FORM 10-Q

Zoetis Inc. - ZTS

Filed: May 13, 2014 (period: March 30, 2014)

Quarterly report with a continuing view of a company's financial position

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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 March 30, 2014

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: 001-35797

Zoetis Inc.

(Exact name of registrant as specified in its charter)

Delaware	**46-0696167**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
100 Campus Drive, Florham Park, New Jersey	**07932**
(Address of principal executive offices)	(Zip Code)

(973) 822-7000
(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 and 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, non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ **Accelerated filer** ☐ **Non-accelerated filer** ☒ **Smaller reporting company** ☐

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

At May 9, 2014, there were 501,018,690 shares of common stock outstanding.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

ZOETIS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED)

	Three Months Ended	
(MILLIONS OF DOLLARS AND SHARES, EXCEPT PER SHARE DATA)	**March 30, 2014**	March 31, 2013
Revenue	**$ 1,097**	$ 1,090
Costs and expenses:		
Cost of sales[(a)]	**379**	402
Selling, general and administrative expenses [(a)]	**356**	357
Research and development expenses [(a)]	**87**	90
Amortization of intangible assets [(a)]	**15**	15
Restructuring charges and certain acquisition-related costs	**3**	7
Interest expense, net of capitalized interest	**29**	22
Other (income)/deductions—net	**1**	5
Income before provision for taxes on income	**227**	192
Provision for taxes on income	**72**	52
Net income before allocation to noncontrolling interests	**155**	140
Less: Net income/(loss) attributable to noncontrolling interests	**—**	—
Net income attributable to Zoetis Inc.	**$ 155**	$ 140
Earnings per share attributable to Zoetis Inc. stockholders:		
Basic	**$ 0.31**	$ 0.28
Diluted	**$ 0.31**	$ 0.28
Weighted-average common shares outstanding:		
Basic	**500.231**	500.000
Diluted	**500.702**	500.111
Dividends declared per common share	**$ 0.072**	$ 0.065

(a) Amortization expense related to finite-lived acquired intangible assets that contribute to our ability to sell, manufacture, research, market and distribute products, compounds and intellectual property is included in *Amortization of intangible assets* as these intangible assets benefit multiple business functions. Amortization expense related to finite-lived acquired intangible assets that are associated with a single function is included in *Cost of sales*, *Selling, general and administrative expenses* or *Research and development expenses*, as appropriate, in the condensed consolidated statements of income.

See notes to condensed consolidated financial statements.

ZOETIS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(UNAUDITED)

	Three Months Ended	
	March 30,	March 31,
(MILLIONS OF DOLLARS)	**2014**	2013
Net income attributable to Zoetis Inc.	**$ 155**	$ 140
Other comprehensive income/(loss), net of taxes and reclassification adjustments [a]:		
Foreign currency translation adjustments, net	**(11)**	16
Benefit plans: Actuarial gains/(losses), net	**—**	(2)
Plan settlement, net [b]	**3**	—
Total other comprehensive income/(loss), net of tax	**(8)**	14
Comprehensive income before allocation to noncontrolling interests	**147**	154
Less: Comprehensive income/(loss) attributable to noncontrolling interests	**—**	—
Comprehensive income attributable to Zoetis Inc.	**$ 147**	$ 154

[a] Presented net of reclassification adjustments and tax impacts, which are not significant in any period presented. Reclassification adjustments related to benefit plans are generally reclassified, as part of net periodic pension cost, into *Cost of sales, Selling, general and administrative expenses,* and/or *Research and development expenses,* as appropriate, in the condensed consolidated statements of income.

[b] Reflects the first quarter 2014 settlement charge associated with the 2012 sale of our Netherlands manufacturing facility. See *Note 12. Benefit Plans.*

See notes to condensed consolidated financial statements.

ZOETIS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(MILLIONS OF DOLLARS AND SHARES, EXCEPT PER SHARE DATA)		March 30, 2014 (Unaudited)		December 31, 2013
Assets				
Cash and cash equivalents	$	506	$	610
Accounts receivable, less allowance for doubtful accounts of $31 in each of 2014 and 2013		1,100		1,138
Inventories		1,316		1,293
Current deferred tax assets		95		97
Other current assets		205		219
Total current assets		3,222		3,357
Property, plant and equipment, less accumulated depreciation of $1,066 in 2014 and $1,028 in 2013		1,292		1,295
Goodwill		982		982
Identifiable intangible assets, less accumulated amortization		787		803
Noncurrent deferred tax assets		57		63
Other noncurrent assets		63		58
Total assets	$	6,403	$	6,558
Liabilities and Equity				
Short-term borrowings	$	16	$	15
Accounts payable		363		506
Accrued compensation and related items		177		229
Income taxes payable		84		40
Dividends payable		36		36
Other current liabilities		451		589
Total current liabilities		1,127		1,415
Long-term debt		3,642		3,642
Noncurrent deferred tax liabilities		319		322
Other taxes payable		51		49
Other noncurrent liabilities		165		168
Total liabilities		5,304		5,596
Commitments and contingencies				
Stockholders' equity:				
Preferred stock, $0.01 par value: 1,000 authorized, none issued		—		—
Common stock, $0.01 par value: 6,000 authorized, issued and outstanding 501 shares at March 30, 2014 and 500 shares at December 31, 2013		5		5
Additional paid-in capital		906		878
Retained earnings		395		276
Accumulated other comprehensive loss		(229)		(219)
Total Zoetis Inc. equity		1,077		940
Equity attributable to noncontrolling interests		22		22
Total equity		1,099		962
Total liabilities and equity	$	6,403	$	6,558

See notes to condensed consolidated financial statements.

ZOETIS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
(UNAUDITED)

	Zoetis						
(MILLIONS OF DOLLARS)	Business Unit Equity[a]	Common Stock[b]	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Equity Attributable to Noncontrolling Interests	Total Equity
Balance, December 31, 2012	$ 4,183	$ —	$ —	$ —	$ (157)	$ 15	$ 4,041
Three months ended March 31, 2013							
Comprehensive income	94	—	—	46	14	—	154
Share-based compensation expense	3	—	8	—	—	—	11
Net transfers—Pfizer Inc.	(376)	—	—	—	—	—	(376)
Separation adjustments[c]	414	—	—	—	22	—	436
Reclassification of net liability due to Pfizer, Inc.[d]	(60)	—	—	—	—	—	(60)
Consideration paid to Pfizer Inc. in connection with the Separation[e]	—	—	(3,449)	—	—	—	(3,449)
Issuance of common stock to Pfizer Inc. in connection with the Separation and reclassification of Business Unit Equity[e]	(4,258)	5	4,253	—	—	—	—
Dividends declared	—	—	—	(33)	—	—	(33)
Balance, March 31, 2013	$ —	$ 5	$ 812	$ 13	$ (121)	$ 15	$ 724
Balance, December 31, 2013	$ —	$ 5	$ 878	$ 276	$ (219)	$ 22	$ 962
Three months ended March 30, 2014							
Comprehensive income	**—**	**—**	**—**	**155**	**(8)**	**—**	**147**
Share-based compensation plans	**—**	**—**	**5**	**—**	**—**	**—**	**5**
Defined contribution plan transactions[f]	**—**	**—**	**21**	**—**	**—**	**—**	**21**
Pension plan transfer from Pfizer Inc.[g]	**—**	**—**	**2**	**—**	**(2)**	**—**	**—**
Employee benefit plan contribution from Pfizer Inc.[h]	**—**	**—**	**—**	**—**	**—**	**—**	**—**
Dividends declared	**—**	**—**	**—**	**(36)**	**—**	**—**	**(36)**
Balance, March 30, 2014	**$ —**	**$ 5**	**$ 906**	**$ 395**	**$ (229)**	**$ 22**	**$ 1,099**

[a] All amounts associated with *Business Unit Equity* relate to periods prior to the Separation. See *Note 2A. The Separation, Adjustments Associated with the Separation, Senior Notes Offering, Initial Public Offering and Exchange Offer: The Separation.*

[b] As of March 30, 2014, there were 500,738,620 outstanding shares of common stock.

[c] For additional information, see *Note 2B. The Separation, Adjustments Associated with the Separation, Senior Notes Offering, Initial Public Offering and Exchange Offer: Adjustments Associated with the Separation.*

[d] Represents the reclassification of the Receivable from Pfizer Inc. and the Payable to Pfizer Inc. from *Business Unit Equity* as of the Separation date. See *Note 2A. The Separation, Adjustments Associated with the Separation, Senior Notes Offering, Initial Public Offering and Exchange Offer: The Separation.*

[e] Reflects the Separation transaction. See *Note 2A. The Separation, Adjustments Associated with the Separation, Senior Notes Offering, Initial Public Offering and Exchange Offer: The Separation.*

[f] Reflects company matching and profit-sharing contributions funded through the issuance of 704,671 shares of Zoetis Inc. common stock.

[g] Reflects the first quarter 2014 transfer of a defined benefit pension plan from Pfizer Inc. and the associated reclassification from *Additional Paid in Capital* to *Accumulated Other Comprehensive Loss.* See *Note 12. Benefit Plans.*

[h] Represents contributed capital from Pfizer Inc. associated with service credit continuation for certain Zoetis Inc. employees in Pfizer Inc.'s U.S. qualified defined benefit and U.S. retiree medical plans. See *Note 12. Benefit Plans.*

See notes to condensed consolidated financial statements.

ZOETIS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

(MILLIONS OF DOLLARS)	Three Months Ended March 30, 2014	Three Months Ended March 31, 2013
Operating Activities		
Net income before allocation to noncontrolling interests	$ 155	$ 140
Adjustments to reconcile net income before noncontrolling interests to net cash provided by operating activities:		
Depreciation and amortization expense	50	51
Share-based compensation expense	5	11
Asset write-offs and asset impairments	—	3
Deferred taxes	2	7
Other non-cash adjustments	3	1
Other changes in assets and liabilities, net of acquisitions and divestitures and transfers with Pfizer Inc.	(238)	68
Net cash (used in) provided by operating activities	(23)	281
Investing Activities		
Purchases of property, plant and equipment	(45)	(22)
Net cash used in investing activities	(45)	(22)
Financing Activities		
Increase in short-term borrowings, net	1	6
Proceeds from issuance of long-term debt—senior notes, net of discount and fees	—	2,624
Consideration paid to Pfizer Inc. in connection with the Separation [a]	—	(2,457)
Cash dividends paid	(36)	—
Other net financing activities with Pfizer Inc.	—	(281)
Net cash used in financing activities	(35)	(108)
Effect of exchange-rate changes on cash and cash equivalents	(1)	—
Net (decrease) increase in cash and cash equivalents	(104)	151
Cash and cash equivalents at beginning of period	610	317
Cash and cash equivalents at end of period	$ 506	$ 468
Supplemental cash flow information		
Cash paid during the period for:		
Income taxes	$ 13	$ 9
Interest, net of capitalized interest	59	—
Non-cash transactions:		
Dividends declared, not paid	$ 36	$ 33
Zoetis Inc. senior notes transferred to Pfizer Inc. in connection with the Separation [b]	—	992

[a] Reflects the Separation transaction. Amount is net of the non-cash portion. See *Note 2A. The Separation, Adjustments Associated with the Separation, Senior Notes Offering, Initial Public Offering and Exchange Offer: The Separation.*

[b] Reflects the non-cash portion of the Separation transaction. See *Note 2A. The Separation, Adjustments Associated with the Separation, Senior Notes Offering, Initial Public Offering and Exchange Offer: The Separation.*

See notes to condensed consolidated financial statements.

ZOETIS INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. Organization

Zoetis Inc. (including its subsidiaries, collectively, Zoetis, the company, we, us or our) is a global leader in the discovery, development, manufacture and commercialization of animal health medicines and vaccines, with a focus on both livestock and companion animals. We organize and operate our business in four geographic regions: the United States (U.S.); Europe/Africa/Middle East (EuAfME); Canada/Latin America (CLAR); and Asia/Pacific (APAC).

We market our products in more than 120 countries, including developed markets and emerging markets. Our revenue is mostly generated in the U.S. and EuAfME. We have a diversified business, marketing products across eight core species: cattle, swine, poultry, sheep and fish (collectively, livestock) and dogs, cats and horses (collectively, companion animals); and within five major product categories: anti-infectives, vaccines, parasiticides, medicated feed additives and other pharmaceuticals.

2. The Separation, Adjustments Associated with the Separation, Senior Notes Offering, Initial Public Offering and Exchange Offer

Pfizer Inc. (Pfizer) formed Zoetis to acquire, own and operate the animal health business of Pfizer. On June 24, 2013, Pfizer completed an exchange offer resulting in the full separation of Zoetis from Pfizer. For additional information, see *E. Exchange Offer.*

A. The Separation

In the first quarter of 2013, through a series of steps (collectively, the Separation), Pfizer transferred to us its subsidiaries holding substantially all of the assets and liabilities of its animal health business. In exchange, we transferred to Pfizer: (i) all of the issued and outstanding shares of our Class A common stock; (ii) all of the issued and outstanding shares of our Class B common stock; (iii) $ 1.0 billion in senior notes (see *C. Senior Notes Offering* below); and (iv) an amount of cash equal to substantially all of the net proceeds received in the senior notes offering (approximately $ 2.5 billion).

B. Adjustments Associated with the Separation

In connection with the Separation, certain animal health assets and liabilities included in the pre-Separation balance sheet were retained by Pfizer and certain non-animal health assets and liabilities (not included in the pre-Separation balance sheet) were transferred to Zoetis. The 2013 adjustments to the historical balance sheet of Zoetis (collectively, the Separation Adjustments) represented approximately $ 445 million of net liabilities retained by Pfizer.

The Separation Adjustment associated with *Accumulated Other Comprehensive Loss* reflects the accumulated currency translation adjustment based on the actual legal entity structure of Zoetis.

C. Senior Notes Offering

In connection with the Separation, on January 28, 2013, we issued $3.65 billion aggregate principal amount of our senior notes (the senior notes offering) in a private placement, with an original issue discount of $10 million. For additional information, see *Note 9A. Financial Instruments: Debt.*

D. Initial Public Offering (IPO)

After the Separation, on February 6, 2013, an IPO of 99,015,000 shares of our Class A common stock (including the exercise of the underwriters' over-allotment option) at a price of $26.00 per share was completed. Pfizer retained the net proceeds from the IPO.

Immediately following the IPO, there were 99,015,000 outstanding shares of Class A common stock and 400,985,000 outstanding shares of Class B common stock. The rights of the holders of Class A common stock and Class B common stock were identical, except with respect to voting and conversion rights. Following the IPO, Pfizer owned all of the outstanding shares of our Class B common stock, all of which was converted to Class A common stock in connection with the Exchange Offer. See *E. Exchange Offer.* There are no longer any shares of our Class B common stock outstanding.

As of February 6, 2013, the total number of shares authorized to issue are 6,000,000,000 shares of common stock and 1,000,000,000 shares of preferred stock.

In connection with the IPO, we entered into certain agreements that provide a framework for an ongoing relationship with Pfizer. For additional information, see *Note 17. Transactions and Agreements with Pfizer*.

E. Exchange Offer

On May 22, 2013, Pfizer announced an exchange offer (the Exchange Offer) whereby Pfizer shareholders could exchange a portion of Pfizer common stock for Zoetis common stock. The Exchange Offer was completed on June 24, 2013, resulting in the full separation of Zoetis and the disposal of Pfizer's entire ownership and voting interest in Zoetis.

3. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements were prepared following the requirements of the Securities and Exchange Commission (SEC) for interim reporting. As permitted under those rules, certain footnotes or other financial information that are normally required by accounting principles generally accepted in the United States of America (U.S. GAAP) can be condensed or omitted. Balance sheet amounts and operating results for subsidiaries operating outside the United States are as of and for the three-month periods ended February 23, 2014 and February 24, 2013.

Revenue, expenses, assets and liabilities can vary during each quarter of the year. Therefore, the results and trends in these interim financial statements may not be representative of those for the full year.

We are responsible for the unaudited condensed consolidated financial statements included in this Form 10-Q. The condensed consolidated financial statements include all normal and recurring adjustments that are considered necessary for the fair presentation of our financial position and operating results. The information included in this interim report should be read in conjunction with the financial statements and accompanying notes included in the Company's 2013 Annual Report on Form 10-K.

Certain reclassifications of prior year information have been made to conform to the current year's presentation. In the first quarter of 2014, we realigned our segment reporting with respect to our Client Supply Services organization (CSS), which provides contract manufacturing services to third parties, to reflect how our chief operating decision maker currently evaluates our financial results. The revenue and earnings associated with CSS are now reported within *Other business activities*, separate from the four reportable segments. In 2013, CSS results were reported in the EuAfME segment. Such revisions have no impact on our consolidated financial condition, results of operations or cash flows for the periods presented. We have revised our segment results presented herein to reflect this new segment structure, including for the comparable 2013 period. For additional information, see *Note 16. Segment and Other Revenue Information.*

A. Basis of Presentation Prior to the Separation

Prior to the Separation, the combined financial statements were derived from the consolidated financial statements and accounting records of Pfizer and included allocations for direct costs and indirect costs attributable to the operations of the animal health business of Pfizer. The pre-Separation financial statements and activities do not purport to reflect what the results of operations, comprehensive income/(loss), financial position, equity or cash flows would have been had we operated as an independent public company during the period presented.

- The pre-Separation period included in the condensed consolidated statement of income for the three months ended March 31, 2013 includes allocations from certain support functions (Enabling Functions) that are provided on a centralized basis within Pfizer, such as expenses for business technology, facilities, legal, finance, human resources, and, to a lesser extent, business development, public affairs and procurement, among others, as Pfizer does not routinely allocate these costs to any of its business units. These allocations are based on either a specific identification basis or, when specific identification is not practicable, proportional allocation methods (e.g., using third-party sales, headcount, etc.), depending on the nature of the services.

  Costs associated with business technology, facilities and human resources were allocated primarily using proportional allocation methods and, for legal and finance, primarily using specific identification. In all cases, for support function costs where proportional allocation methods were used, we determined whether the costs are primarily influenced by headcount (such as a significant majority of facilities and human resources costs) or by the size of the business (such as most business technology costs), and we also determined whether the associated scope of those services provided are global, regional or local. Based on those analyses, the costs were allocated based on our share of worldwide revenue, domestic revenue, international revenue, regional revenue, country revenue, worldwide headcount, country headcount or site headcount, as appropriate.

  As a result, costs associated with business technology and legal that were not specifically identified were mostly allocated based on revenue drivers and, to a lesser extent, based on headcount drivers; costs associated with finance that were not specifically identified were all allocated based on revenue drivers; and costs associated with facilities and human resources that were not specifically identified were predominantly allocated based on headcount drivers.

- The pre-Separation period included in the condensed consolidated statement of income for the three months ended March 31, 2013 includes allocations of certain manufacturing and supply costs incurred by manufacturing plants that are shared with other Pfizer business units, Pfizer's global external supply group and Pfizer's global logistics and support group (collectively, Pfizer Global Supply, or PGS). These costs may include manufacturing variances and changes in the standard costs of inventory, among others, as Pfizer does not routinely allocate these costs to any of its business units. These allocations are based on either a specific identification basis or, when specific identification is not practicable, proportional allocation methods, such as animal health identified manufacturing costs, depending on the nature of the costs.

- The pre-Separation period included in the condensed consolidated statement of income for the three months ended March 31, 2013 also includes allocations from the Enabling Functions and PGS for restructuring charges, integration costs, additional depreciation associated with asset restructuring and implementation costs, as Pfizer does not routinely allocate these costs to any of its business units. For additional information about allocations of restructuring charges and other costs associated with acquisitions and cost-reduction/productivity initiatives, see *Note 5. Restructuring Charges and Other Costs Associated with Acquisitions and Cost-Reduction/Productivity Initiatives*.

- The pre-Separation period included in the condensed consolidated statement of income for the three months ended March 31, 2013 includes an allocation of share-based compensation expense and certain other compensation expense items, such as certain fringe benefit expenses, maintained on a centralized basis within Pfizer, as Pfizer does not routinely allocate these costs to any of its business units. For additional information about allocations of share-based payments, see *Note 13. Share-Based Payments*.

The allocated expenses from Pfizer include the items noted below for the pre-Separation period for the three months ended March 31, 2013.

- Enabling Functions operating expenses—approximately $11 million (in *Selling, general and administrative expenses*).
- PGS manufacturing costs—approximately $2 million (in *Cost of sales).*
- Other costs associated with cost reduction/productivity initiatives—additional depreciation associated with asset restructuring—approximately $2 million (in *Selling, general and administrative expenses)*.
- Other costs associated with cost reduction/productivity initiatives—implementation costs—approximately $1 million (in *Selling, general and administrative expenses*).
- Share-based compensation expense—approximately $3 million ($1 million in *Cost of sales* and $2 million in *Selling, general and administrative expenses*).
- Compensation-related expenses—approximately $1 million (in *Selling, general and administrative expenses*).
- Interest expense—approximately $2 million.

Management believes that the allocations are a reasonable reflection of the services received or the costs incurred on behalf of Zoetis and its operations and that the pre-Separation period included in the condensed consolidated statement of income for the three months ended March 31, 2013 reflects all of the costs of the animal health business of Pfizer.

B. Basis of Presentation After the Separation

The unaudited condensed consolidated financial statements as of and for the three months ended March 31, 2013 comprise the following: (i) the results of operations, comprehensive income, and cash flow amounts for the period prior to the Separation (see above), which includes allocations for direct costs and indirect costs attributable to the operations of the animal health business; and (ii) the amounts for the period after the Separation, which reflect the results of operations, comprehensive income, financial position, equity and cash flows resulting from our operation as an independent public company.

The income tax provision prepared after the Separation is based on the actual legal entity structure of Zoetis, with certain accommodations pursuant to a tax matters agreement. For additional information, see *Note 17. Transactions and Agreements with Pfizer.*

4. Significant Accounting Policies

New Accounting Standards

In July 2013, the Financial Accounting Standards Board (FASB) issued an accounting standards update regarding the presentation of an unrecognized tax benefit related to a net operating loss carryforward, a similar tax loss, or a tax credit carryforward. Under this new standard, this unrecognized tax benefit, or a portion thereof, should be presented in the financial statements as a reduction to a deferred tax asset if available under the tax law of the applicable jurisdiction to settle any additional income taxes that would result from the disallowance of a tax position. Otherwise, the unrecognized tax benefit should be presented in the financial statements as a separate liability. The assessment is based on the unrecognized tax benefits and deferred tax assets that exist at the reporting date. The provisions of the new standard were effective January 1, 2014 for annual and interim reporting periods and did not have a significant impact on our consolidated financial statements.

In March 2013, the Financial Accounting Standards Board (FASB) issued an accounting standards update regarding the accounting for cumulative translation adjustment (CTA) upon derecognition of assets or investment within a foreign entity. This new standard provides additional CTA accounting guidance on sales or transfers of foreign entity investments and assets as well as step acquisitions involving a foreign entity. The provisions of the new standard were effective as of January 1, 2014 and did not have a significant impact on our consolidated financial statements.

