UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended September 30, 2022

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 1-5231

McDONALD’S CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**36-2361282**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
110 North Carpenter Street Chicago, Illinois	**60607**
(Address of Principal Executive Offices)	(Zip Code)

(630) 623-3000
(Registrant’s Telephone Number, Including Area Code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.01 par value	MCD	New York Stock Exchange

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

Indicate by check mark whether the registrant has submitted electronically 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 such files). Yes ☒ No ☐

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

Large Accelerated Filer	☒	Accelerated Filer	☐
Non-accelerated Filer	☐	Smaller Reporting Company	☐
Emerging Growth Company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

732,423,892
(Number of shares of common stock outstanding as of 9/30/2022)

McDONALD'S CORPORATION

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

CONDENSED CONSOLIDATED BALANCE SHEET

In millions, except per share data	(unaudited) September 30, 2022	December 31, 2021
Assets		
Current assets		
Cash and equivalents	**2,828.3**	4,709.2
Accounts and notes receivable	**1,889.9**	1,872.4
Inventories, at cost, not in excess of market	**43.4**	55.6
Prepaid expenses and other current assets	**979.2**	511.3
Total current assets	**5,740.8**	7,148.5
Other assets		
Investments in and advances to affiliates	**963.8**	1,201.2
Goodwill	**2,651.3**	2,782.5
Miscellaneous	**4,254.6**	4,449.5
Total other assets	**7,869.7**	8,433.2
Lease right-of-use asset, net	**12,192.8**	13,552.0
Property and equipment		
Property and equipment, at cost	**39,096.8**	41,916.6
Accumulated depreciation and amortization	**(16,398.5)**	(17,196.0)
Net property and equipment	**22,698.3**	24,720.6
Total assets	**$ 48,501.6**	$ 53,854.3
Liabilities and shareholders' equity		
Current liabilities		
Accounts payable	**794.8**	1,006.8
Lease liability	**654.9**	705.5
Income taxes	**386.3**	360.7
Other taxes	**203.6**	236.7
Accrued interest	**318.4**	363.3
Accrued payroll and other liabilities	**1,128.1**	1,347.0
Total current liabilities	**3,486.1**	4,020.0
Long-term debt	**34,866.2**	35,622.7
Long-term lease liability	**11,766.8**	13,020.9
Long-term income taxes	**1,085.0**	1,896.8
Deferred revenues - initial franchise fees	**727.8**	738.3
Other long-term liabilities	**990.8**	1,081.0
Deferred income taxes	**2,145.1**	2,075.6
Shareholders' equity (deficit)		
Preferred stock, no par value; authorized – 165.0 million shares; issued – none	**—**	—
Common stock, $0.01 par value; authorized – 3.5 billion shares; issued – 1,660.6 million shares	**16.6**	16.6
Additional paid-in capital	**8,460.1**	8,231.6
Retained earnings	**58,752.0**	57,534.7
Accumulated other comprehensive income (loss)	**(2,559.7)**	(2,573.7)
Common stock in treasury, at cost; 928.2 and 915.8 million shares	**(71,235.2)**	(67,810.2)
Total shareholders' equity (deficit)	**(6,566.2)**	(4,601.0)
Total liabilities and shareholders' equity (deficit)	**$ 48,501.6**	$ 53,854.3

See Notes to condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENT OF INCOME (UNAUDITED)

In millions, except per share data	Quarters Ended September 30, 2022	2021	Nine Months Ended September 30, 2022	2021
Revenues				
Sales by Company-operated restaurants	**$ 2,124.8**	$ 2,598.4	**$ 6,540.0**	$ 7,248.6
Revenues from franchised restaurants	**3,671.2**	3,510.2	**10,460.8**	9,693.8
Other revenues	**76.1**	92.7	**255.3**	271.4
Total revenues	**5,872.1**	6,201.3	**17,256.1**	17,213.8
Operating costs and expenses				
Company-operated restaurant expenses	**1,779.6**	2,108.4	**5,508.6**	5,947.0
Franchised restaurants-occupancy expenses	**589.0**	592.6	**1,761.6**	1,743.2
Other restaurant expenses	**57.4**	68.9	**187.6**	204.4
Selling, general & administrative expenses				
Depreciation and amortization	**93.3**	84.1	**279.0**	243.2
Other	**576.4**	559.6	**1,771.9**	1,622.4
Other operating (income) expense, net	**12.5**	(198.8)	**959.1**	(505.3)
Total operating costs and expenses	**3,108.2**	3,214.8	**10,467.8**	9,254.9
Operating income	**2,763.9**	2,986.5	**6,788.3**	7,958.9
Interest expense	**306.2**	293.7	**884.1**	890.2
Nonoperating (income) expense, net	**(78.5)**	1.4	**417.7**	48.6
Income before provision for income taxes	**2,536.2**	2,691.4	**5,486.5**	7,020.1
Provision for income taxes	**554.6**	541.5	**1,212.5**	1,113.7
Net income	**$ 1,981.6**	$ 2,149.9	**$ 4,274.0**	$ 5,906.4
Earnings per common share-basic	**$ 2.70**	$ 2.88	**$ 5.79**	$ 7.91
Earnings per common share-diluted	**$ 2.68**	$ 2.86	**$ 5.75**	$ 7.86
Dividends declared per common share	**$ 1.38**	$ 2.67	**$ 4.14**	$ 5.25
Weighted-average shares outstanding-basic	**734.9**	747.1	**738.3**	746.5
Weighted-average shares outstanding-diluted	**739.5**	752.6	**743.0**	751.9

