
Federal agency obligations		13,213	97	2,877	3,016	7,223
International corporate obligations		41,088	1,173	23,292	12,646	3,977
Mortgages (FHLMC/FNMA/GNMA)		332,955	_	1,129	11,232	320,594
Asset backed securities		75,056	_	1,771	7,606	65,679
Other	_	274,138	110,810	100,543	46,149	16,636
Total	\$	1,500,471	114,055	489,168	341,628	555,620

	June 30, 2014						
(In thousands)			Maturities in years				
Fixed income investment type		Total fair value	Less than 1	1 – 5	6 – 10	More than 10	
United States Treasury bonds	\$	381,954	8,526	274,169	55,896	43,363	
United States Treasury tips		3,223	_	_	1,327	1,896	
Corporate obligations		383,219	16,618	123,599	173,762	69,240	
Foreign government obligations		9,859	1,136	4,748	2,429	1,546	
Federal agency obligations		17,415	1,026	9,275	1,725	5,389	
Mortgages (FHLMC/FNMA/GNMA)		306,020	_	1,291	3,072	301,657	
Asset backed securities		56,893	164	1,668	3,407	51,654	
Other	_	247,129	95,504	1,320	43,033	107,272	
Total	\$	1,405,712	122,974	416,070	284,651	582,017	
	_						

Notes to Financial Statements June 30, 2015 and 2014

The funds managed by Prudential Retirement invest in global markets. Foreign currency risk is the risk that changes in exchange rates will adversely affect the fair value of an investment. The funds managed by Prudential Retirement had the following foreign currency exposure in equities as of June 30 (expressed in U.S. dollars):

Currency		2015	2014
Brazilian real	\$	5,031,136	6,511,049
Canadian dollar		537,152	
Chilean peso		_	653,110
Colombian peso		845,899	
Danish krone		_	1,137,335
Egyptian pound		345,525	297,103
Euro		12,892,402	8,246,245
Hong Kong dollar		11,242,985	9,130,046
Indonesian rupiah		1,489,958	1,579,202
Japanese yen		9,236,132	(3,886,547)
Malaysian ringgit		997,628	752,168
Mexican peso		3,171,281	2,809,818
New Taiwan dollar		2,811,884	1,139,967
Philippine peso		1,458,483	1,259,529
Pound sterling		11,140,472	12,115,848
Singapore dollar		17,518	
South African rand		4,949,389	5,497,639
South Korean won		2,530,911	2,478,053
Swedish krona		1,987,613	2,588,639
Swiss franc		6,342,708	7,480,924
Thailand baht		367,689	964,098
Turkish lira		1,886,133	3,543,481
Other	_	23,194,763	15,056,306
Total	\$	102,477,661	79,354,013

(4) Contingencies

The Plan is a party to various legal actions arising in the ordinary course of its operations. While it is not feasible to predict the ultimate outcome of these actions, it is the opinion of management that the resolution of these matters will not have a material adverse effect on the Plan's financial statements.