In February 2013, the FASB issued an accounting standards update regarding the measurement of obligations resulting from joint and several liability arrangements that may include debt agreements, other contractual obligations and settled litigation or judicial rulings. The provisions of this standard require that these obligations are measured at the amount representing the agreed upon obligation of the company as well as additional liability amounts it expects to assume on behalf of other parties in the arrangement. The provisions of the new standard were effective January 1, 2014 and did not have a significant impact on our consolidated financial statements.

5. Restructuring Charges and Other Costs Associated with Acquisitions and Cost-Reduction/Productivity Initiatives

In the first quarter of 2014, we recorded a restructuring charge of $2 million related to employee severance costs in EuAfME as a result of an initiative to reduce costs and better align our organizational structure.

We incurred significant costs in connection with Pfizer's cost-reduction initiatives (several programs initiated since 2005), and the acquisitions of Fort Dodge Animal Health (FDAH) on October 15, 2009 and King Animal Health (KAH) on January 31, 2011.

For example:

- in connection with the cost-reduction/productivity initiatives, we typically incur costs and charges associated with site closings and other facility rationalization actions, workforce reductions and the expansion of shared services, including the development of global systems; and
- in connection with our acquisition activity, we typically incur costs and charges associated with executing the transactions, integrating the acquired operations, which may include expenditures for consulting and the integration of systems and processes, product transfers and restructuring the consolidated company, which may include charges related to employees, assets and activities that will not continue in the consolidated company.

All operating functions can be impacted by these actions, including sales and marketing, manufacturing and research and development, as well as functions such as business technology, shared services and corporate operations.

The components of costs incurred in connection with restructuring initiatives, acquisitions and cost-reduction/productivity initiatives follow:

	Three Months Ended	
(MILLIONS OF DOLLARS)	**March 30, 2014**	March 31, 2013
Restructuring charges and certain acquisition-related costs:		
Integration costs[a]	**$ 2**	$ 4
Restructuring charges[b]:		
Employee termination costs	**—**	—
Accelerated depreciation	**1**	—
Exit costs	**—**	3
Total *Restructuring charges and certain acquisition-related costs*	**3**	7
Other costs associated with cost-reduction/productivity initiatives:		
Additional depreciation associated with asset restructuring—allocated [c]	**—**	2
Implementation costs—allocated[d]	**—**	1
Total costs associated with acquisitions and cost-reduction/productivity initiatives	**$ 3**	$ 10

[a] Integration costs represent external, incremental costs directly related to integrating acquired businesses and primarily include expenditures for consulting and the integration of systems and processes, as well as product transfer costs.

[b] The restructuring charges for the three months ended March 30, 2014 are primarily related to employee severance costs in EuAfME ($ 2 million), a reversal of a previously established reserve as a result of a change in estimate of severance costs ($ 2 million income), and accelerated depreciation related to the exiting of a research facility ($ 1 million). The restructuring charges for the three months ended March 31, 2013 are primarily related to the integration of FDAH and KAH.

The direct restructuring charges (benefits) are associated with the following:

- For the three months ended March 30, 2014—EuAfME ($2 million) and Manufacturing/research/corporate ($1 million income).
- For the three months ended March 31, 2013—Manufacturing/research/corporate ($3 million).

[c] Additional depreciation associated with asset restructuring represents the impact of changes in the estimated lives of assets involved in restructuring actions. For the three months ended March 31, 2013, included in *Selling, general and administrative expenses* .

[d] Implementation costs—allocated represent external, incremental costs directly related to implementing cost reduction/productivity initiatives, and primarily include expenditures related to system and process standardization and the expansion of shared services. Included in *Selling, general and administrative expenses* .

The components of and changes in our direct restructuring accruals follow:

(MILLIONS OF DOLLARS)	Employee Termination Costs	Accelerated Depreciation	Exit Costs	Accrual
Balance, December 31, 2013[a]	$ 15	—	$ 6	$ 21
Provision	**—**	**1**	**—**	**1**
Utilization and other[b]	**(4)**	**(1)**	**(1)**	**(6)**
Balance, March 30, 2014[a]	**$ 11**	**—**	**$ 5**	**$ 16**

[a] At March 30, 2014 and December 31, 2013, included in *Other current liabilities* ($8 million and $13 million, respectively) and *Other noncurrent liabilities* ($8 million and $8 million, respectively).

[b] Includes adjustments for foreign currency translation.

6. Other (Income)/Deductions—Net

The components of *Other (income)/deductions—net* follow:

	Three Months Ended	
(MILLIONS OF DOLLARS)	**March 30, 2014**	March 31, 2013
Royalty-related income	**$ (8)**	$ (8)
Identifiable intangible asset impairment charges	**—**	1
Certain legal matters, net[a]	**(2)**	—
Foreign currency loss[b]	**9**	10
Other, net[c]	**2**	2
Other (income)/deductions—net	**$ 1**	$ 5

[a] For the three months ended March 30, 2014, represents an insurance recovery of litigation related charges.

[b] For the three months ended March 30, 2014, primarily driven by losses related to the depreciation of the Argentine peso in the first quarter of 2014. For the three months ended March 31, 2013, primarily related to the Venezuela currency devaluation in February 2013.

[c] For the three months ended March 30, 2014, represents a pension plan settlement charge related to the divestiture of a manufacturing plant, partially offset by interest income and other miscellaneous income.

7. Income Taxes

A. Taxes on Income

The effective tax rate was 31.7% for the first quarter of 2014, compared to 27.1% for the first quarter of 2013. The higher effective tax rate in the first quarter of 2014 compared to the first quarter of 2013 was primarily attributable to:

- an $8 million discrete tax expense during the first quarter of 2014 related to a prior period intercompany inventory adjustment;
- changes in the jurisdictional mix of earnings, which includes the impact of the location of earnings as well as repatriation costs; and
- a $2 million discrete income tax benefit during the first quarter of 2013 related to the 2012 U.S. research and development tax credit, which was retroactively extended on January 3, 2013.

As of the Separation date, we operate under a new standalone legal entity structure. In connection with the Separation, adjustments have been made to the income tax accounts. See *Note 2B. The Separation, Adjustments Associated with the Separation, Senior Notes Offering, Initial Public Offering and Exchange Offer: Adjustments Associated with the Separation.*

B. Tax Matters Agreement

In connection with the Separation, we entered into a tax matters agreement with Pfizer that governs the parties' respective rights, responsibilities and obligations with respect to tax liabilities and benefits, tax attributes, the preparation and filing of tax returns, the control of audits and other tax proceedings and other matters regarding taxes. For additional information, see below and *Note 17. Transactions and Agreements with Pfizer.*

In connection with this agreement and the Separation, our income tax accounts reflect Separation Adjustments, including significant adjustments to the deferred income tax asset and liability accounts and the tax liabilities associated with uncertain tax positions. For additional information, see below and *Note 2B. The Separation, Adjustments Associated with the Separation, Senior Notes Offering, Initial Public Offering and Exchange Offer: Adjustments Associated with the Separation.*

In general, under the agreement:

- Pfizer will be responsible for any U.S. federal, state, local or foreign income taxes and any U.S. state or local non-income taxes (and any related interest, penalties or audit adjustments and including those taxes attributable to our business) reportable on a consolidated, combined or unitary return that includes Pfizer or any of its subsidiaries (and us and/or any of our subsidiaries) for any periods or portions thereof ending on or prior to December 31, 2012. We will be responsible for the portion of any such taxes for periods or portions thereof beginning on or after January 1, 2013, as would be applicable to us if we filed the relevant tax returns on a standalone basis.

- We will be responsible for any U.S. federal, state, local or foreign income taxes and any U.S. state or local non-income taxes (and any related interest, penalties or audit adjustments) that are reportable on returns that include only us and/or any of our subsidiaries, for all tax periods whether before or after the completion of the Separation.

- Pfizer will be responsible for certain specified foreign taxes directly resulting from certain aspects of the Separation.

We will not generally be entitled to receive payment from Pfizer in respect of any of our tax attributes or tax benefits or any reduction of taxes of Pfizer. Neither party's obligations under the agreement will be limited in amount or subject to any cap. The agreement also assigns responsibilities for administrative matters, such as the filing of returns, payment of taxes due, retention of records and conduct of audits, examinations or similar proceedings. In addition, the agreement provides for cooperation and information sharing with respect to tax matters.

Pfizer will be primarily responsible for preparing and filing any tax return with respect to the Pfizer affiliated group for U.S. federal income tax purposes and with respect to any consolidated, combined, unitary or similar group for U.S. state or local or foreign income tax purposes or U.S. state or local non-income tax purposes that includes Pfizer or any of its subsidiaries, including those that also include us and/or any of our subsidiaries. We will generally be responsible for preparing and filing any tax returns that include only us and/or any of our subsidiaries.

The party responsible for preparing and filing a given tax return will generally have exclusive authority to control tax contests related to any such tax return.

C. Deferred Taxes

As of March 30, 2014, the total net deferred income tax liability of $ 180 million is included in *Current deferred tax assets* ($95 million), *Noncurrent deferred tax assets* ($57 million), *Other current liabilities* ($13 million) and *Noncurrent deferred tax liabilities* ($319 million).

As of December 31, 2013, the total net deferred income tax liability of $ 177 million is included in *Current deferred tax assets* ($97 million), *Noncurrent deferred tax assets* ($63 million), *Other current liabilities* ($15 million) and *Noncurrent deferred tax liabilities* ($322 million).

D. Tax Contingencies

As of March 30, 2014, the tax liabilities associated with uncertain tax positions of $48 million (exclusive of interest and penalties related to uncertain tax positions of $ 9 million) are included in *Noncurrent deferred tax assets* ($6 million) and *Other taxes payable* ($42 million).

As of December 31, 2013, the tax liabilities associated with uncertain tax positions of $45 million (exclusive of interest related to uncertain tax positions of $ 11 million) are included in *Noncurrent deferred tax assets* ($6 million) and *Other taxes payable* ($39 million).

Our tax liabilities for uncertain tax positions relate primarily to issues common among multinational corporations. Any settlements or statute of limitations expirations could result in a significant decrease in our uncertain tax positions. Substantially all of these unrecognized tax benefits, if recognized, would impact our effective income tax rate. We do not expect that within the next twelve months any of our uncertain tax positions could significantly decrease as a result of settlements with taxing authorities or the expiration of the statutes of limitations. Our assessments are based on estimates and assumptions that have been deemed reasonable by management, but our estimates of uncertain tax positions and potential tax benefits may not be representative of actual outcomes, and any variation from such estimates could materially affect our financial statements in the period of settlement or when the statutes of limitations expire, as we treat these events as discrete items in the period of resolution. Finalizing audits with the relevant taxing authorities can include formal administrative and legal proceedings, and, as a result, it is difficult to estimate the timing and range of possible changes related to our uncertain tax positions, and such changes could be significant.

8. Accumulated Other Comprehensive Loss

Changes, net of tax, in accumulated other comprehensive loss follow:

(MILLIONS OF DOLLARS)	Currency Translation Adjustment Net Unrealized Losses	Benefit Plans Actuarial Gains/(Losses)	Accumulated Other Comprehensive Loss
Balance, December 31, 2013	$ (212)	$ (7)	$ (219)
Other comprehensive income (loss), net of tax	**(11)**	**3** [(a)]	(8)
Pension plan transfer from Pfizer Inc. [(b)]	**—**	**(2)**	(2)
Balance, March 30, 2014	**$ (223)**	**$ (6)**	**$ (229)**

[(a)] Includes the first quarter 2014 settlement charge associated with the 2012 sale of our Netherlands manufacturing facility. *See Note 12. Benefit Plans.*

[(b)] Reflects the first quarter 2014 transfer of a defined benefit pension plan from Pfizer Inc. and the associated reclassification from *Additional Paid in Capital* to *Accumulated other Comprehensive Loss*. *See Note 12 Benefit Plans*.

9. Financial Instruments

A. Debt

Credit Facilities

In December 2012, we entered into a revolving credit agreement with a syndicate of banks providing for a five-year $1.0 billion senior unsecured revolving credit facility (the credit facility), which became effective in February 2013 upon the completion of the IPO and expires in December 2017. Subject to certain conditions, we have the right to increase the credit facility to up to $1.5 billion. The credit facility contains a financial covenant requiring us to not exceed a maximum total leverage ratio (the ratio of consolidated net debt as of the end of the period to consolidated Earnings Before Interest, Income Taxes, Depreciation and Amortization (EBITDA) for such period) of 3.95:1 for fiscal year 2014, 3.50:1 for fiscal year 2015 and 3.00:1 thereafter. The credit facility also contains a financial covenant requiring that we maintain a minimum interest coverage ratio (the ratio of EBITDA at the end of the period to interest expense for such period) of 3.50:1. In addition, the credit facility contains other customary covenants. We were in compliance with all financial covenants as of March 30, 2014 and December 31, 2013. There were no borrowings outstanding as of March 30, 2014 and December 31, 2013.

We have additional lines of credit with a group of banks and other financial intermediaries for general corporate purposes. We maintain cash and cash equivalent balances in excess of our outstanding short-term borrowings. As of March 30, 2014, we had access to $67 million of lines of credit which expire at various times through 2016. Short-term borrowings outstanding related to these facilities were $16 million and $15 million as of March 30, 2014 and December 31, 2013, respectively. Long-term borrowings outstanding related to these facilities were $2 million as of both March 30, 2014 and December 31, 2013.

Commercial Paper Program

In February 2013, we entered into a commercial paper program with a capacity of up to $1.0 billion. As of March 30, 2014 and December 31, 2013, there was no commercial paper issued under this program.

Short-Term Borrowings

There were short-term borrowings of $16 million and $15 million as of March 30, 2014 and December 31, 2013, respectively (see *Credit Facilities*). The weighted-average interest rate on short-term borrowings outstanding was 7.2% and 5.7% for the periods ended March 30, 2014 and December 31, 2013, respectively.

Senior Notes Offering and Other Long-Term Debt

On January 28, 2013, we issued $3.65 billion aggregate principal amount of our senior notes (the senior notes offering) in a private placement, with an original issue discount of $10 million. The senior notes are comprised of $400 million aggregate principal amount of our 1.150% senior notes due 2016, $750 million aggregate principal amount of our 1.875% senior notes due 2018, $1.35 billion aggregate principal amount of our 3.250% senior notes due 2023 and $1.15 billion aggregate principal amount of our 4.700% senior notes due 2043.

We sold $2.65 billion aggregate principal amount of our senior notes through the initial purchasers in the senior notes offering and Pfizer transferred $1.0 billion aggregate principal amount of our senior notes to certain of the initial purchasers, who sold such senior notes in the senior notes offering.

The senior notes are governed by an indenture and supplemental indenture (collectively, the indenture) between us and Deutsche Bank Trust Company Americas, as trustee. The indenture contains certain covenants, including limitations on our and certain of our subsidiaries' ability to incur liens or engage in sale-leaseback transactions. The indenture also contains restrictions on our ability to consolidate, merge or sell substantially all of our assets. In addition, the indenture contains other customary terms, including certain events of default, upon the occurrence of which the senior notes may be declared immediately due and payable.

Pursuant to the indenture, we are able to redeem the senior notes, in whole or in part, at any time by paying a “make whole” premium, plus accrued and unpaid interest to, but excluding, the date of redemption. Pursuant to our tax matters agreement with Pfizer, we will not be

permitted to redeem the 2023 notes pursuant to this optional redemption provision, except under limited circumstances. Upon the occurrence of a change of control of us and a downgrade of the senior notes below an investment grade rating by each of Moody's Investors Service, Inc. and Standard & Poor's Ratings Services, we are, in certain circumstances, required to make an offer to repurchase all of the outstanding senior notes at a price equal to 101% of the aggregate principal amount of the senior notes together with accrued and unpaid interest to, but excluding, the date of repurchase.

In connection with the senior notes offering, we entered into a registration rights agreement (Registration Rights Agreement) with the representatives of the initial purchasers of the senior notes. Pursuant to the terms of the Registration Rights Agreement, we were obligated, among other things, to use our commercially reasonable efforts to file a registration statement with the SEC enabling holders of the senior notes to exchange the privately placed notes for publicly registered notes with substantially the same terms. We filed the registration statement with the SEC on September 13, 2013, the SEC declared the registration statement effective on September 24, 2013, and the exchange offer was completed on October 31, 2013.

The components of our long-term debt follow:

(MILLIONS OF DOLLARS)	**March 30, 2014**	December 31, 2013
Lines of credit, due 2016-2017	**2**	2
1.150% Senior Notes due 2016	**400**	400
1.875% Senior Notes due 2018	**750**	750
3.250% Senior Notes due 2023	**1,350**	1,350
4.700% Senior Notes due 2043	**1,150**	1,150
	3,652	3,652
Unamortized debt discount	**(10)**	(10)
Long-term debt	**$ 3,642**	$ 3,642

The fair value of our long-term debt was $3,612 million and $3,526 million as of March 30, 2014 and December 31, 2013, respectively, and has been determined using a third-party matrix-pricing model that uses significant inputs derived from, or corroborated by, observable market data and Zoetis's credit rating (Level 2 inputs).

The principal amount of long-term debt outstanding as of March 30, 2014 matures in the following years:

(MILLIONS OF DOLLARS)	2015	2016	2017	2018	2019	After 2019	Total
Maturities	$ —	$ 401	$ 1	$ 750	$ —	$ 2,500	$ 3,652

Interest Expense

Interest expense, net of capitalized interest, was $29 million and $22 million for the three months ended March 30, 2014 and March 31, 2013, respectively. Capitalized interest was $1 million for each three-month period ended March 30, 2014 and March 31, 2013.

B. Derivative Financial Instruments

Foreign Exchange Risk

A significant portion of our revenue, earnings and net investment in foreign affiliates is exposed to changes in foreign exchange rates. We seek to manage our foreign exchange risk, in part, through operational means, including managing same-currency revenue in relation to same-currency costs and same-currency assets in relation to same-currency liabilities. Depending on market conditions, foreign exchange risk is also managed through the use of derivative financial instruments. These financial instruments serve to protect net income against the impact of the translation into U.S. dollars of certain foreign exchange-denominated transactions. The aggregate notional amount of foreign exchange derivative financial instruments offsetting foreign currency exposures was $1.6 billion and $1.4 billion, as of March 30, 2014 and December 31, 2013, respectively. The derivative financial instruments primarily offset exposures in the euro, the Brazilian real and the Australian dollar. The vast majority of the foreign exchange derivative financial instruments mature within 60 days and all mature within 180 days.

All derivative contracts used to manage foreign currency risk are measured at fair value and are reported as assets or liabilities on the condensed consolidated balance sheet. The company has not designated the foreign currency forward-exchange contracts as hedging instruments. We recognize the gains and losses on forward-exchange contracts that are used to offset the same foreign currency assets or liabilities immediately into earnings along with the earnings impact of the items they generally offset. These contracts essentially take the opposite currency position of that reflected in the month-end balance sheet to counterbalance the effect of any currency movement.

Fair Value of Derivative Instruments

The location and fair values of derivative instruments not designated as hedging instruments are as follows:

		Fair Value of Derivatives	
		March 30,	December 31,
(MILLIONS OF DOLLARS)	Balance Sheet Location	**2014**	2013
Foreign currency forward-exchange contracts	Other current assets	**$ 7**	$ 10
Foreign currency forward-exchange contracts	Other current liabilities	**(7)**	(5)
Total foreign currency forward-exchange contracts		**$ —**	$ 5

We use a market approach in valuing financial instruments on a recurring basis. Our derivative financial instruments are measured at fair value on a recurring basis using Level 2 inputs in the calculation of fair value.

The net gains incurred on foreign currency forward-exchange contracts not designated as hedging instruments were $12 million and $6 million for the three months ended March 30, 2014 and March 31, 2013, respectively, and are recorded in *Other (income)/deductions—net.* These amounts were substantially offset in *Other (income)/deductions—net* by the effect of changing exchange rates on the underlying foreign currency exposures.

10. Inventories

The components of inventory follow:

	March 30,	December 31,
(MILLIONS OF DOLLARS)	**2014**	2013
Finished goods	**$ 790**	$ 862
Work-in-process	**284**	218
Raw materials and supplies	**242**	213
Inventories	**$ 1,316**	$ 1,293

11. Goodwill and Other Intangible Assets

A. Goodwill

The components of, and changes in, the carrying amount of goodwill follow:

(MILLIONS OF DOLLARS)	U.S.	EuAfME	CLAR	APAC	Total
Balance, December 31, 2013	$ 501	$ 157	$ 162	$ 162	$ 982
Other[a]	—	—	—	—	—
Balance, March 30, 2014	**$ 501**	**$ 157**	**$ 162**	**$ 162**	**$ 982**

[a] Primarily reflects adjustments for foreign currency translation.

The gross goodwill balance was $1,518 million as of March 30, 2014 and December 31, 2013. Accumulated goodwill impairment losses (generated entirely in fiscal 2002) were $536 million as of March 30, 2014 and December 31, 2013.

B. Other Intangible Assets

The components of identifiable intangible assets follow:

	As of March 30, 2014			As of December 31, 2013		
(MILLIONS OF DOLLARS)	Gross Carrying Amount	Accumulated Amortization	Identifiable Intangible Assets, Less Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization	Identifiable Intangible Assets, Less Accumulated Amortization
Finite-lived intangible assets:						
Developed technology rights	$ 766	$ (230)	$ 536	$ 762	$ (219)	$ 543
Brands	216	(102)	114	216	(100)	116
Trademarks and trade names	59	(39)	20	59	(38)	21
Other	120	(117)	3	121	(116)	5
Total finite-lived intangible assets	1,161	(488)	673	1,158	(473)	685
Indefinite-lived intangible assets:						
Brands	39	—	39	39	—	39
Trademarks and trade names	67	—	67	67	—	67
In-process research and development	8	—	8	12	—	12
Total indefinite-lived intangible assets	114	—	114	118	—	118
Identifiable intangible assets	$ 1,275	$ (488)	$ 787	$ 1,276	$ (473)	$ 803

C. Amortization

Amortization expense related to acquired intangible assets that contribute to our ability to sell, manufacture, research, market and distribute products, compounds and intellectual property is included in *Amortization of intangible assets* as it benefits multiple business functions. Amortization expense related to acquired intangible assets that are associated with a single function is included in *Cost of sales, Selling, general and administrative expenses* or *Research and development expenses*, as appropriate. Total amortization expense for finite-lived intangible assets was $15 million and $16 million for the three months ended March 30, 2014 and March 31, 2013, respectively.

12. Benefit Plans

Prior to the Separation from Pfizer, employees who met certain eligibility requirements participated in various defined benefit pension plans and postretirement plans administered and sponsored by Pfizer. Effective December 31, 2012, our employees ceased to participate in the Pfizer U.S. qualified defined benefit and U.S. retiree medical plans, and liabilities associated with our employees under these plans were retained by Pfizer. Pfizer is continuing to credit certain employees' service with Zoetis generally through December 31, 2017 (or termination of employment from Zoetis, if earlier) for certain early retirement benefits with respect to Pfizer's U.S. defined benefit pension and retiree medical plans. Pension and postretirement benefit expense associated with the extended service for certain employees in the U.S. plans totaled approximately $2 million in each three-month period ended March 30, 2014 and March 31, 2013.