See Notes to condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

In millions	Quarters Ended September 30, 2022	Quarters Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
Net income	**$1,981.6**	$2,149.9	**$4,274.0**	$5,906.4
Other comprehensive income (loss), net of tax				
Foreign currency translation adjustments:				
Gain (loss) recognized in accumulated other comprehensive income ("AOCI"), including net investment hedges	**(369.5)**	(132.8)	**(644.3)**	(172.7)
Reclassification of (gain) loss to net income	**—**	14.3	**504.1**	34.7
Foreign currency translation adjustments-net of tax benefit (expense) of $(198.7), $(66.1), $(435.7) and $(133.7)	**(369.5)**	(118.5)	**(140.2)**	(138.0)
Cash flow hedges:				
Gain (loss) recognized in AOCI	**101.4**	26.8	**231.8**	48.7
Reclassification of (gain) loss to net income	**(42.5)**	4.0	**(70.9)**	32.4
Cash flow hedges-net of tax benefit (expense) of $(16.9), $(9.2), $(46.2) and $(24.1)	**58.9**	30.8	**160.9**	81.1
Defined benefit pension plans:				
Gain (loss) recognized in AOCI	**(0.7)**	0.1	**(0.6)**	0.9
Reclassification of (gain) loss to net income	**(2.0)**	(4.4)	**(6.1)**	(20.4)
Defined benefit pension plans-net of tax benefit (expense) of $0.0, $0.0, $0.1 and $0.1	**(2.7)**	(4.3)	**(6.7)**	(19.5)
Total other comprehensive income (loss), net of tax	**(313.3)**	(92.0)	**14.0**	(76.4)
Comprehensive income	**$1,668.3**	$2,057.9	**$4,288.0**	$5,830.0

See Notes to condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

In millions	Quarters Ended September 30, 2022	2021	Nine Months Ended September 30, 2022	2021
Operating activities				
Net income	**$ 1,981.6**	$ 2,149.9	**$ 4,274.0**	$ 5,906.4
Adjustments to reconcile to cash provided by operations				
Charges and credits:				
Depreciation and amortization	**465.6**	469.2	**1,407.5**	1,386.5
Deferred income taxes	**(196.3)**	(45.8)	**(383.1)**	(416.2)
Share-based compensation	**38.3**	34.1	**130.9**	97.9
Other	**(45.6)**	(163.6)	**260.6**	(364.8)
Changes in working capital items	**190.3**	174.0	**(504.6)**	(134.8)
Cash provided by operations	**2,433.9**	2,617.8	**5,185.3**	6,475.0
Investing activities				
Capital expenditures	**(531.2)**	(501.5)	**(1,370.3)**	(1,352.8)
Purchases of restaurant businesses	**(152.3)**	(28.6)	**(349.5)**	(116.7)
Sales of restaurant and other businesses	**33.1**	60.1	**401.3**	141.9
Sales of property	**11.1**	41.3	**22.3**	97.9
Other	**(93.8)**	43.8	**(310.6)**	186.7
Cash used for investing activities	**(733.1)**	(384.9)	**(1,606.8)**	(1,043.0)
Financing activities				
Net short-term borrowings	**(305.4)**	(0.3)	**10.7**	7.6
Long-term financing issuances	**1,500.0**	—	**3,374.5**	—
Long-term financing repayments	**(0.4)**	(0.4)	**(2,201.8)**	(1,739.4)
Treasury stock purchases	**(869.2)**	(17.7)	**(3,406.9)**	(42.2)
Common stock dividends	**(1,014.7)**	(963.9)	**(3,056.7)**	(2,889.5)
Proceeds from stock option exercises	**62.4**	66.6	**168.3**	198.6
Other	**80.9**	(11.7)	**48.7**	(32.7)
Cash used for financing activities	**(546.4)**	(927.4)	**(5,063.2)**	(4,497.6)
Effect of exchange rates on cash and cash equivalents	**(198.6)**	(49.1)	**(396.2)**	(77.7)
Cash and equivalents increase (decrease)	**955.8**	1,256.4	**(1,880.9)**	856.7
Cash and equivalents at beginning of period	**1,872.5**	3,049.4	**4,709.2**	3,449.1
Cash and equivalents at end of period	**$ 2,828.3**	$ 4,305.8	**$ 2,828.3**	$ 4,305.8