As part of the Separation, certain Separation Adjustments (see *Note 2B. The Separation, Adjustments Associated with the Separation, Senior Notes Offering, Initial Public Offering and Exchange Offer: Adjustments Associated with the Separation*) were made to transfer the assets and liabilities of certain international defined benefit pension plans to Zoetis in the first quarter of 2013, and we assumed the liabilities allocable to employees transferring to us. Prior to the Separation, these benefit plans were accounted for as multi-employer plans. Also as part of the Separation, a net liability was recognized in 2013 for the pension obligations less the fair value of plan assets associated with additional defined benefit pension plans in certain international locations that will be transferred to us in 2014 (approximately $21 million), in accordance with the applicable local separation agreements or employee matters agreement. During the first quarter of 2014, our pension plan in Japan was transferred to us from Pfizer. The net pension obligation (approximately $2 million) and the related accumulated other comprehensive loss (approximately $ 2 million, net of tax) associated with this plan were recorded, and the $21 million net liability recognized in 2013 was reduced to $ 19 million as of March 30, 2014.

Pension expense associated with our dedicated international pension plans was approximately $6 million and $0.5 million for the three months ended March 30, 2014 and March 31, 2013, respectively. The three months ended March 30, 2014 includes a settlement charge of approximately $ 4 million (approximately $3 million, net of tax) associated with the 2012 sale of our Netherlands manufacturing plant. The active participants in the plan were transferred to the buyer at the time of sale and the plan liability associated with inactive participants remained with the insurance contract that was used to finance the plan. The insurance contract was also transferred to the buyer although we remained liable for the proportion of administrative costs that related to inactive members under the terms of this contract through December 31, 2013. Under the terms of the sale agreement, the contract was terminated on December 31, 2013 (fiscal year 2014 for our international operations) and the liability for benefits associated with this plan reverted in full to the insurance company.

Pension expense associated with international benefit plans accounted for as multi-employer plans was approximately $1 million and $3 million for the three months ended March 30, 2014 and March 31, 2013, respectively.

Contributions to the dedicated international benefits plans and the international plans accounted for as multi-employer plans were approximately $3 million and $2 million for the three months ended March 30, 2014 and March 31, 2013, respectively. We expect to contribute a total of approximately $8 million to these plans in 2014.

13. Share-Based Payments

The company may grant a variety of share-based payments under the Zoetis 2013 Equity and Incentive Plan (Equity Plan) to employees and non-employee directors. The principal types of share-based awards available under the Equity Plan may include, but are not limited to, stock options, restricted stock and restricted stock units (RSUs), deferred stock unit awards (DSUs), performance-based awards and other equity-based or cash-based awards.

The components of share-based compensation expense follow:

	Three Months Ended	
(MILLIONS OF DOLLARS)	**March 30, 2014**	March 31, 2013
Stock option expense	**$ 3**	$ 2
RSU / DSU expense	**2**	1
Pfizer stock benefit plans—direct	**—**	8
Share-based compensation expense—total	**$ 5**	$ 11

During the three months ended March 30, 2014, the company granted 2,900,817 stock options with a weighted-average exercise price of $30.89 per stock option and a weighted-average fair value of $8.01 per option. The fair-value based method for valuing each Zoetis stock option grant on the grant date uses the Black-Scholes-Merton option-pricing model, which incorporates a number of valuation assumptions. The fair value was estimated based on the following assumptions: risk-free interest rate of 2.01%; expected dividend yield of 0.93%; expected stock price volatility of 24.8%; and expected term of 6.5 years. The values determined through this fair-value based method generally are amortized on a straight-line basis over the vesting term into *Cost of sales, Selling, general and administrative expenses,* or *Research and development expenses,* as appropriate.

During the three months ended March 30, 2014, the company granted 803,652 RSUs with a weighted-average grant date fair value of $ 30.89 per RSU. RSUs are accounted for using a fair-value-based method that utilizes the closing price of Zoetis common stock on the date of grant. In general, RSUs vest after three years of continuous service from the grant date and the values are amortized on a straight-line basis over the vesting term into *Cost of sales, Selling, general and administrative expenses,* or *Research and development expenses,* as appropriate.

During the three months ended March 30, 2014, the company granted 36,256 DSUs with a weighted-average grant date fair value of $ 30.89 per DSU. DSUs are accounted for using a fair-value-based method that utilizes the closing price of Zoetis common stock on the date of grant. DSUs vest immediately as of the grant date and the values are expensed at the time of grant into *Selling, general and administrative expenses* .

14. Earnings per Share

The following table presents the calculation of basic and diluted earnings per share:

	Three Months Ended	
(MILLIONS OF DOLLARS AND SHARES, EXCEPT PER SHARE DATA)	**March 30, 2014**	March 31, 2013
Numerator		
Net income before allocation to noncontrolling interests	**$ 155**	$ 140
Less: net income attributable to noncontrolling interests	**—**	—
Net income attributable to Zoetis Inc.	**$ 155**	$ 140
Denominator		
Weighted-average common shares outstanding	**500.231**	500.000
Common stock equivalents: stock options, RSUs and DSUs	**0.471**	0.111
Weighted-average common and potential dilutive shares outstanding	**500.702**	500.111
Earnings per share attributable to Zoetis Inc. stockholders—basic	**$ 0.31**	$ 0.28
Earnings per share attributable to Zoetis Inc. stockholders—diluted	**$ 0.31**	$ 0.28

15. Commitments and Contingencies

We and certain of our subsidiaries are subject to numerous contingencies arising in the ordinary course of business. For a discussion of our tax contingencies, see *Note 7. Income Taxes.*

A. Legal Proceedings

Our non-tax contingencies include, among others, the following:

- Product liability and other product-related litigation, which can include injury, consumer, off-label promotion, antitrust and breach of contract claims.
- Commercial and other matters, which can include product-pricing claims and environmental claims and proceedings.
- Patent litigation, which typically involves challenges to the coverage and/or validity of our patents or those of third parties on various products or processes.
- Government investigations, which can involve regulation by national, state and local government agencies in the United States and in other countries.

Certain of these contingencies could result in losses, including damages, fines and/or civil penalties, and/or criminal charges, which could be substantial.

We believe that we have strong defenses in these types of matters, but litigation is inherently unpredictable and excessive verdicts do occur. We do not believe that any of these matters will have a material adverse effect on our financial position. However, we could incur judgments, enter into settlements or revise our expectations regarding the outcome of certain matters, and such developments could have a material adverse effect on our results of operations or cash flows in the period in which the amounts are paid.

We have accrued for losses that are both probable and reasonably estimable. Substantially all of these contingencies are subject to significant uncertainties and, therefore, determining the likelihood of a loss and/or the measurement of any loss can be complex. Consequently, we are unable to estimate the range of reasonably possible loss in excess of amounts accrued. Our assessments are based on estimates and assumptions that have been deemed reasonable by management, but the assessment process relies heavily on estimates and assumptions that may prove to be incomplete or inaccurate, and unanticipated events and circumstances may occur that might cause us to change those estimates and assumptions.

Amounts recorded for legal and environmental contingencies can result from a complex series of judgments about future events and uncertainties and can rely heavily on estimates and assumptions.

The principal matters to which we are a party are discussed below. In determining whether a pending matter is significant for financial reporting and disclosure purposes, we consider both quantitative and qualitative factors in order to assess materiality, such as, among other things, the amount of damages and the nature of any other relief sought in the proceeding, if such damages and other relief are specified; our view of the merits of the claims and of the strength of our defenses; whether the action purports to be a class action and our view of the likelihood that a class will be certified by the court; the jurisdiction in which the proceeding is pending; any experience that we or, to our knowledge, other companies have had in similar proceedings; whether disclosure of the action would be important to a reader of our financial statements, including whether disclosure might change a reader's judgment about our financial statements in light of all of the information about the company that is available to the reader; the potential impact of the proceeding on our reputation; and the extent of public interest in the matter. In addition, with respect to patent matters, we consider, among other things, the financial significance of the product protected by the patent.

Roxarsone®(3-Nitro)

We are defendants in nine actions involving approximately 140 plaintiffs that allege that the distribution of the medicated feed additive Roxarsone allegedly caused various diseases in the plaintiffs, including cancers and neurological diseases. Other defendants, including various poultry companies, are also named in these lawsuits. Compensatory and punitive damages are sought in unspecified amounts.

In September 2006, the Circuit Court of Washington County returned a defense verdict in one of the lawsuits, Mary Green, et al. v. Alpharma, Inc. et al. In 2008, this verdict was appealed and affirmed by the Arkansas Supreme Court. Certain summary judgments favoring the poultry company co-defendants in Mary Green, et al. v. Alpharma, Inc. et al. were reversed by the Arkansas Supreme Court in 2008. These claims were retried in 2009 and that trial also resulted in a defense verdict, which was affirmed by the Arkansas Supreme Court in April 2011. In October 2012, we entered into an agreement to resolve these cases, subject to the execution of full releases or dismissals with prejudice by all of the claimants. We received full releases from all claimants, and as a result, on January 23, 2014, the Court dismissed all nine actions with prejudice.

In June 2011, we announced that we would suspend sales in the United States of Roxarsone (3-Nitro) in response to a request by the U.S. FDA and subsequently stopped sales in several international markets.

Following our decision to suspend sales of Roxarsone (3-Nitro) in June 2011, Zhejiang Rongyao Chemical Co., Ltd., the supplier of certain materials used in the production of Roxarsone (3-Nitro), filed a lawsuit in the U.S. District Court for the District of New Jersey alleging that we are liable for damages it suffered as a result of the decision to suspend sales. In October 2013, the parties reached a preliminary agreement to resolve the matter, and the Court dismissed the action with prejudice. In December 2013, the parties finalized and executed the settlement agreement.

PregSure®

We have received in total approximately 240 claims in Europe and New Zealand seeking damages related to calves claimed to have died of Bovine Neonatal Pancytopenia (BNP) on farms where PregSure BVD, a vaccine against Bovine Virus Diarrhea (BVD) was used. BNP is a rare syndrome that first emerged in cattle in Europe in 2006. Studies of BNP suggest a potential association between the administration of PregSure and the development of BNP, although no causal connection has been established. The cause of BNP is not known.

In 2010, we voluntarily stopped sales of PregSure BVD in Europe, and recalled the product at wholesalers while investigations into possible causes of BNP continue. In 2011, after incidences of BNP were reported in New Zealand, we voluntarily withdrew the marketing authorization for PregSure throughout the world.

We have settled approximately 20 of these claims for amounts that are not material individually or in the aggregate. Investigations into possible causes of BNP continue and these settlements may not be representative of any future claims resolutions.

Advocin

On January 30, 2012, Bayer filed a complaint against Pfizer alleging infringement and inducement of infringement of Bayer patent US 5,756,506 covering, among other things, a process for treating bovine respiratory disease (BRD) by administering a single high dose of fluoroquinolone. The complaint was filed after Pfizer's product Advocin ® was approved as a single dose treatment of BRD, in addition to its previous approval as a multi-dose treatment of BRD. Bayer seeks a permanent injunction, damages and a recovery of attorney's fees, and has demanded a jury trial. Discovery has now concluded. We have filed motions for summary judgment of non-infringement and invalidity of the Bayer patent, which are currently pending before the Court.

Ulianopolis, Brazil

In February 2012, the Municipality of Ulianopolis (State of Para, Brazil) filed a complaint against Fort Dodge Saúde Animal Ltda. (FDSAL) and five other large companies alleging that waste sent to a local waste incineration facility for destruction, but that was not ultimately destroyed as the facility lost its operating permit, caused environmental impacts requiring cleanup.

The Municipality is seeking recovery of cleanup costs purportedly related to FDSAL's share of all waste accumulated at the incineration facility awaiting destruction, and compensatory damages to be allocated among the six defendants. We believe we have strong arguments against the claim, including defense strategies against any claim of joint and several liability.

At the request of the Municipal prosecutor, in April 2012, the lawsuit was suspended for one year. Since that time, the prosecutor has initiated investigations into the Municipality's actions in the matter as well as the efforts undertaken by the six defendants to remove and dispose of their individual waste from the incineration facility.

In early August 2013, new labor claims were filed against FDSAL as well as 57 other companies. These claims were filed by 30 employees of the local waste incineration facility that was used by FDSAL and the 57 other companies. The employees of the incineration facility allege that FDSAL and the other users of the facility are severally liable for health injuries suffered in connection with plaintiffs' employment at the waste site. Based on legal precedent, it is possible that FDSAL may be considered a liable party. The plaintiffs' lawyers presented a motion for discontinuance of these 30 labor claims during the hearing held on December 9, 2013, because (i) not all defendants had been summoned which would generate delays in the proceedings and preliminaries of lawsuits' dismissal, and (ii) the pieces of evidence for each claim shall be more concentrated. The court dismissed the cases on the same date.

Other Matters

The European Commission published a decision on alleged competition law infringements by several human health pharmaceutical companies on June 19, 2013. One of the involved legal entities is Zoetis Products LLC, formerly having the name Alpharma Inc. Zoetis Products LLC's involvement is solely related to its human health activities prior to Pfizer's acquisition of King/Alpharma. Zoetis paid a fine in the amount of Euro 11 million (approximately $14 million) and was reimbursed by Pfizer in accordance with the Global Separation Agreement between Pfizer and Zoetis, which provides that Pfizer is obligated to indemnify Zoetis for any liabilities arising out of claims not related to its animal health assets. We filed an appeal of the decision on September 6, 2013.

B. Guarantees and Indemnifications

In the ordinary course of business and in connection with the sale of assets and businesses, we indemnify our counterparties against certain liabilities that may arise in connection with the transaction or related to activities prior to the transaction. These indemnifications typically pertain to environmental, tax, employee and/or product-related matters and patent-infringement claims. If the indemnified party were to make a successful claim pursuant to the terms of the indemnification, we would be required to reimburse the loss. These indemnifications are generally subject to threshold amounts, specified claim periods and other restrictions and limitations. Historically, we have not paid significant amounts under these provisions and, as of March 30, 2014, recorded amounts for the estimated fair value of these indemnifications are not significant.

16. Segment and Other Revenue Information

A. Segment Information

In the first quarter of 2014, we realigned our segment reporting with respect to our Client Supply Services (CSS) organization, which provides contract manufacturing services to third parties, to reflect how our chief operating decision maker currently evaluates our financial results. The revenue and earnings associated with CSS are now reported within *Other business activities*, separate from our four reportable segments. In 2013, CSS results were reported in the EuAfME segment. The current presentation of segments is more reflective of our commercial business since CSS operates differently from our commercial operations within the geographic segments. CSS revenue for the first, second, third and fourth quarters of 2013, including livestock (LS) and companion animal (CA) revenue, was $ 11 million (LS - $3 million; CA - $8 million), $12 million (LS - $3 million; CA - $9 million), $14 million (LS - $4 million; CA - $10 million) and $16 million (LS - $5 million; CA - $11 million), respectively. CSS earnings (loss) for the first, second, third and fourth quarters of 2013 was $ 3 million, $(2) million, $2 million and $5 million, respectively. We have revised our segment results presented herein to reflect this new segment structure, including for the comparable 2013 period.

The animal health medicines and vaccines industry is characterized by meaningful differences in customer needs across different regions. As a result of these differences, among other things, we manage our operations through four geographic regions. Each operating segment has responsibility for its commercial activities. Within each of these regional operating segments, we offer a diversified product portfolio, including vaccines, parasiticides, anti-infectives, medicated feed additives and other pharmaceuticals, for both livestock and companion animal customers.

Operating Segments

- The United States (U.S.).
- Europe/Africa/Middle East (EuAfME)—Includes, among others, the United Kingdom, Germany, France, Italy, Spain, Northern Europe and Central Europe as well as Russia, Turkey and South Africa.
- Canada/Latin America (CLAR)—Includes Canada, Brazil, Mexico, Central America and Other South America.
- Asia/Pacific (APAC)—Includes Australia, Japan, New Zealand, South Korea, India, China/Hong Kong, Northeast Asia, Southeast Asia and South Asia.

Our chief operating decision maker uses the revenue and earnings of the four operating segments, among other factors, for performance evaluation and resource allocation.

Other Costs and Business Activities

Certain costs are not allocated to our operating segment results, such as costs associated with the following:

- *Other business activities* includes our CSS contract manufacturing results, as well as expenses associated with our dedicated veterinary medicine research and development organization, research alliances, U.S. regulatory affairs and other operations focused on the development of our products. Other R&D-related costs associated with non-U.S. market clinical trials and regulatory activities are generally included in the respective regional segment.
- *Corporate*, which is responsible for platform functions such as business technology, facilities, legal, finance, human resources, business development, public affairs and procurement, among others. These costs also include compensation costs and other miscellaneous operating expenses not charged to our operating segments, as well as interest income and expense.
- Certain transactions and events such as (i) *Purchase accounting adjustments*, where we incur expenses associated with the amortization of fair value adjustments to inventory, intangible assets and property, plant and equipment; (ii) *Acquisition-related activities*, where we incur costs for restructuring and integration; and (iii) *Certain significant items*, which includes non-acquisition-related restructuring charges, certain asset impairment charges, stand-up costs and costs associated with cost reduction/productivity initiatives.
- *Other unallocated*, which includes certain overhead expenses associated with our global manufacturing operations not charged to our operating segments. Effective January 1, 2014, *Other unallocated* also includes certain costs associated with business technology and finance that specifically support our global manufacturing operations. These costs were previously reported in *Corporate*. Also, beginning in the first quarter of 2014, certain supply chain and global logistics costs that were previously reported in the four reportable segments are reported in *Other unallocated*. This presentation better reflects how we measure the performance of the global manufacturing organization.

Segment Assets

We manage our assets on a total company basis, not by operating segment. Therefore, our chief operating decision maker does not regularly review any asset information by operating segment and, accordingly, we do not report asset information by operating segment. Total assets were approximately $ 6.4 billion and $6.6 billion at March 30, 2014 and December 31, 2013, respectively.

Selected Statement of Income Information

(MILLIONS OF DOLLARS)	Revenue[a] March 30, 2014	Revenue[a] March 31, 2013	Earnings[b] March 30, 2014	Earnings[b] March 31, 2013	Depreciation and Amortization[c] March 30, 2014	Depreciation and Amortization[c] March 31, 2013
Three months ended						
U.S.	$ **479**	$ 454	$ **278**	$ 234	$ **8**	$ 14
EuAfME	**270**	279	**112**	114	**5**	6
CLAR	**168**	171	**64**	52	**3**	5
APAC	**169**	175	**66**	75	**5**	4
Total reportable segments	**1,086**	1,079	**520**	475	**21**	29
Other business activities[d]	**11**	11	**(72)**	(71)	**7**	7
Reconciling Items:						
Corporate[e]	**—**	—	**(125)**	(116)	**6**	2
Purchase accounting adjustments[f]	**—**	—	**(12)**	(12)	**12**	12
Acquisition-related costs[g]	**—**	—	**(2)**	(6)	**—**	—
Certain significant items[h]	**—**	—	**(36)**	(42)	**2**	—
Other unallocated[i]	**—**	—	**(46)**	(36)	**2**	1
	$ **1,097**	$ 1,090	$ **227**	$ 192	$ **50**	$ 51

[a] Revenue denominated in euros was $168 million for both the three months ended March 30, 2014 and March 31, 2013.

[b] Defined as income before provision for taxes on income.

[c] Certain production facilities are shared. Depreciation and amortization is allocated to the reportable operating segments based on estimates of where the benefits of the related assets are realized.

[d] *Other business activities* reflect the research and development costs managed by our Research and Development organization, as well as our contract manufacturing business.

[e] *Corporate* includes, among other things, administration expenses, interest expense, certain compensation and other costs not charged to our operating segments.

[f] Purchase accounting adjustments include certain charges related to intangible assets and property, plant and equipment not charged to our operating segments.

[g] *Acquisition-related costs* can include costs associated with acquiring, integrating and restructuring acquired businesses, such as allocated transaction costs, integration costs, restructuring charges and additional depreciation associated with asset restructuring. For additional information, see *Note 5. Restructuring Charges and Other Costs Associated with Acquisitions and Cost-Reduction/Productivity Initiatives* .

[h] *Certain significant items* are substantive, unusual items that, either as a result of their nature or size, would not be expected to occur as part of our normal business on a regular basis. Such items primarily include restructuring charges and implementation costs associated with our cost-reduction/productivity initiatives that are not associated with an acquisition, the impact of divestiture-related gains and losses and certain costs related to becoming an independent public company. For additional information, see *Note 5. Restructuring Charges and Other Costs Associated with Acquisition and Cost-Reduction/Productivity Initiatives* .

- In the first quarter of 2014, *Certain significant items* primarily includes: (i) Zoetis stand-up costs of $33 million; (ii) restructuring charges of $2 million related to employee severance costs in EuAfME, offset by $2 million income related to a reversal of a previously established reserve as a result of a change in estimate of severance costs; (iii) additional depreciation associated with asset restructuring of $1 million; (iv) a pension plan settlement charge related to the divestiture of a manufacturing plant of $4 million; and (v) an insurance recovery of litigation related charges of $2 million income. Stand-up costs include certain nonrecurring costs related to becoming an independent public company, such as new branding (including changes to the manufacturing process for required new packaging), the creation of standalone systems and infrastructure, site separation, and certain legal registration and patent assignment costs.
- In the first quarter of 2013, *Certain significant items* includes: (i) Zoetis stand-up costs of $34 million; (ii) charges related to transitional manufacturing purchase agreements associated with divestitures of $4 million; (iii) restructuring charges and implementation costs associated with our cost-reduction/productivity initiatives that are not associated with an acquisition of $3 million; and (iv) certain asset impairment charges of $1 million.

[i] Includes overhead expenses associated with our manufacturing operations.

B. Other Revenue Information

Revenue by Species

Significant species revenue are as follows:

	Three Months Ended	
(MILLIONS OF DOLLARS)	**March 30, 2014**	March 31, 2013
Livestock:		
Cattle	**$ 391**	$ 390
Swine	**160**	155
Poultry	**135**	133
Other	**20**	25
	706	703
Companion Animal:		
Horses	**43**	42
Dogs and Cats	**337**	334
	380	376
Contract Manufacturing	**$ 11**	$ 11
Total revenue	**$ 1,097**	$ 1,090

Revenue by Major Product Category

Significant revenue by major product category are as follows:

	Three Months Ended	
(MILLIONS OF DOLLARS)	**March 30, 2014**	March 31, 2013
Anti-infectives	**$ 322**	$ 307
Vaccines	**274**	274
Parasiticides	**151**	163
Medicated feed additives	**104**	104
Other pharmaceuticals	**191**	187
Other non-pharmaceuticals	**44**	44
Contract manufacturing	**11**	11
Total revenue	**$ 1,097**	$ 1,090

17. Transactions and Agreements with Pfizer

Zoetis had related party transactions with Pfizer through the completion of the Exchange Offer on June 24, 2013. As of the completion of the Exchange Offer, Pfizer is no longer a related party. Activities while Pfizer was a related party, as well as ongoing agreements with Pfizer, are detailed below.

In connection with the Separation and IPO, we and Pfizer entered into agreements that provide a framework for our ongoing relationship with Pfizer, certain of which are described below.

- Global separation agreement. This agreement governs the relationship between Pfizer and us following the IPO and includes provisions related to the allocation of assets and liabilities, indemnification, delayed transfers and further assurances, mutual releases, insurance and certain covenants.

- Transitional services agreement. This agreement grants us the right to continue to use certain of Pfizer's services and resources related to our corporate functions, such as business technology, facilities, finance, human resources, public affairs and procurement, in exchange for mutually agreed-upon fees based on Pfizer's costs of providing these services.

- Tax matters agreement. This agreement governs ours and Pfizer's respective rights, responsibilities and obligations with respect to tax liabilities and benefits, tax attributes, the preparation and filing of tax returns, the control of audits and other tax proceedings and other matters regarding taxes. Pursuant to this agreement, we have also agreed to certain covenants that contain restrictions intended to preserve the tax-free status of certain transactions, and we have agreed to indemnify Pfizer and its affiliates against any and all tax-

related liabilities incurred by them relating to these transactions to the extent caused by an acquisition of our stock or assets or by any other action undertaken by us.

- Research and development collaboration and license agreement. This agreement permits certain of our employees to be able to review a Pfizer database to identify compounds that may be of interest to the animal health field. Pfizer has granted to us an option to enter into a license agreement subject to certain restrictions and requirements and we will make payments to Pfizer.

- Employee matters agreement. This agreement governs ours and Pfizer's respective rights, responsibilities and obligations with respect to the following matters: employees and former employees (and their respective dependents and beneficiaries) who are or were associated with Pfizer, us or the parties' respective subsidiaries or affiliates; the allocation of assets and liabilities generally relating to employees, employment or service-related matters and employee benefit plans; and other human resources, employment and employee benefits matters.

- Master manufacturing and supply agreements. These two agreements govern our manufacturing and supply arrangements with Pfizer. Under one of these agreements, Pfizer will manufacture and supply us with animal health products. Under this agreement, our manufacturing and supply chain leadership will have oversight responsibility over product quality and other key aspects of the manufacturing process with respect to the Pfizer-supplied products. Under the other agreement, we will manufacture and supply certain human health products to Pfizer.

- Environmental matters agreement. This agreement governs the performance of remedial actions for liabilities allocated to each party under the global separation agreement; addresses our substitution for Pfizer with respect to animal health assets and remedial actions allocated to us (including substitution related to, for example, permits, financial assurances and consent orders); allows our conditional use of Pfizer's consultants and contractors to assist in the conduct of remedial actions; and addresses the exchange of related information between the parties. The agreement also sets forth standards of conduct for remedial activities at the co-located facilities: Guarulhos, Brazil; Catania, Italy; Hsinchu, Taiwan; and Kalamazoo, Michigan in the U.S. In addition, the agreement sets forth site-specific terms to govern conduct at several of these co-located facilities.

- Screening services agreement. This agreement requires us to provide certain high throughput screening services to Pfizer's R&D organization for which Pfizer pays to us agreed-upon fees.

- Intellectual property license agreements. Under these agreements (i) Pfizer and certain of its affiliates licensed to us and certain of our affiliates the right to use certain intellectual property rights in the animal health field; (ii) we licensed to Pfizer and certain of its affiliates certain rights to intellectual property in all fields outside of the animal health field; and (iii) Pfizer granted us rights with respect to certain trademarks and copyrighted works.

Following the Separation, we own, have access to or have the right to use, substantially all of the resources that were used, or held for use, exclusively in Pfizer's animal health business, including the following:

- *Intellectual Property*. As part of the Separation, Pfizer assigned to us ownership of certain animal health related patents, pending patent applications, and trademark applications and registrations. In addition, Pfizer licensed to us the right to use certain intellectual property rights in the animal health field. We licensed to Pfizer the right to use certain of our trademarks and substantially all of our other intellectual property rights in the human health field and all other fields outside of animal health. In addition, Pfizer granted us a transitional license to use certain of Pfizer's trademarks and we granted Pfizer a transitional license to use certain of our trademarks for a period of time following the completion of the IPO.

- *Manufacturing Facilities*. Our global manufacturing network consists of 13 “anchor” manufacturing sites and 15 “satellite” manufacturing sites. Ownership of, or the existing leasehold interest in, these facilities were conveyed to us by Pfizer as part of the Separation. Among these 28 manufacturing sites is our facility in Guarulhos, Brazil, which we leased back to Pfizer. Certain of our products are currently manufactured at 13 manufacturing sites that were retained by Pfizer. The products manufactured by Pfizer at these sites and at our Guarulhos, Brazil facility continue to be supplied to us under the terms of a manufacturing and supply agreement we entered into with Pfizer.

- *R&D Facilities*. We have R&D operations co-located with certain of our manufacturing sites in Australia, Belgium, Brazil, Canada, China, Spain and the United States to facilitate the efficient transfer of production processes from our laboratories to manufacturing sites. In addition, we maintain R&D operations at non-manufacturing locations in Belgium, Brazil, India and the United States. As part of the Separation, Pfizer conveyed to us its interest in each of these R&D facilities, with the exception of our Mumbai, India facility, which we expect Pfizer to transfer to us after the completion of the Separation for cash consideration to be agreed upon, and, in the interim, we are leasing this facility from Pfizer.

- *Employees*. In general, as part of the Separation, employees of Pfizer who were substantially dedicated to the animal health business became our employees. However, labor and employment laws or other business considerations in some jurisdictions delayed Pfizer from transferring to us employees who are substantially dedicated to the animal health business. In those instances, to the extent permissible under applicable law, we and Pfizer entered into mutually-acceptable arrangements to provide for continued operation of the business until such time as the employees in those jurisdictions can be transferred to us.

The amounts charged under each of the agreements with Pfizer, while Pfizer was still a related party, for the three months ended March 31, 2013 were as follows:

(MILLIONS OF DOLLARS)		
Transitional services agreement	$	27
Master manufacturing and supply agreements		57
Employee matters agreement		31

In certain jurisdictions, while the Zoetis entities obtain appropriate registration and licensing, Pfizer entities purchase product from Zoetis entities and resell such product to the local Zoetis entity at cost. This activity is reflected in *Accounts receivable* for the product Pfizer purchases from Zoetis entities and in *Accounts payable* for the product purchased from such Pfizer entities by our local Zoetis entity.

At March 30, 2014 and December 31, 2013, $88 million and $121 million, respectively, was included in *Accounts receivable* as receivable from Pfizer, and $126 million and $181 million, respectively, was included in *Accounts payable* as payable to Pfizer.

Review Report of Independent Registered Public Accounting Firm

The Shareholders and Board of Directors
Zoetis Inc.:

We have reviewed the accompanying condensed consolidated balance sheet of Zoetis Inc. and subsidiaries (the Company) as of March 30, 2014, and the related condensed consolidated statements of income, comprehensive income, equity, and cash flows for the three-month periods ended March 30, 2014 and March 31, 2013. These condensed consolidated financial statements are the responsibility of the Company's management.

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

Based on our reviews, we are not aware of any material modifications that should be made to the condensed consolidated financial statements as of March 30, 2014 and for the three-month periods ended March 30, 2014 and March 31, 2013 referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Zoetis Inc. and subsidiaries as of December 31, 2013, and the related consolidated statements of income, comprehensive income, equity, and cash flows for the year then ended (not presented herein); and in our report dated March 26, 2014, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2013, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ KPMG LLP
New York, New York
May 13, 2014

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A)

Introduction

Our MD&A is provided in addition to the accompanying condensed consolidated financial statements and notes to assist readers in understanding the results of operations, comprehensive income, financial condition and cash flows of Zoetis Inc. (Zoetis). This MD&A is organized as follows:

Section	Description	Page
Overview of our business	A general description of our business and the industry in which we operate. For more information regarding our business and the animal health industry, see *Item 1. Business* of our 2013 Annual Report on Form 10-K.	25
Our operating environment	Information regarding the animal health industry and factors that affect our company.	26
Comparability of historical results and our relationship with Pfizer	Information about the limitations of the predictive value of the condensed consolidated financial statements.	28
Analysis of the condensed consolidated statements of income	Consists of the following for all periods presented:	
	• *Revenue:* An analysis of our revenue in total.	30
	• *Costs and expenses*: A discussion about the drivers of our costs and expenses.	30
	• *Operating segment results*: A discussion of our revenue by operating segment and species and items impacting our earnings before income tax.	33
Adjusted net income	A discussion of adjusted net income, an alternative view of performance used by management. Adjusted net income is a non-GAAP financial measure.	36
Our financial guidance for 2014	A discussion of our 2014 financial guidance.	39
Analysis of the condensed consolidated statements of comprehensive income	An analysis of the components of comprehensive income for all periods presented.	40
Analysis of the condensed consolidated balance sheets	A discussion of changes in certain balance sheet accounts for all balance sheets presented.	40
Analysis of the condensed consolidated statements of cash flows	An analysis of the drivers of our operating, investing and financing cash flows for all periods presented.	40
Analysis of financial condition, liquidity and capital resources	An analysis of our ability to meet our short-term and long-term financing needs.	41
New accounting standards	Accounting standards that we have recently adopted, as well as those that recently have been issued, but not yet adopted.	43
Forward-looking statements and factors that may affect future results	A description of the risks and uncertainties that could cause actual results to differ materially from those discussed in forward-looking statements set forth in this MD&A relating to our financial and operating performance, business plans and prospects, strategic review, capital allocation and business-development plans. Such forward-looking statements are based on management's current expectations about future events, which are inherently susceptible to uncertainty and changes in circumstances.	43

Overview of our business

We are a global leader in the discovery, development, manufacture and commercialization of animal health medicines and vaccines, with a focus on both livestock and companion animals. For more than 60 years, as a business unit of Pfizer Inc. (Pfizer) and now as an independent public company, we have been committed to enhancing the health of animals and bringing solutions to our customers who raise and care for them.

The animal health medicines and vaccines industry is characterized by meaningful differences in customer needs across different regions. As a result of these differences, among other things, we manage our operations through four geographic operating segments. Within each of these operating segments, we offer a diversified product portfolio for both livestock and companion animal customers in order to capitalize on local and regional trends and customer needs. Our four operating segments are the United States (U.S.), Europe/Africa/Middle East (EuAfME), Canada/Latin America (CLAR) and Asia/Pacific (APAC). See Notes to Condensed Consolidated Financial Statements— *Note 16. Segment and Other Revenue Information*.

We directly market our products to livestock producers and veterinarians located in approximately 70 countries across North America, Europe, Africa, Asia, Australia and Latin America, and are a market leader in nearly all of the major regions in which we operate. Through our efforts to establish an early and direct presence in many emerging markets, such as Brazil, China and India, we believe we are the largest animal health medicines and vaccines business as measured by revenue across emerging markets as a whole. In markets where we do not have a direct commercial presence, we generally contract with distributors that provide logistics and sales and marketing support for our products.

We believe our investments in the industry's largest sales organization, including our extensive network of technical and veterinary operations specialists, our high-quality manufacturing and reliability of supply, and our long track record of developing products that meet customer needs, has led to enduring and valued relationships with our customers. Our research and development (R&D) efforts enable us to deliver innovative products to address unmet needs and evolve our product lines so they remain relevant for our customers.

A summary of our 2014 performance compared to the comparable 2013 period follows:

	Three Months Ended		
(MILLIONS OF DOLLARS)	**March 30, 2014**	March 31, 2013	% Change
Revenue	**$ 1,097**	$ 1,090	1
Net income attributable to Zoetis	**155**	140	11
Adjusted net income[(a)]	**191**	179	7

[(a)] Adjusted net income is a non-GAAP financial measure. See the "Adjusted net income" section of this MD&A for more information.

Our ownership

On February 6, 2013, an initial public offering (IPO) of our Class A common stock was completed, which represented approximately 19.8% of our total outstanding shares. On February 1, 2013, our Class A common stock began trading on the New York Stock Exchange under the symbol "ZTS." Prior to and in connection with the IPO, we completed a $3.65 billion senior notes offering and Pfizer transferred to us substantially all of the assets and liabilities of their animal health business. On June 24, 2013, an exchange offer was completed whereby Pfizer shareholders exchanged a portion of Pfizer common stock for Zoetis common stock, resulting in the full separation of Zoetis and the disposal of Pfizer's entire ownership and voting interest in Zoetis. We refer to the transactions to separate our business from Pfizer, as described here and elsewhere in this quarterly report, as the "Separation."

Our operating environment

Industry

The animal health industry, which focuses on both livestock and companion animals, is a growing industry that impacts billions of people worldwide. The primary livestock species for the production of animal protein are cattle (both beef and dairy), swine, poultry, sheep and fish. Livestock health and production are essential to meeting the growing demand for animal protein of a global population. Factors influencing growth in demand for livestock medicines and vaccines include:

- human population growth and increasing standards of living, particularly in many emerging markets;
- increasing demand for improved nutrition, particularly animal protein;
- natural resource constraints, such as scarcity of arable land, fresh water and increased competition for cultivated land, resulting in fewer resources that will be available to meet this increased demand for animal protein; and
- increasing focus on food safety.

The primary companion animal species are dogs, cats and horses. Health professionals indicate that companion animals improve the physical and emotional well-being of pet owners. Factors influencing growth in demand for companion animal medicines and vaccines include:

- economic development and related increases in disposable income, particularly in many emerging markets;
- increasing pet ownership; and
- companion animals living longer, increasing medical treatment of companion animals and advances in companion animal medicines and vaccines.

Product development initiatives

Our future success depends on both our existing product portfolio and our pipeline of new products, including new products that we may develop through joint ventures and products that we are able to obtain through license or acquisition. We believe we are an industry leader in animal health R&D, with a track record of generating new products and product lifecycle developments. The majority of our R&D programs focus on product lifecycle development, which is defined as R&D programs that leverage existing animal health products by adding new species or claims, achieving approvals in new markets or creating new combinations and reformulations.

Perceptions of product quality, safety and reliability

We believe that animal health medicines and vaccines customers value high-quality manufacturing and reliability of supply. The importance of quality and safety concerns to pet owners, veterinarians and livestock producers also contributes to animal health brand loyalty, which we believe often continues after the loss of patent-based and regulatory exclusivity. We depend on positive perceptions of the safety and quality of our products, and animal health products generally, by our customers, veterinarians and end-users.

The issue of the potential transfer of increased antibacterial resistance in bacteria from food-producing animals to human pathogens, and the causality of that transfer, are the subject of global scientific and regulatory discussion. Antibacterials refer to small molecules that can be used to treat or prevent bacterial infections and are a sub-categorization of the products that make up our anti-infectives and medicated feed additives portfolios. In some countries, this issue has led to government restrictions and bans on the use of specific antibacterials in some food-producing animals, regardless of the route of administration (topical, oral, intramuscular/subcutaneous injections, or intravenous). These restrictions are more prevalent in countries where animal protein is plentiful and governments are willing to take restrictive actions even when there is scientific uncertainty. Historically, antibacterials for livestock have represented a significant portion of our revenue.

In December 2013, the FDA announced final guidance establishing procedures for the voluntary phase out in the United States over a three-year period of the use of medically important antibacterials in animal feed for growth promotion in food production animals (medically important antibacterials include classes that are prescribed in animal and human health). The guidance provides for continued use of antibacterials in food producing animals for treatment, control and under certain circumstances for prevention of disease, all under the supervision of a veterinarian. We believe the impact of this FDA guidance on our financial performance will not be significant based on the overall diversity and breadth of our product portfolio of medicines, vaccines, and diagnostics serving eight core species.

We cannot predict whether antibacterial resistance concerns will result in additional restrictions or bans, expanded regulations or public pressure to discontinue or reduce use of antibacterials in food-producing animals.

Competition

The animal health industry is competitive. Although our business is the largest by revenue in the animal health medicines and vaccines industry, we face competition in the regions in which we operate. Principal methods of competition vary depending on the particular region, species, product category or individual product. Some of these methods include new product development, quality, price, service and promotion to veterinary professionals, pet owners and livestock producers. Our competitors include the animal health businesses of large pharmaceutical companies and specialty animal health businesses. In addition to competition from established market participants, there could be new entrants to the animal health medicines and vaccines industry in the future. In certain markets, we also compete with companies that produce generic products, but the level of competition from generic products varies from market to market. For example, the level of generic competition is higher in Europe and certain emerging markets than in the United States.

Quarterly Variability of Financial Results

Our quarterly financial results are subject to variability related to a number of factors including but not limited to: weather patterns, herd management decisions, economic conditions, regulatory actions, competitive dynamics, disease outbreaks, product and geographic mix, timing of price increases and timing of investment decisions.

Weather conditions and the availability of natural resources

The animal health industry and demand for many of our animal health products in a particular region are affected by weather conditions, as usage of our products follows varying weather patterns and weather-related pressures from pests, such as ticks. As a result, we may experience regional and seasonal fluctuations in our results of operations.

In addition, veterinary hospitals and practitioners depend on visits from and access to the animals under their care. Veterinarians' patient volume and ability to operate could be adversely affected if they experience prolonged snow, ice or other severe weather conditions, particularly in regions not accustomed to sustained inclement weather. Furthermore, livestock producers depend on the availability of natural resources, including large supplies of fresh water. Their animals' health and their ability to operate could be adversely affected if they experience a shortage of fresh water due to human population growth or floods, droughts or other weather conditions. In the event of adverse weather conditions or a shortage of fresh water, veterinarians and livestock producers may purchase less of our products.

For example, drought conditions could negatively impact, among other things, the supply of corn and the availability of grazing pastures. A decrease in harvested corn results in higher corn prices, which could negatively impact the profitability of livestock producers of cattle, pork and poultry. Higher corn prices and reduced availability of grazing pastures contributes to reductions in herd or flock sizes that in turn results in less spending on animal health products. As such, a prolonged drought could have a material adverse impact on our operating results and financial condition. Factors influencing the magnitude and timing of effects of a drought on our performance include, but may not be limited to, weather patterns and herd management decisions. The widespread drought which impacted parts of the United States during 2011, 2012, and in some regions in 2013, was considered the worst in many years and affected our performance in the United States market in 2012 and in the first half of 2013.

Disease outbreaks

Sales of our livestock products could be adversely affected by the outbreak of disease carried by animals. Outbreaks of disease may reduce regional or global sales of particular animal-derived food products or result in reduced exports of such products, either due to heightened export restrictions or import prohibitions, which may reduce demand for our products. Also, the outbreak of any highly contagious disease near our main production sites could require us to immediately halt production of our products at such sites or force us to incur substantial expenses in procuring raw materials or products elsewhere. Alternatively, sales of products that treat specific disease outbreaks may increase. For example, in 2012, we successfully launched a vaccine for horses against the deadly Hendra virus in Australia.

Beginning in 2013, there have been several reported cases of the H7N9 avian influenza virus in China. In late March 2013, the Chinese government reported the first case of the H7N9 avian influenza virus. Since that time, over 370 cases have been detected. We are closely monitoring the developments as this situation unfolds and currently believe the impact on our 2014 global revenue will not be significant. While

China continues to represent a growth opportunity for us, sales in this country represented less than 2% of our total revenue in 2013 and the majority was generated by our swine business.

In addition, since the second quarter of 2013 some producers in the United States have been experiencing an outbreak of the porcine epidemic diarrhea virus (PEDv). PEDv has existed in parts of Asia for many years. It is important to note that the virus, which affects piglets, does not create a food safety issue. We are committed to supporting pork producers in understanding and controlling PEDv, and we are partnering with the key stakeholders, including various academic institutions such as the University of Minnesota and Iowa State University. Since first reported in the United States in the second quarter of 2013, the disease has continued to spread and has now been reported in at least 30 U.S. states, Canada, Mexico, and parts of South America. According to recent reports, the outbreak has impacted up to 50% of the sows in the United States, and up to one-third of the sows in Mexico. Furthermore, during the first quarter of 2014, active cases of PEDv were reported in several new markets in Asia, including Japan, South Korea and Taiwan. We currently believe the impact of PEDv on our 2014 revenue will not be significant. However, we are closely monitoring the evolution of this on-going outbreak and its impact on the swine industry and on our 2014 revenue.

Foreign exchange rates

Significant portions of our revenue and costs are exposed to changes in foreign exchange rates. Our products are sold in more than 120 countries and, as a result, our revenues are influenced by changes in foreign exchange rates. For the three months ended March 30, 2014, approximately 53% of our revenue was denominated in foreign currencies. We seek to manage our foreign exchange risk, in part, through operational means, including managing same-currency revenue in relation to same-currency costs and same-currency assets in relation to same-currency liabilities. As we operate in multiple foreign currencies, including the euro, the Brazilian real, the Australian dollar and other currencies, changes in those currencies relative to the U.S. dollar will impact our revenue, cost of goods and expenses, and consequently, net income. Exchange rate fluctuations may also have an impact beyond our reported financial results and directly impact operations. These fluctuations may affect the ability to buy and sell our goods and services between markets impacted by significant exchange rate variances. For the three months ended March 30, 2014, approximately 47% of our total revenue was in U.S. dollars. Our year-over-year revenue growth was unfavorably impacted by 3% from changes in foreign currency values relative to the U.S. dollar.

On February 13, 2013, the Venezuelan government devalued its currency from a rate of 4.3 to 6.3 Venezuelan bolivars per U.S. dollar. We incurred a foreign currency loss of $9 million immediately on the devaluation as a result of remeasuring the local assets and liabilities, which is included in *Other (income)/deductions—net* for three months ended March 31, 2013.

In the first quarter of 2014, the Venezuelan government expanded its exchange mechanisms, resulting in three official rates of exchange for the Venezuelan bolivar. As of March 31, 2014, those rates of exchange were the CENCOEX rate of 6.3; the SICAD I rate of 10.7; and the SICAD II rate of 50.86. We continue to use the CENCOEX rate of 6.3 to report our Venezuela financial position, results of operations and cash flows.

We will experience ongoing adverse impacts to earnings as our revenue, costs and expenses will be translated into U.S. dollars at lower rates. These impacts are not expected to be significant to our financial condition or results of operations. As of March 30, 2014, in Venezuela we had net monetary assets denominated in local currency of $32 million. During the first quarter of 2014, our revenue from Venezuela was approximately $13 million. We cannot predict whether there will be further devaluation of the Venezuelan bolivar or whether our use of the 6.3 rate will continue to be supported by evolving facts and circumstances.

Comparability of historical results and our relationship with Pfizer

During the periods prior to our IPO, we operated solely as a business unit of Pfizer. The combined financial statements prior to the IPO were derived from the consolidated financial statements and accounting records of Pfizer and include allocations for direct costs and indirect costs attributable to the operations of the animal health business of Pfizer. The combined financial statements do not purport to reflect what the results of operations, comprehensive income/(loss), financial position, equity or cash flows would have been had we operated as an independent public company during these periods. In addition, the historical combined financial statements may not be reflective of what our results of operations, comprehensive income/(loss), financial position, equity or cash flows might be in the future as an independent public company.