See Notes to condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY (UNAUDITED)

For the nine months ended September 30, 2021

	Common stock issued				Accumulated other comprehensive income (loss)			Common stock in treasury		
In millions, except per share data	*Shares*	*Amount*	*Additional paid-in capital*	*Retained earnings*	*Pensions*	*Cash flow hedges*	*Foreign currency translation*	*Shares*	*Amount*	*Total shareholders' equity (deficit)*
Balance at December 31, 2020	1,660.6	16.6	7,903.6	53,908.1	(287.6)	(111.3)	(2,187.9)	(915.2)	(67,066.4)	(7,824.9)
Net income				5,906.4						5,906.4
Other comprehensive income (loss), net of tax					(19.5)	81.1	(138.0)			(76.4)
Comprehensive income										5,830.0
Common stock cash dividends ($5.25 per share)				(3,916.8)						(3,916.8)
Treasury stock purchases								(0.2)	(59.0)	(59.0)
Share-based compensation			97.9							97.9
Stock option exercises and other			124.3					2.0	73.5	197.8
Balance at September 30, 2021	1,660.6	16.6	8,125.8	55,897.7	(307.1)	(30.2)	(2,325.9)	(913.4)	(67,051.9)	(5,675.0)

CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY (UNAUDITED)

For the nine months ended September 30, 2022

	Common stock issued				Accumulated other comprehensive income (loss)			Common stock in treasury		
In millions, except per share data	*Shares*	*Amount*	*Additional paid-in capital*	*Retained earnings*	*Pensions*	*Cash flow hedges*	*Foreign currency translation*	*Shares*	*Amount*	*Total shareholders' equity (deficit)*
Balance at December 31, 2021	1,660.6	$ 16.6	$ 8,231.6	$ 57,534.7	$ (179.5)	$ (24.8)	$ (2,369.4)	(915.8)	$ (67,810.2)	$ (4,601.0)
Net income				4,274.0						4,274.0
Other comprehensive income (loss), net of tax					(6.7)	160.9	(140.2)			14.0
Comprehensive income										4,288.0
Common stock cash dividends ($4.14 per share)				(3,056.7)						(3,056.7)
Treasury stock purchases								(14.1)	(3,486.8)	(3,486.8)
Share-based compensation			130.9							130.9
Stock option exercises and other			97.6					1.7	61.8	159.4
Balance at September 30, 2022	1,660.6	$ 16.6	$ 8,460.1	$ 58,752.0	$ (186.2)	$ 136.1	$ (2,509.6)	(928.2)	$ (71,235.2)	$ (6,566.2)

See Notes to condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY (UNAUDITED)

For the quarter ended September 30, 2021

	Common stock issued				Accumulated other comprehensive income (loss)			Common stock in treasury		
In millions, except per share data	*Shares*	*Amount*	*Additional paid-in capital*	*Retained earnings*	*Pensions*	*Cash flow hedges*	*Foreign currency translation*	*Shares*	*Amount*	*Total shareholders' equity (deficit)*
Balance at June 30, 2021	1,660.6	$ 16.6	$ 8,046.0	$ 55,739.0	$ (302.8)	$ (61.0)	$ (2,207.4)	(913.8)	$ (67,038.4)	$ (5,808.0)
Net income				2,149.9						2,149.9
Other comprehensive income (loss), net of tax					(4.3)	30.8	(118.5)			(92.0)
Comprehensive income										2,057.9
Common stock cash dividends ($2.67 per share)				(1,991.2)						(1,991.2)
Treasury stock purchases								(0.1)	(34.5)	(34.5)
Share-based compensation			34.1							34.1
Stock option exercises and other			45.7					0.5	21.0	66.7
Balance at September 30, 2021	1,660.6	$ 16.6	$ 8,125.8	$ 55,897.7	$ (307.1)	$ (30.2)	$ (2,325.9)	(913.4)	$ (67,051.9)	$ (5,675.0)

CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY (UNAUDITED)