For a detailed description of the basis of presentation and an understanding of the limitations of the predictive value of the historical combined financial statements, see Notes to Condensed Consolidated Financial Statements—*Note 3. Basis of Presentation.*

Our historical expenses are not necessarily indicative of the expenses we may incur in the future as an independent public company. With respect to support functions, for example, our historical combined financial statements include expense allocations for certain support functions that were provided on a centralized basis within Pfizer, such as expenses for business technology, facilities, legal, finance, human resources, and, to a lesser extent, business development, public affairs and procurement, among others. As part of the Separation, pursuant to agreements with Pfizer, Pfizer provides us with some of the services related to these functions on a transitional basis in exchange for agreed-upon fees, and we are incurring other costs to replace the services and resources that will not be provided by Pfizer. As an independent public company, our total costs related to such support functions may differ from the costs that were historically allocated to us from Pfizer.

We also expect to incur certain nonrecurring costs related largely to becoming an independent public company, including new branding (which includes changes to the manufacturing process for required new packaging), the creation of a standalone systems and infrastructure, site separation, certain legal registration and patent assignment costs and certain restructuring and other charges. In addition, we will also incur certain costs related to the completion of FDAH integration activities. We expect all of the aforementioned nonrecurring costs to range between approximately $165 million to $185 million in 2014. These estimates exclude the impact of any depreciation or amortization of capitalized separation expenditures.

Following the IPO, the equity awards previously granted to our employees by Pfizer continued to vest, and service with Zoetis counted as service with Pfizer for equity award purposes. On June 24, 2013, Pfizer completed the Exchange Offer whereby Pfizer disposed of all of its shares of Zoetis common stock owned by Pfizer. Pfizer accelerated the vesting of, and in some cases the settlement of, on a pro-rata basis, outstanding Pfizer RSUs, Total Shareholder Return Units (TSRUs) and Performance Share Awards (PSAs) previously granted to our employees, subject, in each case, to the requirements of Section 409A of the U.S. Internal Revenue Code, the terms of the 2004 Pfizer Stock Plan and the applicable award agreements and any outstanding deferral elections. In addition, unvested Pfizer stock options previously granted to our employees accelerated in full, and our employees generally have the ability to exercise the stock options until the earlier of (i) June 23, 2016 (three years from Pfizer's completion of the Exchange Offer), (ii) termination of their employment from Zoetis, or (iii) the expiration date of the stock option. Zoetis employees who held Pfizer stock options and were retirement eligible as of June 24, 2013 will have the full term of the stock option to exercise.

Public company expenses

As a result of the IPO, we became subject to the reporting requirements of the Exchange Act and the Sarbanes-Oxley Act. We have established additional procedures and practices as an independent public company. As a result, we are incurring additional costs, including, but not limited to, internal audit, investor relations, stock administration and regulatory compliance costs.

Recent significant acquisitions and government-mandated divestitures

The assets, liabilities, operating results and cash flows of acquired businesses are included in our results commencing from their respective acquisition dates.

Delays in establishing new operating subsidiaries

Due to local regulatory and operational requirements in certain non-U.S. jurisdictions, the transfer to us of certain assets and liabilities of Pfizer's animal health business had not yet legally occurred as of the IPO Date. These assets and liabilities were not material to our consolidated financial statements, individually or in the aggregate. All expected subsidiaries have been established and the related assets and liabilities have transferred as of December 31, 2013.

Agreements with Pfizer

On February 6, 2013, we entered into a transitional services agreement with Pfizer whereby Pfizer agreed to provide us with various corporate support services. This agreement has a service commencement date of January 1, 2013 in the United States and December 1, 2012 for our international locations. In addition, we also entered into a master manufacturing and supply agreement with Pfizer on October 1, 2012, whereby we and Pfizer agreed to manufacture and supply products to each other commencing January 1, 2013. See Notes to Condensed Consolidated Financial Statements— *Note 17. Transactions and Agreements with Pfizer* for more information related to these and other agreements, including the related costs.

Analysis of the condensed consolidated statements of income

The following discussion and analysis of our statements of income should be read along with our condensed consolidated financial statements and the notes thereto included elsewhere in Part I, Item 1 of this Quarterly Report on Form 10-Q.

(MILLIONS OF DOLLARS)	Three Months Ended March 30, 2014	March 31, 2013	% Change
Revenue	$ 1,097	$ 1,090	1
Costs and expenses:			
Cost of sales[a]	379	402	(6)
% of revenue	*35%*	*37%*	
Selling, general and administrative expenses[a]	356	357	—
% of revenue	*32%*	*33%*	
Research and development expenses[a]	87	90	(3)
% of revenue	*8%*	*8%*	
Amortization of intangible assets[a]	15	15	—
Restructuring charges and certain acquisition-related costs	3	7	(57)
Interest expense, net of capitalized interest	29	22	32
Other (income)/deductions—net	1	5	(80)
Income before provision for taxes on income	227	192	18
% of revenue	*21%*	*18%*	
Provision for taxes on income	72	52	38
Effective tax rate	*31.7%*	*27.1%*	
Net income before allocation to noncontrolling interests	155	140	11
Less: Net income (loss) attributable to noncontrolling interests	—	—	—
Net income attributable to Zoetis	$ 155	$ 140	11
% of revenue	*14%*	*13%*	

Certain amounts and percentages may reflect rounding adjustments.

[a] Amortization expense related to finite-lived acquired intangible assets that contribute to our ability to sell, manufacture, research, market and distribute products, compounds and intellectual property is included in *Amortization of intangible assets* as these intangible assets benefit multiple business functions. Amortization expense related to acquired intangible assets that are associated with a single function is included in *Cost of sales*, *Selling, general and administrative expenses* or *Research and development expenses*, as appropriate.

Revenue

Three months ended March 30, 2014 vs. three months ended March 31, 2013

Total revenue increased by $7 million, or 1%, in the first quarter of 2014 compared to the first quarter of 2013, reflecting higher operational revenue of $ 40 million or 4%, comprised of 3% volume and 1% price. Operational results are defined as revenue excluding the impact of foreign exchange. Growth was driven by increased revenue in the U.S. segment as well as good performance in emerging markets, particularly Brazil and China. Total livestock sales increased 4% operationally, driven by strong sales of our swine and poultry portfolios. Total companion animal sales increased 3% operationally, driven by the introduction of Apoquel ® in the U.S., UK and Germany, as well as the strong performance in Latin American countries due to the continued increase in the medicalization rates. Partially offsetting the increase in operating revenue was the unfavorable impact of foreign exchange, which decreased revenue by approximately $ 33 million, or 3%, driven by the depreciation of certain international currencies, particularly the Brazilian Real, the Australian Dollar and the Japanese Yen.

Costs and Expenses

Cost of sales

(MILLIONS OF DOLLARS)	Three Months Ended March 30, 2014	March 31, 2013	% Change
Cost of sales[a]	$ 379	$ 402	(6)
% of revenue	34.5%	36.9%	

Certain amounts and percentages may reflect rounding adjustments.

[a] Allocation of corporate enabling functions were $3 million in the first quarter of 2013.

Three months ended March 30, 2014 vs. three months ended March 31, 2013

Cost of sales decreased by $23 million, or 6%, in the first quarter of 2014 compared to the first quarter of 2013, primarily as a result of:

- lower global manufacturing and supply costs as compared with 2013, reflective of incremental spend associated with the build-up of our operations throughout 2013, which will be most evident in the second half of 2014;
- product and geographic mix; and

- favorable foreign exchange;

partially offset by:

- an increase in inventory obsolescence reserves in the first quarter of 2014.

Selling, general and administrative expenses

	Three Months Ended		
(MILLIONS OF DOLLARS)	**March 30, 2014**	March 31, 2013	% Change
Selling, general and administrative expenses [a]	**$ 356**	$ 357	—
% of revenue	**32%**	33%	

Certain amounts and percentages may reflect rounding adjustments.

[a] Allocation of corporate enabling functions were $24 million in the first quarter of 2013.

Three months ended March 30, 2014 vs. three months ended March 31, 2013

Selling, general & administrative (SG&A) expenses decreased by $1 million in the first quarter of 2014 compared to the first quarter of 2013, primarily as a result of:

- a reduction in the amount of one-time costs related to becoming an independent public company;
- reduced marketing expense due primarily to the timing of spend, as compared with the first quarter of 2013; and
- favorable foreign exchange;

partially offset by:

- additional costs due to the build-up of our enabling functions and related costs post-separation from Pfizer; and
- increased field selling and distribution expenses in certain regions due to higher sales and increased temperature-controlled supply chain costs.

Research and development expenses

	Three Months Ended		
(MILLIONS OF DOLLARS)	**March 30, 2014**	March 31, 2013	% Change
Research and development expenses	**$ 87**	$ 90	(3)
% of revenue	**8%**	8%	

Certain amounts and percentages may reflect rounding adjustments.

Three months ended March 30, 2014 vs. three months ended March 31, 2013

R&D expenses decreased by $3 million, or 3%, in the first quarter of 2014 compared to the first quarter of 2013, primarily as a result of

- lower expenses related to our research alliances R&D spend;
- reduced spending on supplies and other indirect R&D expenses; and
- savings associated with the closure of two R&D sites;

partially offset by:

- an increase in direct project spend.

Amortization of intangible assets

	Three Months Ended		
(MILLIONS OF DOLLARS)	**March 30, 2014**	March 31, 2013	% Change
Amortization of intangible assets	**$ 15**	$ 15	—

Certain amounts and percentages may reflect rounding adjustments.

Three months ended March 30, 2014 vs. three months ended March 31, 2013

Amortization of intangible assets was flat in the first quarter of 2014 compared to the first quarter of 2013.

Restructuring charges and certain acquisition-related costs

(MILLIONS OF DOLLARS)	Three Months Ended March 30, 2014	Three Months Ended March 31, 2013	% Change
Restructuring charges and certain acquisition-related costs	$ 3	$ 7	(57)

Certain amounts and percentages may reflect rounding adjustments.

In the first quarter of 2014, we recorded a restructuring charge of $2 million related to employee severance costs in EuAfME as a result of an initiative to reduce costs and better align the organizational structure. We may incur additional restructuring costs throughout 2014 as we finalize plans and programs.

Our acquisition-related costs primarily related to restructuring charges for employees, assets and activities that will not continue in the future as well as integration costs. The majority of these net restructuring charges are related to termination costs, but we also exited a number of distributor and other contracts and performed some facility rationalization efforts. Our integration costs are generally comprised of consulting costs related to the integration of systems and processes, as well as product transfer costs.

For additional information regarding restructuring charges and acquisition-related costs, see Notes to Condensed Consolidated Financial Statements— *Note 5. Restructuring Charges and Other Costs Associated with Acquisitions and Cost-Reduction/Productivity Initiatives* .

Three months ended March 30, 2014 vs. three months ended March 31, 2013

Restructuring charges and certain acquisition-related costs decreased by $4 million, or 57% in the first quarter of 2014 compared to the first quarter of 2013 primarily as a result of the nonrecurrence of restructuring charges related to the integration of FDAH and KAH.

Interest expense, net of capitalized interest

(MILLIONS OF DOLLARS)	Three Months Ended March 30, 2014	Three Months Ended March 31, 2013	% Change
Interest expense, net of capitalized interest	$ 29	$ 22	32

Certain amounts and percentages may reflect rounding adjustments.

Three months ended March 30, 2014 vs. three months ended March 31, 2013

Interest expense, net of capitalized interest, increased by $7 million in the first quarter of 2014 compared to the first quarter of 2013, primarily due to the issuance of our senior notes on January 28, 2013. Interest expense related to allocated debt was $ 2 million for the three months ended March 31, 2013.

Other (income)/deductions—net

(MILLIONS OF DOLLARS)	Three Months Ended March 30, 2014	Three Months Ended March 31, 2013	% Change
Other (income)/deductions—net	$ 1	$ 5	(80)

Certain amounts and percentages may reflect rounding adjustments.

Three months ended March 30, 2014 vs. three months ended March 31, 2013

The change in *Other (income)/deductions—net* reflects a favorable impact of $4 million on income attributable to Zoetis in the first quarter of 2014 compared to the first quarter of 2013, primarily due to:

- an insurance recovery of litigation related charges of $2 million income; and
- lower foreign currency losses;

partially offset by:

- a pension plan settlement charge of $4 million related to the divestiture of a manufacturing plant.

Provision for taxes on income

(MILLIONS OF DOLLARS)	Three Months Ended March 30, 2014	Three Months Ended March 31, 2013	% Change

Provision for taxes on income	**$**	**72**	$	52	38
Effective tax rate		**31.7%**		27.1%	

Certain amounts and percentages may reflect rounding adjustments.

The effective tax rate was 31.7% for the first quarter of 2014, compared to 27.1% for the first quarter of 2013. The higher effective tax rate for the first quarter of 2014 compared to the first quarter of 2013 was primarily attributable to:

- an $8 million discrete tax expense during the first quarter of 2014 related to an intercompany inventory adjustment;
- changes in the jurisdictional mix of earnings, which includes the impact of the location of earnings as well as repatriation costs; and
- a $2 million discrete income tax benefit during the first quarter of 2013 related to the 2012 U.S. research and development tax credit, which was retroactively extended on January 3, 2013.

Operating Segment Results

In the first quarter of 2014, we realigned our segment reporting with respect to our Client Supply Services (CSS) organization, which provides contract manufacturing services to third parties, to reflect how our chief operating decision maker currently evaluates our financial results. The revenue and earnings associated with CSS are now reported within *Other business activities*, separate from our four reportable segments. In 2013, CSS results were reported in the EuAfME segment. Because CSS is operated differently from our commercial operations within the geographic segments, we believe our current presentation of segments is more reflective of our commercial business. CSS revenue for the first, second, third and fourth quarters of 2013, including livestock (LS) and companion animal (CA) revenue, was $ 11 million (LS - $3 million; CA - $8 million), $12 million (LS - $3 million; CA - $9 million), $ 14 million (LS - $4 million; CA - $10 million) and $ 16 million (LS - $5 million; CA - $11 million), respectively. CSS earnings (loss) for the first, second, third and fourth quarters of 2013 was $ 3 million, $(2) million, $2 million and $5 million, respectively. We have revised our segment results presented herein to reflect this new segment structure, including for the comparable 2013 period.

We believe that it is important to not only understand overall revenue and earnings growth, but also “operational growth.” Operational growth is defined as revenue or earnings growth excluding the impact of foreign exchange.

On a global basis, the mix of our revenue between livestock and companion animal products is as follows:

	Three Months Ended		% Change		
				Related to	
(MILLIONS OF DOLLARS)	**March 30, 2014**	March 31, 2013	Total	Foreign Exchange	Operational
U.S.					
Livestock	**$ 263**	$ 245	7	—	7
Companion animal	**216**	209	3	—	3
	479	454	6	—	6
EuAfME					
Livestock	**181**	192	(6)	—	(6)
Companion animal	**89**	87	2	1	1
	270	279	(3)	1	(4)
CLAR					
Livestock	**135**	139	(3)	(12)	9
Companion animal	**33**	32	3	(12)	15
	168	171	(2)	(12)	10
APAC					
Livestock	**127**	127	—	(7)	7
Companion animal	**42**	48	(13)	(11)	(2)
	169	175	(3)	(7)	4
Total					
Livestock	**706**	703	—	(4)	4
Companion animal	**380**	376	1	(2)	3
Contract Manufacturing	**11**	11	—	(3)	3
	$ 1,097	$ 1,090	1	(3)	4

Certain amounts and percentages may reflect rounding adjustments.

Earnings information by segment and the operational and foreign exchange changes versus the comparable prior year period are as follows:

(MILLIONS OF DOLLARS)	Three Months Ended March 30, 2014	Three Months Ended March 31, 2013	% Change Total	% Change Related to Foreign Exchange	% Change Related to Operational
U.S.	$ 278	$ 234	19	—	19
EuAfME	112	114	(2)	—	(2)
CLAR	64	52	23	12	11
APAC	66	75	(12)	(10)	(2)
Total reportable segments	520	475	9	(1)	10
Other business activities	(72)	(71)	1		
Reconciling Items:					
Corporate	(125)	(116)	8		
Purchase accounting adjustments	(12)	(12)	—		
Acquisition-related costs	(2)	(6)	(67)		
Certain significant items	(36)	(42)	(14)		
Other unallocated	(46)	(36)	28		
Income before income taxes	$ 227	$ 192	18		

Certain amounts and percentages may reflect rounding adjustments.

Three months ended March 30, 2014 vs. three months ended March 31, 2013

U.S. operating segment

U.S. segment revenue increased by $25 million, or 6%, in the first quarter of 2014 compared to the first quarter of 2013, of which approximately $ 18 million resulted from growth in livestock products and approximately $ 7 million resulted from growth in companion animal products.

- Livestock revenue growth was achieved in all species, particularly cattle. Strong growth in sales of cattle products was primarily due to improved market conditions compared with the first quarter of 2013. Sales of poultry products grew across therapeutic areas and benefited from new vaccines and the growth in swine products was due to continued customer acceptance of new products, tempered by the effect of PEDv.

- Companion animal revenue growth was driven by the introduction of Apoquel ®. Results were partially offset by a reduced number of clinic visits due to extreme weather conditions across the United States and the favorable impact in the year ago quarter due to a competitor supply issue.

U.S. segment earnings increased by $44 million, or 19%, in the first quarter of 2014 compared to the first quarter of 2013 due to strong revenue growth, improvement in cost of goods sold, and the timing of certain promotional spending. U.S segment earnings were also favorably impacted by a $5 million decrease in certain supply chain and logistics costs that were reported in the U.S. segment in the first quarter of 2013, but are reported in *Other unallocated* (see *Reconciling items* below) beginning in the first quarter of 2014.

EuAfME operating segment

EuAfME segment revenue decreased by 3% in the first quarter of 2014 compared to the first quarter of 2013. Operational revenue decreased by $ 9 million, or 4%, of which approximately $10 million resulted from declines in livestock products, partially offset by growth of approximately $1 million in companion animal products.

- The decrease in livestock revenue was primarily driven by lower sales in the cattle portfolio in the UK due to timing of purchases and regulatory issues in certain markets affecting the poultry portfolio. Additionally, sales in the swine portfolio were impacted by local competition and reductions in the use of anti-infectives. These declines were partially offset by growth of cattle product sales in emerging markets.

- Companion animal revenue growth was favorably impacted by the successful launch of Apoquel ® in Germany and the UK and the sale of parasiticides in France, Italy and emerging markets. Results were partially offset by increased local competition.

Additionally, segment revenue was favorably impacted by foreign exchange, which increased revenue by approximately 1%.

EuAfME segment earnings decreased by $2 million, or 2%, in the first quarter of 2014 compared to the first quarter of 2013 primarily due to the revenue decline partially offset by lower operating expenses.

CLAR operating segment

CLAR segment revenue decreased by $3 million, or 2%, in the first quarter of 2014 compared to the first quarter of 2013. Operational revenue growth was $ 16 million, or 10%, of which approximately $11 million resulted from growth in livestock products and $5 million resulted from growth in companion animal product sales.

- Livestock revenue growth was primarily driven by increased sales in the poultry, cattle and swine portfolios. Growth in sales of poultry products was primarily driven by higher sales of medicated feed additives in Brazil. Growth in cattle and swine product sales was primarily driven by higher sales across Latin America.

- Companion animal growth was favorably impacted by an increasing companion animal market in Brazil, as well as higher sales in Mexico and Argentina.

Additionally, segment revenue was unfavorably impacted by foreign exchange, which decreased revenue by approximately $ 19 million, or 12%, primarily due to the depreciation of the Brazilian Real and the Argentine Peso.

CLAR segment earnings increased by $12 million, or 23%, in the first quarter of 2014 compared to the first quarter of 2013, driven by the unfavorable impact of the Venezuela currency devaluation in the year-ago quarter. Operational earnings growth was $ 6 million, or 11%, in the first quarter of 2014 compared to the first quarter of 2013, primarily driven by revenue growth as well as gross margin and operating expenses remaining in line with revenue.

APAC operating segment

APAC segment revenue decreased by $6 million, or 3%, in the first quarter of 2014 compared to the first quarter of 2013. Operational revenue growth was $ 8 million, or 4%, of which approximately $9 million resulted from growth in livestock products, partially offset by declines in companion animal products of approximately $ 1 million.

- Livestock revenue growth was driven primarily by increased sales of swine products in China and Japan. Additionally, there was growth in sales of poultry products in India and cattle products in China. Results were tempered by declining cattle sales in Japan, New Zealand and Australia.

- The decrease in companion animal revenue was primarily due to declines in Australia driven by increased competition of parasiticides, as well as changes in the timing of promotional spending and price increases.

Additionally, segment revenue was unfavorably impacted by foreign exchange, which decreased revenue by approximately $ 14 million, or 7%.

APAC segment earnings decreased by $9 million, or 12%, in the first quarter of 2014 compared to the first quarter of 2013, primarily due to unfavorable mix, the timing of promotional spending and the unfavorable foreign exchange impact. The unfavorable foreign exchange impact was driven by the depreciation of the Japanese Yen, Australian Dollar and Indian Rupee.

Other business activities

Other business activities includes our CSS contract manufacturing results, as well as, expenses associated with our dedicated veterinary medicine research and development organization, research alliances, U.S. regulatory affairs and other operations focused on the development of our products. Other R&D-related costs associated with non-U.S. market clinical trials and regulatory activities are generally included in the respective regional segment.

Three months ended March 30, 2014 vs. three months ended March 31, 2013

Other business activities spending increased by $1 million, or 1%, in the first quarter of 2014 compared to the first quarter of 2013, primarily due to an increase in direct R&D project spend, partially offset by decreased spending on supplies and other indirect project expenses.

Reconciling items

Reconciling items include certain costs are not allocated to our operating segments results, such as costs associated with the following:

- ***Corporate,*** which includes certain costs associated with business technology, facilities, legal, finance, human resources, business development, public affairs and procurement, among others. These costs also include compensation costs and other miscellaneous operating expenses not charged to our operating segments, as well as interest income and expense;

- Certain transactions and events such as (i) ***Purchase accounting adjustments***, which includes expenses associated with the amortization of fair value adjustments to inventory, intangible assets and property, plant and equipment; (ii) ***Acquisition-related activities***, which includes costs for restructuring and integration; and (iii) ***Certain significant items***, which includes non-acquisition-related restructuring charges, certain asset impairment charges, stand-up costs and costs associated with cost reduction/productivity initiatives; and

- ***Other unallocated***, which includes certain overhead expenses associated with our global manufacturing operations not charged to our operating segments. Effective January 1, 2014, ***Other unallocated*** also includes certain costs associated with business technology and finance that specifically support our global manufacturing operations. These costs were previously reported in ***Corporate***. Also, beginning in the first quarter of 2014, certain supply chain and global logistics costs that were previously reported in the four reportable segments are reported in ***Other unallocated***. This presentation better reflects how we measure the performance of the global manufacturing organization.

Three months ended March 30, 2014 vs. three months ended March 31, 2013

Corporate expenses increased by $9 million, or 8%, in the first quarter of 2014 compared to the first quarter of 2013, primarily due to higher interest expense, net of capitalized interest, of $7 million as a result of the issuance of our senior notes on January 28, 2013, as well as additional costs associated with the build-up of our enabling functions. These increases were partially offset by a reduction in share-based payment expenses as a result of our separation from Pfizer.

Other unallocated expenses increased by $10 million, or 28%, in the first quarter of 2014 compared to the first quarter of 2013, primarily due to an increase in certain supply chain and logistics costs that were reported in the four reportable segments in the first quarter of 2013, but are reported in *Other unallocated* beginning in the first quarter of 2014.

See the *Adjusted Net Income* section of this MD&A and Notes to Condensed Consolidated Financial Statements— *Note 16. Segment and Other Revenue Information* for further information.

Adjusted net income

General description of adjusted net income (a non-GAAP financial measure)

Adjusted net income is an alternative view of performance used by management, and we believe that investors' understanding of our performance is enhanced by disclosing this performance measure. We report adjusted net income to portray the results of our major operations, the discovery, development, manufacture and commercialization of animal health medicine and vaccine products, prior to considering certain income statement elements. We have defined adjusted net income as net income attributable to Zoetis before the impact of *Purchase accounting adjustments*, *Acquisition-related costs* and *Certain significant items*. The adjusted net income measure is not, and should not be viewed as, a substitute for U.S. GAAP reported net income attributable to Zoetis.

The adjusted net income measure is an important internal measurement for us. We measure our overall performance on this basis in conjunction with other performance metrics. The following are examples of how the adjusted net income measure is utilized:

- senior management receives a monthly analysis of our operating results that is prepared on an adjusted net income basis;
- our annual budgets are prepared on an adjusted net income basis; and
- other goal setting and performance measurements.

Despite the importance of this measure to management in goal setting and performance measurement, adjusted net income is a non-GAAP financial measure that has no standardized meaning prescribed by U.S. GAAP and, therefore, has limits in its usefulness to investors. Because of its non-standardized definition, adjusted net income, unlike U.S. GAAP net income, may not be comparable to the calculation of similar measures of other companies. Adjusted net income is presented to permit investors to more fully understand how management assesses performance.

We also recognize that, as an internal measure of performance, the adjusted net income measure has limitations, and we do not restrict our performance management process solely to this metric. A limitation of the adjusted net income measure is that it provides a view of our operations without including all events during a period, such as the effects of an acquisition or amortization of purchased intangibles, and does not provide a comparable view of our performance to other companies. We also use other specifically tailored tools designed to achieve the highest levels of performance.

Purchase accounting adjustments

Adjusted net income is calculated prior to considering certain significant purchase accounting impacts that result from business combinations and net asset acquisitions. These impacts, primarily associated with the Pharmacia Animal Health business (acquired in 2003), Fort Dodge Animal Health (FDAH) (acquired in 2009) and King Animal Health (KAH) (acquired in 2011), include amortization related to the increase in fair value of the acquired finite-lived intangible assets and depreciation related to the increase/decrease to fair value of the acquired fixed assets. Therefore, the adjusted net income measure includes the revenue earned upon the sale of the acquired products without considering the aforementioned significant charges.

While certain purchase accounting adjustments can occur through 20 or more years, this presentation provides an alternative view of our performance that is used by management to internally assess business performance. We believe the elimination of amortization attributable to acquired intangible assets provides management and investors an alternative view of our business results by providing a degree of parity to internally developed intangible assets for which R&D costs previously have been expensed.

A completely accurate comparison of internally developed intangible assets and acquired intangible assets cannot be achieved through adjusted net income. These components of adjusted net income are derived solely from the impact of the items listed above. We have not factored in the impact of any other differences in experience that might have occurred if we had discovered and developed those intangible assets on our own, and this approach does not intend to be representative of the results that would have occurred in those circumstances. For example, our R&D costs in total, and in the periods presented, may have been different; our speed to commercialization and resulting revenue, if any, may have been different; or our costs to manufacture may have been different. In addition, our marketing efforts may have been received differently by our customers. As such, in total, there can be no assurance that our adjusted net income amounts would have been the same as presented had we discovered and developed the acquired intangible assets.

Acquisition-related costs

Adjusted net income is calculated prior to considering transaction, integration, restructuring and additional depreciation costs associated with significant business combinations or net-asset acquisitions because these costs are unique to each transaction and represent costs that were incurred to restructure and integrate certain businesses as a result of the acquisition decision. We have made no adjustments for the resulting synergies.

We believe that viewing income prior to considering these charges provides investors with a useful additional perspective because the significant costs incurred in a business combination result primarily from the need to eliminate duplicate assets, activities or employees—a natural result of acquiring a fully integrated set of activities. For this reason, we believe that the costs incurred to convert disparate systems, to close duplicative facilities or to eliminate duplicate positions (for example, in the context of a business combination) can be viewed differently from those costs incurred in the ordinary course of business.

The integration and restructuring costs associated with a business combination may occur over several years, with the more significant impacts ending within three years of the transaction. Because of the need for certain external approvals for some actions, the span of time needed to achieve certain restructuring and integration activities can be lengthy. For example, due to the regulated nature of the animal health medicines and vaccines business, the closure of excess facilities can take several years, as all manufacturing changes are subject to extensive validation and testing and must be approved by the Food and Drug Administration and/or other regulatory authorities.

Certain significant items

Adjusted net income is calculated prior to considering *Certain significant items*. *Certain significant items* represents substantive, unusual items that are evaluated on an individual basis. Such evaluation considers both the quantitative and the qualitative aspect of their unusual nature. Unusual, in this context, may represent items that are not part of our ongoing business; items that, either as a result of their nature or size, we would not expect to occur as part of our normal business on a regular basis; items that would be nonrecurring; or items that relate to products that we no longer sell. While not all-inclusive, examples of items that could be included as *Certain significant items* would be costs related to becoming an independent public company, a major non-acquisition-related restructuring charge and associated implementation costs for a program that is specific in nature with a defined term, such as those related to our non-acquisition-related cost-reduction and productivity initiatives; amounts related to disposals of products or facilities that do not qualify as discontinued operations as defined by U.S. GAAP; certain intangible asset impairments; adjustments related to the resolution of certain tax positions; the impact of adopting certain significant, event-driven tax legislation; or charges related to legal matters. See Notes to Condensed Consolidated Financial Statements— *Note 15. Commitments and Contingencies*. Our normal, ongoing defense costs or settlements of and accruals on legal matters made in the normal course of our business would not be considered *Certain significant items*.

Reconciliation

A reconciliation of net income attributable to Zoetis, as reported under U.S. GAAP, to adjusted net income follows:

	Three Months Ended		
(MILLIONS OF DOLLARS)	**March 30, 2014**	March 31, 2013	% Change
Reported net income attributable to Zoetis	**$ 155**	$ 140	11
Purchase accounting adjustments—net of tax	**8**	8	—
Acquisition-related costs—net of tax	**1**	4	(75)
Certain significant items—net of tax	**27**	27	—
Adjusted net income[(a)]	**$ 191**	$ 179	7

Certain amounts and percentages may reflect rounding adjustments.

(a) The effective tax rate on adjusted pretax income is 31.0% and 29.0% for the first quarter of 2014 and 2013, respectively. The higher effective tax rate in 2014 compared to 2013 is due to an $8 million discrete tax expense during the first quarter of 2014 related to an intercompany inventory adjustment, as well as changes in the jurisdictional mix of earnings, which includes the impact of the location of earnings as well as repatriation costs. In addition, we recognized a $2 million discrete income tax provision benefit during the first quarter of 2013 related to the 2012 U.S research and development tax credit which was retroactively extended on January 3, 2013.

The following table provides a reconciliation of reported diluted earnings per share (EPS), as reported under U.S. GAAP, and non-GAAP adjusted diluted EPS:

	Three Months Ended		
	March 30, 2014	March 31, 2013	% Change
Earnings per share—diluted[a][b]:			
GAAP Reported net income attributable to Zoetis	**$ 0.31**	$ 0.28	11
Purchase accounting adjustments—net of tax	**0.02**	0.02	—
Acquisition-related costs—net of tax	**—**	0.01	(100)
Certain significant items—net of tax	**0.05**	0.05	—
Non-GAAP adjusted net income	**$ 0.38**	$ 0.36	6

Certain amounts and percentages may reflect rounding adjustments.

(a) For the three months ended March 30, 2014 and March 31, 2013, diluted earnings per share was computed using the weighted-average common shares outstanding during the period plus the common stock equivalents related to stock options, RSUs and DSUs.

(b) EPS amounts may not add due to rounding.

Adjusted net income includes the following charges for each of the periods presented:

	Three Months Ended	
(MILLIONS OF DOLLARS)	**March 30, 2014**	March 31, 2013
Interest	**$ 29**	$ 22
Taxes	**86**	73
Depreciation	**33**	35
Amortization	**3**	5

Adjusted net income, as shown above, excludes the following items:

	Three Months Ended	
(MILLIONS OF DOLLARS)	**March 30, 2014**	March 31, 2013
Purchase accounting adjustments:		
Amortization and depreciation[a]	**$ 11**	$ 11
Cost of sales[b]	**1**	1
Total purchase accounting adjustments—pre-tax	**12**	12
Income taxes[c]	**4**	4
Total purchase accounting adjustments—net of tax	**8**	8
Acquisition-related costs[d]:		
Integration costs[e]	**2**	4
Restructuring costs[f]	**—**	2
Total acquisition-related costs—pre-tax	**2**	6
Income taxes[c]	**1**	2
Total acquisition-related costs—net of tax	**1**	4
Certain significant items[g]:		
Restructuring charges[h]	**—**	1
Implementation costs and additional depreciation—asset restructuring [i]	**1**	2
Certain asset impairment charges[j]	**—**	1
Stand-up costs[k]	**33**	34
Other[l]	**2**	4
Total significant items—pre-tax	**36**	42
Income taxes[c]	**9**	15
Total significant items—net of tax	**27**	27
Total purchase accounting adjustments, acquisition-related costs, and certain significant items—net of tax	**$ 36**	$ 39

Certain amounts may reflect rounding adjustments.

(a) Amortization and depreciation expense related to *Purchase accounting adjustments* with respect to identifiable intangible assets and property, plant and equipment were distributed as follows: $1 million income included in *Selling, general and administrative expenses* and $12 million included in *Amortization of intangible assets* for the three months ended March 30, 2014; and $11 million included in *Amortization of intangible assets* for the three months ended and March 31, 2013.

(b) Depreciation expense included in *Cost of sales.*

(c) Included in *Provision for taxes on income*.

(d) Acquisition-related costs were included in *Restructuring charges and certain acquisition-related costs* for the three months ended March 30, 2014 and March 31, 2013.

(e) Integration costs were included in *Restructuring charges and certain acquisition-related costs*.

(f) Included in *Restructuring charges and certain acquisition-related costs*. See Notes to Condensed Consolidated Financial Statements— *Note 5. Restructuring Charges and Other Costs Associated with Acquisitions and Cost-Reduction/Productivity Initiatives.*

(g) *Certain significant items* were distributed as follows: $3 million in each of the three months ended March 30, 2014 and March 31, 2013, included in *Cost of sales*; $30 million and $35 million in the three months ended March 30, 2014 and March 31, 2013, respectively, included in *Selling, general and administrative expenses*; $1 million in each of the three months ended March 30, 2014 and March 31, 2013, respectively, included in *Restructuring charges and certain acquisition-related costs*; and $2 million and $3 million in the three months ended March 30, 2014 and March 31, 2013, respectively, included in *Other (Income)/Deductions—Net.*

(h) Represents restructuring charges incurred for our cost-reduction/productivity initiatives. Included in *Restructuring charges and certain acquisition-related costs*. See Notes to Condensed Consolidated Financial Statements— *Note 5. Restructuring Charges and Other Costs Associated with Acquisitions and Cost-Reduction/Productivity Initiatives*.

(i) Amounts primarily relate to our cost-reduction/productivity initiatives. See Notes to Condensed Consolidated Financial Statements— *Note 5. Restructuring Charges and Other Costs Associated with Acquisitions and Cost-Reduction/Productivity Initiatives*.

(j) Included in *Other (income)/deductions—net*.

(k) Certain nonrecurring costs related to becoming an independent public company, such as new branding (including changes to the manufacturing process for required new packaging), the creation of standalone systems and infrastructure, site separation, and certain legal registration and patent assignment costs which were distributed as follows: $3 million and $2 million in the three months ended March 30, 2014 and March 31, 2013, respectively, included in *Cost of sales* and $30 million and $32 million in the three months ended March 30, 2014 and March 31, 2013, respectively, included in *Selling, general and administrative expenses*.

(l) For the three months ended March 30, 2014, primarily relates to a pension plan settlement charge related to the divestiture of a manufacturing plant of $4 million, partially offset by an insurance recovery of litigation related charges of $2 million income. For the three months ended March 31, 2013, primarily relates to a change in estimate related to transitional manufacturing purchase agreements associated with divestitures.

Our financial guidance for 2014

Our 2014 financial guidance is summarized below:

Selected Line Items	
Revenue	$4,650 to $4,750 million
Adjusted cost of sales as a percentage of revenue [a]	Approximately 35.5%
Adjusted SG&A expenses [a]	$1,430 to $1,480 million
Adjusted R&D expenses [a]	$390 to $405 million
Adjusted interest expense and other (income)/deductions [a]	Approximately $105 million
Effective tax rate on adjusted income [a]	Approximately 29%
Adjusted diluted EPS [a]	$1.48 to $1.54
Certain significant items [b] and acquisition-related costs	$165 to $185 million
Reported diluted EPS	$1.15 to $1.21

(a) For an understanding of adjusted net income and its components, see the "Adjusted net income" section of this MD&A.

(b) Includes certain nonrecurring costs related to becoming an independent public company, such as new branding (including changes to the manufacturing process for required new packaging), the creation of standalone systems and infrastructure, site separation and certain legal registration and patent assignment costs.

A reconciliation of 2014 adjusted net income and adjusted diluted EPS guidance to 2014 reported net income attributable to Zoetis and reported diluted EPS attributable to Zoetis common shareholders guidance follows:

	Full-Year 2014 Guidance	
(MILLION OF DOLLARS, EXCEPT PER SHARE AMOUNTS)	Net Income	Diluted EPS
Adjusted net income/diluted EPS [a] guidance	~$740 - $770	~$1.48 - $1.54
Purchase accounting adjustments	~(30)	~(0.06)
Certain significant items [b] and acquisition-related costs	~(125 - 140)	~(0.25 - 0.28)
Reported net income attributable to Zoetis Inc./diluted EPS guidance	~$580 - $610	~$1.15 - $1.21

(a) For an understanding of adjusted net income, see the "Adjusted net income" section of this MD&A.

(b) Includes certain nonrecurring costs related to becoming an independent public company, such as new branding (including changes to the manufacturing process for required new packaging), the creation of standalone systems and infrastructure, site separation and certain legal registration and patent assignment costs.

Our 2014 financial guidance is subject to a number of factors and uncertainties—as described in the "Forward-looking information and factors that may affect future results," "Our operating environment" and "Our strategy" and in Part I, Item 1A. "Risk Factors" of our 2013 Annual Report on Form 10-K.

Analysis of the condensed consolidated statements of comprehensive income

Virtually all changes in other comprehensive income for the periods presented are related to foreign currency translation adjustments. These changes result from the strengthening or weakening of the U.S. dollar as compared to the currencies in the countries in which we do business. The gains and losses associated with these changes are deferred on the balance sheet in *Accumulated other comprehensive loss* until realized.

Analysis of the condensed consolidated balance sheets

March 30, 2014 vs. December 31, 2013

For a discussion about the changes in *Cash and cash equivalents*, *Short-term borrowing, including current portion of allocated long term debt*, and *Long-term debt*, see "Analysis of financial condition, liquidity and capital resources" below.

Accounts receivable, less allowance for doubtful accounts decreased as a result of timing of customer collections.

Inventories increased primarily due to the build up of safety stock levels in preparation of certain production transfers and to support increased commercial demand of selected products. See also Notes to Condensed Consolidated Financial Statements— *Note 10. Inventories.*

The net changes in *Current deferred tax assets*, *Noncurrent deferred tax assets*, *Noncurrent deferred tax liabilities, Income taxes payable* and *Other taxes payable* primarily reflect adjustments to the accrual for the income tax provision for the first quarter of 2014. See also Notes to Condensed Consolidated Financial Statements—*Note 7. Income Taxes.*

Property, plant and equipment, less accumulated depreciation decreased slightly. Operational activity, including depreciation and capital spending, were the primary drivers.

Accounts payable decreased as a result of the timing of payments in the ordinary course of business.

Dividends payable relates to the dividend declared on March 26, 2014.

Accrued compensation and related items decreased primarily due to payment of 2013 annual bonuses to eligible U.S.-based employees and 2013 employee savings plan contributions.

Other current liabilities decreased reflecting a reduction in accrued expenses, including accrued interest and accrued contract rebates, among others.

For an analysis of the changes in *Total Equity*, see the Condensed Consolidated Statements of Equity.

Analysis of the condensed consolidated statements of cash flows

	Three Months Ended		
(MILLIONS OF DOLLARS)	**March 30, 2014**	March 31, 2013	% Change
Net cash provided by (used in):			
Operating activities	**$ (23)**	$ 281	*
Investing activities	**(45)**	(22)	*
Financing activities	**(35)**	(108)	(68)%
Effect of exchange-rate changes on cash and cash equivalents	**(1)**	—	*
Net increase in cash and cash equivalents	**$ (104)**	$ 151	*

* Calculation not meaningful.
Certain amounts and percentages may reflect rounding adjustments.

Operating activities

Three months ended March 30, 2014 vs. three months ended March 31, 2013

Net cash used in operating activities was $23 million in the first quarter of 2014 compared with cash provided by operating activities of $281 million in the first quarter of 2013. The decrease in operating cash flows for the three months ended March 30, 2014 was attributable to the net change in operating assets and liabilities, net of acquisitions and divestitures and transfers with Pfizer, primarily driven by a decrease in other liabilities, reflecting lower accrued interest on long-term debt and lower accrued compensation, a decrease in accounts payable and higher inventory levels. This decrease was partially offset by income before allocation to non-controlling interests, as adjusted for depreciation and amortization. The operating cash flows for the three months ended March 31, 2013 were primarily attributable to timing of receipts and payments in the ordinary course of business and operational reductions in inventory.

Investing activities

Three months ended March 30, 2014 vs. three months ended March 31, 2013

Our net cash used in investing activities was $45 million in the first quarter of 2014 compared to cash used in investing activities of $22 million in the first quarter of 2013 primarily due to increased investment in property, plant and equipment.

Financing activities

Three months ended March 30, 2014 vs. three months ended March 31, 2013

Our net cash used in financing activities was $35 million in the first quarter of 2014 compared to cash used in financing activities of $108 million in the first quarter of 2013. The net cash used in financing activities for 2014 was due primarily to the payment of dividends. The net cash used in financing activities for 2013 was attributable to the net transfers to Pfizer as a result of the Separation.

Analysis of financial condition, liquidity and capital resources

While we believe our cash and cash equivalents on hand, our operating cash flows and our existing financing arrangements will be sufficient to support our future cash needs, this may be subject to the environment in which we operate. Risks to our meeting future funding requirements include global economic conditions described in the following paragraph.

Over the last five years, the global financial markets have experienced, and may continue to experience, significant volatility and disruption. The timing and sustainability of an economic recovery is uncertain and additional macroeconomic, business and financial disruptions may arise. As markets change, we will continue to monitor our liquidity position, but there can be no assurance that the challenging economic environment or a further economic downturn will not impact our liquidity or our ability to obtain future financing.

Selected measures of liquidity and capital resources

Certain relevant measures of our liquidity and capital resources follow:

(MILLIONS OF DOLLARS)	March 30, 2014	December 31, 2013
Cash and cash equivalents	**$ 506**	$ 610
Accounts receivable, net[(a)]	**1,100**	1,138
Short-term borrowings	**16**	15
Long-term debt[(b)]	**3,642**	3,642
Working capital	**2,095**	1,942
Ratio of current assets to current liabilities	**2.86:1**	2.37:1

(a) Accounts receivable are usually collected over a period of 60 to 90 days . For the nine months ended March 30, 2014 compared to December 31, 2013, the number of days that accounts receivables are outstanding remained approximately the same. We regularly monitor our accounts receivable for collectability, particularly in markets where economic conditions remain uncertain. We believe that our allowance for doubtful accounts is appropriate. Our assessment is based on such factors as past due history, historical and expected collection patterns, the financial condition of our customers, the robust nature of our credit and collection practices and the economic environment.

(b) Primarily consists of $3.65 billion aggregate principal amount of our senior notes, with an original issue discount of $10 million. The senior notes are comprised of $400 million aggregate principal amount of our 1.150% senior notes due 2016, $750 million aggregate principal amount of our 1.875% senior notes due 2018, $1.35 billion aggregate principal amount of our 3.250% senior notes due 2023 and $1.15 billion aggregate principal amount of our 4.700% senior notes due 2043.

For additional information about the sources and uses of our funds, see the "Analysis of the condensed consolidated balance sheets" and "Analysis of the condensed consolidated statements of cash flows" sections of the MD&A.

Credit facility and other lines of credit

In December 2012, we entered into a revolving credit agreement with a syndicate of banks providing for a five-year $1.0 billion senior unsecured revolving credit facility, which became effective in February 2013 upon the completion of the IPO and which expires in December 2017. Subject to certain conditions, we have the right to increase the credit facility to up to $1.5 billion. The credit facility contains a financial covenant requiring us to not exceed a maximum total leverage ratio (the ratio of consolidated net debt as of the end of the period to consolidated Earnings Before Interest, Income Taxes, Depreciation and Amortization (EBITDA) for such period) of 3.95:1 for fiscal year 2014, 3.50:1 for fiscal year 2015 and 3.00:1 thereafter. The credit facility also contains a financial covenant requiring that we maintain a minimum interest coverage ratio (the ratio of EBITDA at the end of the period to interest expense for such period) of 3.50:1. In addition, the credit facility contains other customary covenants. There were no borrowings outstanding as of March 30, 2014 and December 31, 2013.

We have additional lines of credit with a group of banks and other financial intermediaries for general corporate purposes. We maintain cash and cash equivalent balances in excess of our outstanding short-term borrowings. As of March 30, 2014, we had access to $67 million of lines of credit which expire at various times through 2016. Short-term borrowings outstanding related to these facilities were $16 million and $15 million as of March 30, 2014 and December 31, 2013, respectively. Long-term borrowings outstanding related to these facilities were $2 million as of both March 30, 2014 and December 31, 2013.

Domestic and international short-term funds

Many of our operations are conducted outside the U.S. The amount of funds held in U.S. tax jurisdictions will fluctuate due to the timing of receipts and payments in the ordinary course of business and due to other reasons, such as business development activities. As part of our ongoing liquidity assessments, we regularly monitor the mix of domestic and international cash flows (both inflows and outflows). Repatriation of overseas funds can result in additional U.S. federal, state and local income tax payments. We record U.S. deferred tax liabilities for certain unremitted earnings, but when amounts earned overseas are expected to be indefinitely reinvested outside the U.S., no accrual for U.S. taxes is provided.

Debt

On January 28, 2013, we issued $3.65 billion aggregate principal amount of our senior notes (the senior notes offering) in a private placement, with an original issue discount of $10 million. The senior notes are comprised of $400 million aggregate principal amount of our 1.150% senior notes due 2016, $750 million aggregate principal amount of our 1.875% senior notes due 2018, $1.35 billion aggregate principal amount of our 3.250% senior notes due 2023 and $1.15 billion aggregate principal amount of our 4.700% senior notes due 2043.

We sold $2.65 billion aggregate principal amount of our senior notes through the initial purchasers in the senior notes offering and Pfizer transferred $1.0 billion aggregate principal amount of our senior notes to certain of the initial purchasers, who sold such senior notes through the initial purchasers in the senior notes offering. We paid an amount of cash equal to substantially all of the net proceeds that we received in the senior notes offering to Pfizer prior to the completion of the IPO.

The senior notes are governed by an indenture and supplemental indenture (collectively, the indenture) between us and Deutsche Bank Trust Company Americas, as trustee. The indenture contains certain covenants, including limitations on our and certain of our subsidiaries' ability to incur liens or engage in sale leaseback transactions. The indenture also contains restrictions on our ability to consolidate, merge or sell substantially all of our assets. In addition, the indenture contains other customary terms, including certain events of default, upon the occurrence of which the senior notes may be declared immediately due and payable.

Pursuant to the indenture, we are able to redeem the senior notes of any series, in whole or in part, at any time by paying a “make whole” premium, plus accrued and unpaid interest to, but excluding, the date of redemption. Pursuant to our tax matters agreement with Pfizer, we will not be permitted to redeem the 2023 notes pursuant to this optional redemption provision, except under limited circumstances. Upon the occurrence of a change of control of us and a downgrade of the senior notes below an investment grade rating by each of Moody's Investors Service, Inc. and Standard & Poor's Ratings Services, we are, in certain circumstances, required to make an offer to repurchase all of the outstanding senior notes at a price equal to 101% of the aggregate principal amount of the senior notes together with accrued and unpaid interest to, but excluding, the date of repurchase.

In connection with the senior notes offering, we entered into a registration rights agreement (the Registration Rights Agreement) with the representatives of the initial purchasers of the senior notes. Pursuant to the terms of the Registration Rights Agreement, we were obligated, among other things, to use our commercially reasonable efforts to file a registration statement with the SEC enabling holders of the senior notes to exchange the privately placed notes for publicly registered notes with substantially the same terms. We filed the registration statement with the SEC on September 13, 2013, the SEC declared the registration statement effective on September 24, 2013, and the exchange offer was completed on October 31, 2013.

The components of our long-term debt follow:

Description	Principal Amount	Interest Rate	Terms
Lines of credit	$2 million	6.400%	Due 2016-2017
2016 Senior Note	$400 million	1.150%	Interest due semi annually, not subject to amortization, aggregate principal due on February 1, 2016
2018 Senior Note	$750 million	1.875%	Interest due semi annually, not subject to amortization, aggregate principal due on February 1, 2018
2023 Senior Note	$1,350 million	3.250%	Interest due semi annually, not subject to amortization, aggregate principal due on February 1, 2023
2043 Senior Note	$1,150 million	4.700%	Interest due semi annually, not subject to amortization, aggregate principal due on February 1, 2043

Credit Ratings

Two major corporate debt-rating organizations, Moody's and S&P, assign ratings to our short-term and long-term debt. A security rating is not a recommendation to buy, sell or hold securities and the rating is subject to revision or withdrawal at any time by the rating organization. Each rating should be evaluated independently of any other rating.

The following table provides the current ratings assigned by these rating agencies to our commercial paper and senior unsecured non-credit-enhanced long-term debt:

	Commercial Paper	Long-term Debt		Date of
Name of Rating Agency	Rating	Rating	Outlook	Last Action
Moody’s	P-2	Baa2	Stable	January 2013
S&P	A-3	BBB-	Stable	January 2013

Pension Obligations

We expect to contribute a total of approximately $8 million to our dedicated international benefits plans and the international plans accounted for as multi-employer plans in 2014. As part of the Separation from Pfizer, a net liability was recognized in 2013 for the pension obligations less the fair value of plan assets associated with additional defined benefit pension plans in certain international locations that will be transferred to us in 2014 (approximately $21 million), in accordance with the applicable local separation agreements or employee matters agreement. During the first quarter of 2014, our pension plan in Japan was transferred to us from Pfizer. The net pension obligation (approximately $2 million) and the related accumulated other comprehensive loss (approximately $2 million, net of tax) associated with this plan were recorded, and the $21 million net liability recognized in 2013 was reduced to $19 million as of March 30, 2014.

Effective December 31, 2012, our employees ceased to participate in the Pfizer U.S. qualified defined benefit and U.S. retiree medical plans, and liabilities associated with our employees under these plans were retained by Pfizer. As part of the Separation, Pfizer is continuing to credit certain employees' service with Zoetis generally through December 31, 2017 (or termination of employment from Zoetis, if earlier) for certain early retirement benefits with respect to Pfizer's U.S. defined benefit pension and retiree medical plans. In connection with the employee matters agreement, Zoetis will be responsible for payment of three-fifths of the total cost of the service credit continuation (approximately $34 million as of March 30, 2014) for these plans. The amount of the service cost continuation payment to be paid by Zoetis to Pfizer was determined and fixed based on an actuarial assessment of the value of the grow-in benefits and will be paid in equal semi-annual installments through 2022.

For additional information, see Notes to Condensed Consolidated Financial Statements— *Note 12. Benefit Plans*.

Off-balance sheet arrangements

In the ordinary course of business and in connection with the sale of assets and businesses, we may indemnify our counterparties against certain liabilities that may arise in connection with a transaction or that are related to activities prior to a transaction. These indemnifications typically pertain to environmental, tax, employee and/or product-related matters, and patent-infringement claims. If the indemnified party were to make a successful claim pursuant to the terms of the indemnification, we would be required to reimburse the loss. These indemnifications are generally subject to threshold amounts, specified claim periods and other restrictions and limitations. Historically, we have not paid significant amounts under these provisions and, as of March 30, 2014 or December 31, 2013, recorded amounts for the estimated fair value of these indemnifications are not significant.

New accounting standards

For discussion of our new accounting standards, see Notes to Condensed Consolidated Financial Statements— *Note 4. Significant Accounting Policies: New Accounting Standards*.

Forward-looking statements and factors that may affect future results

This report contains “forward-looking” statements. We generally identify forward-looking statements by using words such as “anticipate,” “estimate,” “expect,” “intend,” “project,” “plan,” “predict,” “believe,” “seek,” “continue,” “outlook,” “may,” “might,” “will,” “should,” “can have,” “likely” or the negative version of these words or comparable words or by using future dates in connection with any discussion of future performance, actions or events.

In particular, forward-looking statements include statements relating to our indebtedness, our ability to make interest and principal payments on our indebtedness, our ability to satisfy the covenants contained in our indebtedness, the redemption of the notes, new systems infrastructure stand-up, our 2014 financial guidance, future actions, business plans or prospects, prospective products, product approvals or products under development, product supply disruptions, R&D costs, timing and likelihood of success, future operating or financial performance, future results of current and anticipated products and services, strategies, sales efforts, expenses, production efficiencies, production margins, interest rates, foreign exchange rates, growth in emerging markets, the outcome of contingencies, such as legal proceedings, dividend plans, our agreements with Pfizer, government regulation and financial results. These statements are not guarantees of future performance, actions or events. Forward-looking statements are subject to risks and uncertainties, many of which are beyond our control, and are potentially inaccurate assumptions. Among the factors that could cause actual results to differ materially from past results and future plans and projected future results are the following:

- emerging restrictions and bans on the use of antibacterials in food-producing animals;
- perceived adverse effects on human health linked to the consumption of food derived from animals that utilize our products;
- increased regulation or decreased governmental support relating to the raising, processing or consumption of food-producing animals;
- fluctuations in foreign exchange rates and potential currency controls;
- changes in tax laws and regulation;
- an outbreak of infectious disease carried by animals;
- adverse weather conditions and the availability of natural resources;
- adverse global economic conditions;

- failure of our R&D, acquisition and licensing efforts to generate new products;
- quarterly fluctuations in demand and costs; and
- governmental laws and regulations affecting domestic and foreign operations, including without limitation, tax obligations and changes affecting the tax treatment by the U.S. of income earned outside the U.S. that may result from pending and possible future proposals.

However, there may also be other risks that we are unable to predict at this time. These risks or uncertainties may cause actual results to differ materially from those contemplated by a forward-looking statement. You should not put undue reliance on forward-looking statements. Forward-looking statements speak only as of the date on which they are made. We undertake no obligation to publicly update forward-looking statements, whether as a result of new information, future events or otherwise. You are advised, however, to consult any further disclosures we make on related subjects in our Form 10-Q and 8-K reports and our other filings with the SEC. You should understand that it is not possible to predict or identify all such factors. Consequently, you should not consider the above to be a complete discussion of all potential risks or uncertainties.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

A significant portion of our revenue and costs are exposed to changes in foreign exchange rates. In addition, our outstanding borrowings may be subject to risk from changes in interest rates and foreign exchange rates. The overall objective of our financial risk management program is to seek to minimize the impact of foreign exchange rate movements and interest rate movements on our earnings. We manage these financial exposures through operational means and by using certain financial instruments. These practices may change as economic conditions change.

Foreign exchange risk

Our primary net foreign currency translation exposures are the euro, Brazilian real and Australian dollar. Prior to the IPO, as a business unit of Pfizer and under Pfizer's global cash management system, our foreign exchange risk was managed through Pfizer. Following the Separation, we seek to manage our foreign exchange risk, in part, through operational means, including managing same-currency revenue in relation to same-currency costs and same-currency assets in relation to same-currency liabilities.

Foreign exchange risk is also managed through the use of foreign currency forward-exchange contracts. These contracts are used to offset the potential earnings effects from mostly intercompany short-term foreign currency assets and liabilities that arise from operations.

Our financial instrument holdings at March 30, 2014 were analyzed to determine their sensitivity to foreign exchange rate changes. The fair values of these instruments were determined using Level 2 inputs. The sensitivity analysis of changes in the fair value of all foreign currency forward-exchange contracts at March 30, 2014 indicates that if the U.S. dollar were to appreciate against all other currencies by 10%, the fair value of these contracts would increase by $31 million, and if the U.S. dollar were to weaken against all other currencies by 10%, the fair value of these contracts would decrease by $37 million. For additional details, see Notes to Condensed Consolidated Financial Statements —*Note 9B. Financial Instruments: Derivative Financial Instruments* .

Interest rate risk

Our outstanding debt balances are fixed rate debt. While changes in interest rates will have no impact on the interest we pay on our fixed rate debt, interest on our revolving credit facility will be exposed to interest rate fluctuations. At March 30, 2014, we had no outstanding principal balance under our revolving credit facility. See Notes to Condensed Consolidated Financial Statements—*Note 9. Financial Instruments*.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

An evaluation was carried out under the supervision and with the participation of the company's management, including our Chief Executive Officer and Acting Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based upon that evaluation as of March 30, 2014, our Chief Executive Officer and Acting Chief Financial Officer each concluded that, as of the end of such period, our disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported on a timely basis, and is accumulated and communicated to our management, including our Chief Executive Officer and Acting Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

During our most recent fiscal quarter, there has not been any change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

The information required by this Item is incorporated herein by reference to Notes to Condensed Consolidated Financial Statements— *Note 15. Commitments and Contingencies* in Part I, Item 1, of this Quarterly Report on Form 10-Q.

Item 1A. Risk Factors

In addition to the other information set forth in this Form 10-Q, you should carefully consider the factors discussed in the "Our Operating Environment" and "Forward-Looking Information and Factors That May Affect Future Results" sections of the MD&A and in Part I, Item 1A. "Risk Factors," of our 2013 Annual Report on Form 10-K, which could materially affect our business, financial condition, or future results and which are incorporated be reference herein. Set forth below are updates to certain of the risk factors disclosed in our 2013 Annual Report on Form 10-K.

Risks related to our business and industry

An outbreak of infectious disease carried by animals could negatively affect the sale and production of our products.

Sales of our livestock products could be materially adversely affected by the outbreak of disease carried by animals, such as avian influenza, foot-and-mouth disease or bovine spongiform encephalopathy (otherwise known as BSE or mad cow disease) or porcine epidemic diarrhea virus (otherwise known as PEDv), which could lead to the widespread death or precautionary destruction of animals as well as the reduced consumption and demand for animal protein. In addition, outbreaks of disease carried by animals may reduce regional or global sales of particular animal-derived food products or result in reduced exports of such products, either due to heightened export restrictions or import prohibitions, which may reduce demand for our products due to reduced herd or flock sizes. For example, the outbreak of PEDv that has seriously impacted swine herds in the United States since 2013 has spread to Mexico and Canada. PEDv has now been detected in at least 30 swine-producing states in the United States, and may affect up to 50% of the U.S. sow population and one-third of the Mexican swine population. In addition, the outbreak of PEDv that has affected several countries in Asia since 2012 spread to additional markets during the first quarter of 2014, including Japan, South Korea and Taiwan. The continued spread of PEDv in the United States, Asia and neighboring countries could impact the size of swine herds and the demand for our swine products in these markets. Furthermore, in April 2012, the USDA announced that it had identified a case of BSE in California. This announcement caused certain countries to implement additional inspections of, or suspend the importation of, U.S. beef. Additionally, in December 2012, the World Animal Health Organization announced that a case of BSE had been identified in Brazil. This announcement similarly caused certain countries to suspend the importation of Brazilian beef. While the restrictions that were implemented as a result of these cases of BSE have not significantly affected demand for our products, the discovery of additional cases of BSE may result in additional restrictions related to, or reduced demand for, animal protein, which may have a material adverse effect on our operating results and financial condition. Also, the outbreak of any highly contagious disease near our main production sites could require us to immediately halt production of our products at such sites or force us to incur substantial expenses in procuring raw materials or products elsewhere.

Risks related to our international operations

Foreign exchange rate fluctuations and potential currency controls affect our results of operations, as reported in our financial statements.

We conduct operations in many areas of the world, involving transactions denominated in a variety of currencies. In 2013, we generated approximately 54% of our revenue in currencies other than the U.S. dollar, principally the euro, Australian dollar and Brazilian real. We are subject to currency exchange rate risk to the extent that our costs are denominated in currencies other than those in which we earn revenue. In addition, because our financial statements are reported in U.S. dollars, changes in currency exchange rates between the U.S. dollar and other currencies have had, and will continue to have, an impact on our results of operations.

We also face risks arising from currency devaluations and the imposition of cash repatriation restrictions and exchange controls. Currency devaluations result in a diminished value of funds denominated in the currency of the country instituting the devaluation. Cash repatriation restrictions and exchange controls may limit our ability to convert foreign currencies into U.S. dollars or to remit dividends and other payments by our foreign subsidiaries or businesses located in or conducted within a country imposing restrictions or controls. While we currently have no need, and do not intend, to repatriate or convert cash held in countries that have significant restrictions or controls in place, should we need to do so to fund our operations, we may be unable to repatriate or convert such cash, or unable to do so without incurring substantial costs. We currently have substantial operations in countries that have cash repatriation restrictions or exchange controls in place, including China and Venezuela, and, if we were to need to repatriate or convert such cash, these controls and restrictions may have a material adverse effect on our operating results and financial condition.

For example, on February 13, 2013, the Venezuelan government devalued its currency from a rate of 4.3 to 6.3 Venezuelan bolivar per U.S. dollar. We incurred a foreign currency loss immediately on the devaluation as a result of remeasuring the local balance sheets and we will experience ongoing impacts to earnings as our revenue and expenses will be translated at lower rates. In addition, in the first quarter of 2014, the Venezuelan government expanded its exchange mechanisms, resulting in three official rates of exchange for the Venezuelan bolivar. As of March 31, 2014, these rate of exchange were the CENCOEX rate of 6.3; the SICAD I rate of 10.7; and the SICAD II rate of 50.86. We continue to use the CENCOEX rate of 6.3 to report our Venezuela financial position, results of operations and cash flows. We cannot predict whether there will be further devaluation of the Venezuelan bolivar or whether our use of the 6.3 rate will continue to be supported by evolving facts and circumstances.

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

None

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

None

Item 5. Other Information

On May 13, 2014, Glenn David, Senior Vice President of Finance Operations and acting Chief Financial Officer, entered into an indemnification agreement with the Company on the Company's standard form of indemnification agreement for officers and directors. A copy of the Company's form of indemnification agreement was previously filed by the Company as Exhibit 10.19 to Amendment No. 4 to the Company's Registration Statement on Form S-1 (File No. 333-183254), as originally filed with the Securities and Exchange Commission on August 13, 2012, as subsequently amended.

On May 13, 2014, the Board of Directors of the Company approved the restatement of the Company's Amended and Restated Articles of Incorporation of the Company to reflect the elimination of Class B Common Stock and to rename all outstanding shares of its Class A Common Stock as "Common Stock." The Company filed the approved Restated Articles of Incorporation with the Secretary of the State of Delaware on May 13, 2014.

The foregoing summary of the Restated Certificate of Incorporation is qualified in its entirety by reference to the full text of the Restated Certificate of Incorporation, a copy of which is filed as Exhibit 3.1 to this Quarterly Report on Form 10-Q and incorporated herein by reference.

Item 6. Exhibits

Exhibit 3.1	Restated Certificate of Incorporation of the Registrant, effective as of May 13, 2014
Exhibit 3.2	Amended and Restated By-laws of the Registrant (incorporated by reference to Exhibit 3.2 to Zoetis Inc.'s Annual Report on Form 10-K 2012 filed on March 28, 2013)
Exhibit 10.1	Form of Indemnification Agreement for directors and officers (incorporated by reference to Exhibit 10.19 of Zoetis Inc.'s registration statement on Form S-1 (File No. 333-183254))
Exhibit 12	Computation of Ratio of Earnings to Fixed Charges
Exhibit 15	Accountants' Acknowledgment
Exhibit 31.1	Chief Executive Officer–Certification pursuant to Sarbanes-Oxley Act of 2002 Section 302
Exhibit 31.2	Chief Financial Officer–Certification pursuant to Sarbanes-Oxley Act of 2002 Section 302
Exhibit 32.1	Chief Executive Officer–Certification pursuant to Sarbanes-Oxley Act of 2002 Section 906
Exhibit 32.2	Chief Financial Officer–Certification pursuant to Sarbanes-Oxley Act of 2002 Section 906
EX-101.INS	INSTANCE DOCUMENT
EX-101.SCH	SCHEMA DOCUMENT
EX-101.CAL	CALCULATION LINKBASE DOCUMENT
EX-101.LAB	LABELS LINKBASE DOCUMENT
EX-101.PRE	PRESENTATION LINKBASE DOCUMENT
EX-101.DEF	DEFINITION LINKBASE DOCUMENT

SIGNATURES

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.

Zoetis Inc.

May 13, 2014 By: /S/ JUAN RAMÓN ALAIX
Juan Ramón Alaix
Chief Executive Officer and Director

May 13, 2014 By: /S/ GLENN DAVID
Glenn David
Senior Vice President, Finance Operations
and Acting Chief Financial Officer

Exhibit 3.1

RESTATED

CERTIFICATE OF INCORPORATION

OF

ZOETIS INC.

Zoetis Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "GCL"), does hereby certify as follows:

1. The name of the Corporation is Zoetis Inc. The Corporation was originally incorporated under the name Zoetis Inc., pursuant to the original Certificate of Incorporation of the Corporation (the "Original Certificate of Incorporation") filed with the office of the Secretary of State of the State of Delaware on July 25, 2012.

2. The Original Certificate of Incorporation was amended and restated and an Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on February 6, 2013 (the "Amended and Restated Certificate of Incorporation").

3. This Restated Certificate of Incorporation (this "Certificate of Incorporation") was duly adopted in accordance with Section 245(c) of the General Corporation Law of the State of Delaware (the "GCL").

4. This Certificate of Incorporation restates and integrates and does not further amend the provisions of the Amended and Restated Certificate of Incorporation. There is no discrepancy between the provisions of this Certificate of Incorporation and the provisions of the Amended and Restated Certificate of Incorporation.

5. The text of the Amended and Restated Certificate of Incorporation is hereby restated to read in its entirety as follows:

FIRST: The name of the Corporation is Zoetis Inc.

SECOND: The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, 19801. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the GCL as set forth in Title 8 of the GCL.

FOURTH: A. The total number of shares of stock which the Corporation shall have authority to issue is 7,000,000,000 shares, of which the Corporation shall have authority to issue (i) 6,000,000,000 shares of Common Stock, each having a par value of $0.01 ("Common Stock"), and (iii) 1,000,000,000 shares of Preferred Stock, each having a par value of $0.01 (the "Preferred Stock").

B. Preferred Stock.

The Board of Directors is expressly authorized, without the need for stockholder approval, to provide for the issuance of all or any shares of Preferred Stock in one or more classes or series, and to fix for each such class or series such voting powers, full or limited, or no voting powers, and such distinctive designations, preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such class or series and as may be permitted by the GCL, including, with-out limitation, the authority to provide that any such class or series may be (i) subject to redemption at such time or times and at such price or prices; (ii) entitled to receive dividends

(which may be cumulative or non-cumulative) at such rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series; (iii) entitled to such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; or (iv) convertible into, or exchangeable for, shares of any other class or classes of stock, or of any other series of the same or any other class or classes of stock, of the Corporation at such price or prices or at such rates of exchange and with such adjustments; all as may be stated in such resolution or resolutions.

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for the further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

A. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

B. The directors shall be divided into three classes, designated class I, class II and class III. Each class shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors. The initial division of the Board of Directors into classes shall be made by the decision of the affirmative vote of a majority of the entire Board of Directors. The term of the initial class I directors shall terminate on the date of the 2014 annual meeting of stockholders; the term of the initial class II directors shall terminate on the date of the 2015 annual meeting of stockholders; and the term of the initial class III directors shall terminate on the date of the 2016 annual meeting of stockholders or, in each case, upon such director's earlier death, resignation or removal. At each succeeding annual meeting of stockholders beginning in 2014, successors to the class of directors whose term expires at that annual meeting shall be elected for a three-year term and until their successors are duly elected and qualified. If the number of directors is changed, any increase or decrease shall be apportioned by the Board of Directors among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected to fill a vacancy resulting from an increase in such class or from the removal from office, death, disability, resignation or disqualification of a director or other cause shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors have the effect of removing or shortening the term of any incumbent director. In addition to any vote of the Board of Directors required by this Certificate of Incorporation or the GCL, for so long as Pfizer owns a majority of the total voting power of the outstanding shares of all classes of capital stock entitled to vote (on matters other than the election of directors), the affirmative vote of a majority of the votes entitled to be cast thereon by the holders of the then outstanding capital stock of the Corporation shall be required to amend, alter or repeal, or adopt any provision inconsistent with, this paragraph B of Article FIFTH; thereafter, the affirmative vote of at least eighty percent (80%) of the votes entitled to be cast thereon by the holders of the then outstanding capital stock of the Corporation shall be required to amend, alter or repeal, or adopt any provision inconsistent with, this paragraph B of Article FIFTH.

C. No stockholder shall be entitled to exercise any right of cumulative voting.

D. The Board of Directors shall have the power, without the need for stockholder approval, to adopt, alter, amend, change, add to or repeal the By-Laws of the Corporation. For so long as Pfizer owns a majority of the total voting power of the outstanding shares of all classes of capital stock entitled to vote (on matters other than the election of directors), the affirmative vote of a majority of the votes entitled to be cast thereon by the holders of the then outstanding capital stock of the Corporation shall be required to adopt, alter, amend, change, add to or repeal any provision inconsistent with, this paragraph D of Article FIFTH; thereafter, the By-Laws may be adopted, altered, amended, changed, added to or repealed by the affirmative vote of at least eighty percent (80%) of the votes entitled to be cast thereon by the holders of the then outstanding capital stock of the Corporation.

E. The number of directors of the Corporation (exclusive of directors who may be elected by the holders of any one or more series of Preferred Stock which may at any time be outstanding, voting separately as a class or classes) shall be not less than 5 nor more than 15, the exact number within said limits to be fixed from time to time solely by resolution of the Board of Directors, acting by not less than a majority of the directors then in office. Election of directors need not be by written ballot unless the By-Laws so provide.

F. Subject to the rights of the holders of any one or more series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of

Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled solely by the Board of Directors, acting by not less than a majority of the Directors then in office, although less than a quorum. Any director so chosen shall hold office until his successor shall be elected and qualified. No decrease in the number of directors shall shorten the term of any incumbent director.

G. No director shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the GCL or (iv) for any transaction from which the director derived an improper personal benefit. If the GCL is amended to authorize the further elimination or limitation of the liability of a director, then the liability of the directors shall be eliminated or limited to the fullest extent permitted by the GCL, as so amended. Any repeal or modification of this Article FIFTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

H. The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors. The right to indemnification conferred by this paragraph H of Article FIFTH shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition, except where the director or officer pleads guilty or *nolo contendere* in a criminal proceeding (excluding traffic violations and other minor offenses), upon receipt by the Corporation of an undertaking by or on behalf of the director or officer receiving advancement to repay the amount advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation under this paragraph H of Article FIFTH. The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this paragraph H of Article FIFTH to directors and officers of the Corporation. The rights to indemnification and to the advancement of expenses conferred in this paragraph H of Article FIFTH shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, the By-Laws of the Corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise. Any repeal or modification of this paragraph H of Article FIFTH by the stockholders of the Corporation shall not adversely affect any rights to indemnification and to the advancement of expenses of a director, officer, employee or agent of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

I. In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws of the Corporation; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SIXTH: In anticipation that the Corporation and Pfizer may engage in the same or similar business activities or lines of business and have an interest in the same areas of corporate opportunities, and in recognition of the benefits to be derived by the Corporation through its continued contractual, corporate and business relations with Pfizer (including service of officers and directors of Pfizer as directors of the Corporation), the provisions of this Article SIXTH are set forth to regulate and define the conduct of certain affairs of the Corporation as they may involve Pfizer and its officers and directors, and the powers, rights, duties and liabilities of the Corporation and its officers, directors and stockholders in connection therewith.

A. Subject to any contractual provisions to the contrary, Pfizer shall have the right to, and shall have no duty to refrain from: (i) engaging in the same or similar business activities or lines of business as the Corporation; (ii) doing business with any client or customer of the Corporation; and (iii) employing or otherwise engaging any officer or employee of the Corporation, and neither Pfizer nor any officer or director thereof (except as provided in Section B of this Article

SIXTH) shall be liable to the Corporation or its stockholders for breach of any fiduciary duty by reason of any such activities of Pfizer or of such person's participation therein. In the event that Pfizer acquires knowledge of a potential transaction or matter which may be a corporate opportunity for both Pfizer and the Corporation, Pfizer shall have no duty to communicate or present such corporate opportunity to the Corporation and shall not be liable to the Corporation or its stockholders for breach of any fiduciary duty as a stockholder of the Corporation by reason of the fact that Pfizer pursues or acquires such corporate opportunity for itself, directs such corporate opportunity to another person or entity or does not present such corporate opportunity to the Corporation.

B. If a director or officer of the Corporation who is also a director or officer of Pfizer acquires knowledge of a potential transaction or matter which may be a corporate opportunity for both the Corporation and Pfizer, such director or officer of the Corporation: (i) shall have fully satisfied and fulfilled such person's fiduciary duty to the Corporation and its stockholders with respect to such corporate opportunity; (ii) shall not be liable to the Corporation or its stockholders for breach of any fiduciary duty by reason of the fact that Pfizer pursues or acquires such corporate opportunity for itself or directs such corporate opportunity to another person or does not present such corporate opportunity to the Corporation; (iii) shall be deemed to have acted in good faith and in a manner such person reasonably believes to be in and not opposed to the best interests of the Corporation for the purposes of this Certificate of Incorporation; and (iv) shall be deemed not to have breached such person's duty of loyalty to the Corporation or its stockholders or to have derived an improper personal benefit therefrom for the purposes of this Certificate of Incorporation, if such director or officer acts in good faith in a manner consistent with the following policy: (a) a corporate opportunity offered to any person who is an officer of the Corporation and who is also a director but not an officer of Pfizer shall belong to the Corporation, unless such opportunity is expressly offered to such person solely in his or her capacity as a director of Pfizer in which case such opportunity shall belong to Pfizer; (b) a corporate opportunity offered to any person who is a director but not an officer of the Corporation and who is also a director or officer of Pfizer shall belong to the Corporation only if such opportunity is expressly offered to such person solely in his or her capacity as a director of the Corporation and otherwise shall belong to Pfizer; and (c) a corporate opportunity offered to any person who is an officer of both the Corporation and Pfizer shall belong to Pfizer unless such opportunity is expressly offered to such person solely in his or her capacity as an officer of the Corporation, in which case such opportunity shall belong to the Corporation.

C. For the purposes of this Article SIXTH, "corporate opportunities" shall include, but not be limited to, business opportunities that the Corporation is financially able to undertake, which are, from their nature, in the line of the Corporation's business, are of practical advantage to it and are ones in which the Corporation has an interest or a reasonable expectancy, and in which, by embracing the opportunities, the self-interest of Pfizer or its officers or directors will be brought into conflict with that of the Corporation.

D. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and to have consented to the provisions of this Article SIXTH.

E. If any contract, agreement, arrangement or transaction between the Corporation and Pfizer involves a corporate opportunity and is approved in accordance with the procedures set forth in Article SEVENTH of this Certificate of Incorporation, Pfizer and its officers and directors shall also for the purposes of this Article SIXTH and the other provisions of this Certificate of Incorporation: (i) have fully satisfied and fulfilled their fiduciary duties to the Corporation and its stockholders; (ii) be deemed to have acted in good faith and in a manner such persons reasonably believe to be in and not opposed to the best interests of the Corporation; and (iii) be deemed not to have breached their duties of loyalty to the Corporation and its stockholders and not to have derived an improper personal benefit therefrom. Any such contract, agreement, arrangement or transaction involving a corporate opportunity not so approved shall not by reason thereof result in any such breach of any fiduciary duty or duty of loyalty or failure to act in good faith or in the best interests of the Corporation or derivation of any improper personal benefit, but shall be governed by the other provisions of this Article SIXTH, this Certificate of Incorporation, the By-Laws, the GCL and other applicable law.

F. Notwithstanding anything in this Certificate of Incorporation to the contrary and in addition to any vote of the Board of Directors required by this Certificate of Incorporation or the GCL, until the occurrence of the Operative Date (as defined below), for so long as Pfizer owns a majority of the total voting power of the outstanding shares of all classes of capital stock entitled to vote (on matters other than the election of directors), the affirmative vote of a majority of the votes entitled to be cast thereon by the holders of the then outstanding capital stock of the Corporation shall be required to amend, alter or repeal, or adopt any provision inconsistent with, this Article SIXTH; thereafter, the affirmative vote of at least eighty percent (80%) of the votes entitled to be cast thereon by the holders of the then outstanding capital stock of the

Corporation shall be required to amend, alter or repeal, or adopt any provision inconsistent with, any provision of this Article SIXTH. Neither the amendment, alteration, termination or repeal of this Article SIXTH nor the adoption of any provision inconsistent with this Article SIXTH shall eliminate or reduce the effect of this Article SIXTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article SIXTH, would accrue or arise, prior to such amendment, alteration, termination, repeal or adoption.

G. For purposes of this Article SIXTH:

(i) "Corporation" means the Corporation and all corporations, partnerships, joint ventures, limited liability companies, trusts, associations and other entities in which the Corporation owns (directly or indirectly) fifty percent (50%) or more of the outstanding voting stock, voting power, partnership interests or similar ownership interests; and

(ii) "Operative Date" means the first date on which Pfizer ceases to beneficially own (as such term is defined in Rule 16a-1(a)(2) promulgated by the SEC under the Exchange Act), in the aggregate, shares entitled to twenty percent (20%) or more of the votes entitled to be cast (on matters other than the election of directors) by the holders of the then outstanding Common Stock.

H. Following the Operative Date, any contract, agreement, arrangement or transaction involving a corporate opportunity not approved or allocated as provided in this Article SIXTH shall not by reason thereof result in any breach of any fiduciary duty or duty of loyalty or failure to act in good faith or in the best interests of the Corporation or derivation of any improper personal benefit, but shall be governed by the other provisions of this Certificate of Incorporation, the By-Laws, the GCL and other applicable law.

I. This Article SIXTH shall become inoperative and of no further effect following the Operative Date.

SEVENTH: In anticipation that the Corporation and Pfizer may enter into contracts or otherwise transact business with each other and that the Corporation may derive benefits therefrom, the provisions of this Article SEVENTH are set forth to regulate and define certain contractual relations and other business relations of the Corporation as they may involve Pfizer, and the powers, rights, duties and liabilities of the Corporation in connection therewith. The provisions of this Article SEVENTH are in addition to, and not in limitation of, the provisions of the GCL and the other provisions of this Certificate of Incorporation. Any contract or business relation that does not comply with the procedures set forth in this Article SEVENTH shall not by reason thereof be deemed void or voidable or result in any breach of any fiduciary duty or duty of loyalty or failure to act in good faith or in the best interests of the Corporation or derivation of any improper personal benefit, but shall be governed by the provisions of this Certificate of Incorporation, the By-Laws, the GCL and other applicable law.

A. No contract, agreement, arrangement or transaction between the Corporation and Pfizer shall be void or voidable solely for the reason that Pfizer is a party thereto, and Pfizer and its directors and officers (i) shall have fully satisfied and fulfilled their fiduciary duties to the Corporation and its stockholders with respect thereto; (ii) shall not be liable to the Corporation or its stockholders for any breach of fiduciary duty by reason of the entering into, performance or consummation of any such contract, agreement, arrangement or transaction; (iii) shall be deemed to have acted in good faith and in a manner they reasonably believed to be in and not opposed to the best interests of the Corporation for purposes of this Certificate of Incorporation; and (iv) shall be deemed not to have breached their duties of loyalty to the Corporation and its stockholders and not to have derived an improper personal benefit therefrom for the purposes of this Certificate of Incorporation, if:

(i) the material facts as to such contract, agreement, arrangement or transaction are disclosed to or are known by the Board of Directors or the committee thereof that authorizes such contract, agreement, arrangement or transaction, and the Board of Directors or such committee in good faith authorizes such contract, agreement, arrangement or transaction by the affirmative vote of a majority of the disinterested directors, even if the disinterested directors constitute less than a quorum;

(ii) the material facts as to such contract, agreement, arrangement or transaction are disclosed to or are known by the holders of shares of Common Stock entitled to vote thereon, and such contract, agreement, arrangement or transaction is specifically approved in good faith by the affirmative vote of a majority of the

votes entitled to be cast thereon by the holders of the then outstanding Common Stock, except shares of Common Stock that are beneficially owned (as such term is defined in Rule 16a-1(a)(2) promulgated by the SEC under the Exchange Act) or the voting of which is controlled by Pfizer; or

(iii) such contract, agreement, arrangement or transaction, when viewed in light of the circumstances at the time of the commitment, is fair to the Corporation.

B. Directors of the Corporation who are also directors or officers of Pfizer may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee that authorizes such contract, agreement, arrangement or transaction. Shares of Common Stock owned by Pfizer may be counted in determining the presence of a quorum at a meeting of stockholders called to authorize such contract, agreement, arrangement or transaction.

C. Any person or entity purchasing or otherwise acquiring any interest in any shares of capital stock of the Corporation shall be deemed to have notice of and to have consented to the provisions of this Article SEVENTH.

D. For purposes of this Article SEVENTH, any contract, agreement, arrangement or transaction with any corporation, partnership, joint venture, limited liability company, trust, association or other entity in which the Corporation owns (directly or indirectly) fifty percent (50%) or more of the outstanding voting stock, voting power, partnership interests or similar ownership interests, or with any officer or director thereof, shall be deemed to be a contract, agreement, arrangement or transaction with the Corporation.

E. For the purpose of this Article SEVENTH, "Corporation" and "Operative Date" have the meanings set forth in Article SIXTH of this Certificate of Incorporation.

F. Notwithstanding anything in this Certificate of Incorporation to the contrary and in addition to any vote of the Board of Directors required by this Certificate of Incorporation or the GCL, until the occurrence of the Operative Date, for so long as Pfizer owns a majority of the total voting power of the outstanding shares of all classes of capital stock entitled to vote (on matters other than the election of directors), the affirmative vote of a majority of the votes entitled to be cast thereon by the holders of the then outstanding capital stock of the Corporation shall be required to amend, alter or repeal, or adopt any provision inconsistent with, this Article SEVENTH; thereafter, the affirmative vote of at least eighty percent (80%) of the votes entitled to be cast thereon by the holders of the then outstanding capital stock of the Corporation shall be required to amend, alter or repeal, or adopt any provision inconsistent with, any provision of this Article SEVENTH. Neither the amendment, alteration, termination or repeal of this Article SEVENTH nor the adoption of any provision inconsistent with this Article SEVENTH shall eliminate or reduce the effect of this Article SEVENTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article SEVENTH, would accrue or arise, prior to such amendment, alteration, termination, repeal or adoption.

G. This Article SEVENTH shall become inoperative and of no further effect following the Operative Date.

EIGHTH: A. In anticipation that Pfizer will remain a stockholder of the Corporation and may have continued contractual, corporate and business relations with the Corporation, the provisions of this Article EIGHTH are set forth to regulate and define the conduct of certain affairs of the Corporation as they may impact Pfizer and its legal and regulatory status.

B. The Corporation shall not, without the prior written consent of Pfizer (which shall not be unreasonably withheld, conditioned or delayed), engage, directly or indirectly, in any act or activity, which, to the knowledge of the Corporation, would: (i) require Pfizer to obtain any approval, consent or authorization of or otherwise become subject to any statute, rule, regulation, ordinance, order, decree or other legal restriction of any federal, state, local or foreign governmental, administrative or regulatory authority, agency or instrumentality (collectively, "Applicable Laws"); or (ii) cause any director of the Corporation who is also a director or officer of Pfizer to be ineligible to serve, or prohibited from serving, as a director of the Corporation or, in the case where such person is a director of Pfizer, ineligible to serve as a director of Pfizer under or pursuant to any Applicable Law. Pfizer shall not be liable to the Corporation or its stockholders, in each case, for breach of any fiduciary duty by reason of the fact that Pfizer gives or withholds any consent for any reason in connection with this Article EIGHTH. No vote cast or other action taken by any person who is an officer, director or other representative of Pfizer which vote is cast or action is taken by such person in his or her capacity as a director of the Corporation shall constitute a consent of Pfizer for the purpose of this Article EIGHTH. For purposes of this Article

EIGHTH, the Corporation shall be deemed to have knowledge of (x) all Applicable Laws in effect on the date hereof and of all Applicable Laws in effect immediately prior to taking any action or engaging in any activity which would have any of the effects contemplated by clause (i) or (ii) above and (y) all of the businesses and activities in which Pfizer is engaged on the date hereof and of all businesses and activities in which Pfizer is engaged immediately prior to taking any action or engaging in any activity which would have any of the effects contemplated by clause (i) or (ii) above, in each case to the extent that such business or activity is disclosed in the public domain.

C. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and to have consented to the provisions of this Article EIGHTH.

D. For purposes of this Article EIGHTH, the "Corporation" and the "Operative Date" have the meanings set forth in Article SIXTH of this Certificate of Incorporation.

E. Notwithstanding anything in this Certificate of Incorporation to the contrary and in addition to any vote of the Board of Directors required by this Certificate of Incorporation or the GCL, until the occurrence of the Operative Date, for so long as Pfizer owns a majority of the total voting power of the outstanding shares of all classes of capital stock entitled to vote (on matters other than the election of directors), the affirmative vote of a majority of the votes entitled to be cast thereon by the holders of the then outstanding capital stock of the Corporation shall be required to amend, alter or repeal, or adopt any provision inconsistent with, this Article EIGHTH; thereafter, the affirmative vote of at least eighty percent (80%) of the votes entitled to be cast thereon by the holders of the then outstanding capital stock of the Corporation shall be required to amend, alter or repeal, or adopt any provision inconsistent with, any provision of this Article EIGHTH. Neither the amendment, alteration, termination or repeal of this Article EIGHTH nor the adoption of any provision inconsistent with this Article EIGHTH shall eliminate or reduce the effect of this Article EIGHTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article EIGHTH, would accrue or arise, prior to such amendment, alteration, termination, repeal or adoption.

F. This Article EIGHTH shall become inoperative and of no further effect following the Operative Date.

NINTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) within or without the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

TENTH: A. Until the first date on which Pfizer ceases to beneficially own a majority of the total voting power of the outstanding shares of all classes of capital stock entitled to vote (on matters other than the election of directors), any action required or permitted to be taken at any annual or special meeting of stockholders of the Corporation may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding capital stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares of capital stock entitled to vote thereon were present and voted. From and after the first date on which Pfizer ceases to beneficially own a majority of the total voting power of the outstanding shares of all classes of capital stock entitled to vote (on matters other than the election of directors), any action required or permitted to be taken by the stockholders of the Corporation must be effected solely at a duly called annual or special meeting of stockholders of the Corporation and may not be effected by any consent in writing by such stockholders.

B. In addition to any vote of the Board of Directors required by this Certificate of Incorporation or the GCL, for so long as Pfizer owns a majority of the total voting power of the outstanding shares of all classes of capital stock entitled to vote (on matters other than the election of directors), the affirmative vote of a majority of the votes entitled to be cast thereon by the holders of the then outstanding capital stock of the Corporation shall be required to amend, alter or repeal, or adopt any provision inconsistent with, this Article TENTH; thereafter, the affirmative vote of at least eighty percent (80%) of the votes entitled to be cast thereon by the holders of the then outstanding capital stock of the corporation shall be required to amend, alter or repeal, or adopt any provision inconsistent with, any provision of this Article TENTH.

ELEVENTH: Unless the Corporation (through approval of the Board of Directors) consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (i) any actual or purported derivative action or proceeding brought on behalf of the Corporation; (ii) any action asserting a

claim of breach of a fiduciary duty owed by any director or officer of the Corporation to the Corporation or the Corporation's stockholders; (iii) any action asserting a claim arising pursuant to any provision of the GCL; or (iv) any action asserting a claim governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and to consented to the provisions of this Article ELEVENTH.

TWELFTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate of Incorporation to be executed on its behalf on this 13th day of May, 2014.

ZOETIS INC.

By: /s/ Heidi C. Chen
Name: Heidi C. Chen
Title: Executive Vice President,
General Counsel and
Corporate Secretary

Exhibit 12

ZOETIS INC. AND SUBSIDIARIES
COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES[a]

(IN MILLIONS, EXCEPT RATIOS)	Three Months Ended March 30, 2014	Year Ended December 31, 2013	2012	2011	2010
Determination of earnings:					
Income/(loss) before provision for taxes on income and noncontrolling interests	$ 227	$ 690	$ 710	$ 394	$ 178
Less: Net income/(loss) attributable to noncontrolling interests	—	(1)	—	3	1
Income/(loss) attributable to Zoetis Inc.	227	691	710	391	177
Add: fixed charges	32	127	37	43	43
Total earnings/(loss) as defined	$ 259	$ 818	$ 747	$ 434	$ 220
Fixed charges:					
Interest expense, net of capitalized interest[a]	$ 29	$ 113	$ 31	$ 36	$ 37
Capitalized interest	1	3	—	—	—
Interest portion of rent expense[b]	2	11	6	7	6
Fixed charges	32	127	37	43	43
Ratio of earning to fixed charges	8.1	6.4	20.2	10.1	5.1

[a] Interest expense includes amortization of debt discount and fees. Interest expense does not include interest related to uncertain tax positions.

[b] One-third of all rental expense is deemed to be interest, which we believe to be a conservative estimate of an interest factor in our leases.

Exhibit 15

ACCOUNTANTS' ACKNOWLEDGEMENT

To the Shareholders and Board of Directors
Zoetis Inc.:

We hereby acknowledge our awareness of the use therein of our report dated May 13, 2014, included within the Quarterly Report on Form 10-Q of Zoetis Inc. for the quarter ended March 30, 2014, in the following Registration Statements:

- Form S-8, dated February 1, 2013, (File No. 333-186367) and
- Form S-8, dated June 25, 2013, (File No. 333-189573).

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

/s/ KPMG LLP
New York, New York
May 13, 2014

Exhibit 31.1

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

I, Juan Ramón Alaix, certify that:

1. I have reviewed this Quarterly Report of Zoetis Inc. on Form 10-Q for the period ending March 30, 2014 as filed with the Securities and Exchange Commission on the date hereof;

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 Company as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e)) and 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 Company'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 changes in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and to the audit committee of the registrant's board of directors:

   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.

May 13, 2014

By: /s/ JUAN RAMÓN ALAIX
Juan Ramón Alaix
Chief Executive Officer

Exhibit 31.2

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

I, Glenn David, certify that:

1. I have reviewed this Quarterly Report of Zoetis Inc. on Form 10-Q for the period ending March 30, 2014 as filed with the Securities and Exchange Commission on the date hereof;

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 Company as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e)) and 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 Company'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 changes in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and to the audit committee of the registrant's board of directors:

   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.

May 13, 2014

By: /s/ GLENN DAVID

Glenn David
Senior Vice President, Finance Operations
and Acting Chief Financial Officer

Exhibit 32.1

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

Pursuant to 18 U.S.C. §1350, I, Juan Ramón Alaix, Chief Executive Officer, hereby certify that, to the best of my knowledge, the Quarterly Report on Form 10-Q of Zoetis Inc. for the period ended March 30, 2014 (the "Report") (1) fully complies with Section 13(a) or 15(d) of the Securities and 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 Zoetis Inc.

May 13, 2014

By: /s/ JUAN RAMÓN ALAIX
Juan Ramón Alaix
Chief Executive Officer

Exhibit 32.2

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

Pursuant to 18 U.S.C. §1350, I, Glenn David, Senior Vice President, Finance Operations and Acting Chief Financial Officer, hereby certify that, to the best of my knowledge, the Quarterly Report on Form 10-Q of Zoetis Inc. for the period ended March 30, 2014 (the "Report") (1) fully complies with Section 13(a) or 15(d) of the Securities and 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 Zoetis Inc.

May 13, 2014

By: /s/ GLENN DAVID

Glenn David
Senior Vice President, Finance Operations
and Acting Chief Financial Officer