For the quarter ended September 30, 2022

	Common stock issued				Accumulated other comprehensive income (loss)			Common stock in treasury		
In millions, except per share data	*Shares*	*Amount*	*Additional paid-in capital*	*Retained earnings*	*Pensions*	*Cash flow hedges*	*Foreign currency translation*	*Shares*	*Amount*	*Total shareholders' equity (deficit)*
Balance at June 30, 2022	1,660.6	$ 16.6	$ 8,378.7	$57,785.1	$ (183.5)	$ 77.2	$ (2,140.1)	(924.9)	$ (70,303.8)	$ (6,369.8)
Net income				1,981.6						1,981.6
Other comprehensive income (loss), net of tax					(2.7)	58.9	(369.5)			(313.3)
Comprehensive income										1,668.3
Common stock cash dividends ($1.38 per share)				(1,014.7)						(1,014.7)
Treasury stock purchases								(3.7)	(949.1)	(949.1)
Share-based compensation			38.3							38.3
Stock option exercises and other			43.1					0.4	17.7	60.8
Balance at September 30, 2022	1,660.6	$ 16.6	$ 8,460.1	$58,752.0	$ (186.2)	$ 136.1	$ (2,509.6)	(928.2)	$ (71,235.2)	$ (6,566.2)

See Notes to condensed consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

McDonald’s Corporation, the registrant, together with its subsidiaries, is referred to herein as the "Company." The Company, its franchisees and suppliers, are referred to herein as the "System."

Basis of Presentation

The accompanying condensed consolidated financial statements should be read in conjunction with the Consolidated Financial Statements contained in the Company’s December 31, 2021 Annual Report on Form 10-K. In the opinion of management, all adjustments (consisting of normal recurring accruals) necessary for a fair presentation have been included. The results for the quarter and nine months ended September 30, 2022 do not necessarily indicate the results that may be expected for the full year.

In the first quarter of 2022, the Company temporarily closed restaurants in Russia and Ukraine due to the ongoing war in the region. Beginning in September 2022, the Company began reopening certain restaurants in Ukraine.

In June 2022, the Company completed the sale of its Russian business, resulting in a total exit from the market. The Company recorded a charge of $1,281 million for the nine months, comprised primarily of the write-off of the Company’s net investment in Russia, along with related cumulative foreign currency translation losses.

Restaurant Information

The following table presents restaurant information by ownership type:

Restaurants at September 30,	**2022**		2021
Conventional franchised	**21,641**		21,552
Developmental licensed	**8,144**		7,795
Foreign affiliated	**8,145**		7,639
Total Franchised	**37,930**		36,986
Company-operated	**2,050**		2,690
Total Systemwide restaurants	**39,980**	*	39,676

*Reflects the sale of over 850 restaurants in Russia in the second quarter of 2022, most of which were Company-operated.

The results of operations of restaurant businesses purchased and sold in transactions with franchisees were not material either individually or in the aggregate to the accompanying condensed consolidated financial statements for the periods prior to purchase and sale.

Per Common Share Information

Diluted earnings per common share is calculated as net income divided by diluted weighted-average shares. Diluted weighted-average shares include weighted-average shares outstanding plus the dilutive effect of share-based compensation, calculated using the treasury stock method, of 4.6 million shares and 5.5 million shares for the quarters 2022 and 2021, respectively, and 4.7 million shares and 5.4 million shares for the nine months 2022 and 2021, respectively. Share-based compensation awards that would have been antidilutive, and therefore were not included in the calculation of diluted weighted-average shares, totaled 1.5 million shares and 1.4 million shares for the quarters 2022 and 2021, respectively, and 1.5 million shares and 3.0 million shares for the nine months 2022 and 2021, respectively.

Recent Accounting Pronouncements

Recently Adopted Accounting Pronouncements

Leases

In July 2021, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") No. 2021-05, "Leases (Topic 842): Lessors—Certain Leases with Variable Lease Payments" ("ASU 2021-05"). The pronouncement amends the current guidance on classification for a lease that includes variable lease payments that do not depend on an index or rate. Under the amended guidance, a lessor must classify as an operating lease any lease that would otherwise be classified as a sales-type or direct financing lease and that would result in the recognition of a selling loss at lease commencement. ASU 2021-05 is effective for fiscal years beginning after December 15, 2021, including applicable interim periods. The Company adopted the new standard effective January 1, 2022. The adoption of this standard did not have a material effect on the Company’s consolidated financial statements.

Recent Accounting Pronouncements Not Yet Adopted

Reference Rate Reform

In March 2020, the FASB issued ASU No. 2020-04, "Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting" ("ASU 2020-04"). The pronouncement provides temporary optional expedients and exceptions to the current guidance on contract modifications and hedge accounting to ease the financial reporting burdens related to the expected market transition from the London Interbank Offered Rate and other interbank offered rates to alternative reference rates. The guidance was effective upon issuance and may be applied prospectively to contract modifications made and hedging relationships entered into or evaluated on or before December 31, 2022. The adoption of ASU 2020-04 will not have a material impact on the Company's consolidated financial statements.

Updates to Significant Accounting Policies

Long-lived Assets and Goodwill

Long-lived assets and Goodwill are typically reviewed for impairment annually in the fourth quarter and whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable or if an indicator of impairment exists. During the first quarter of 2022, the Company temporarily closed restaurants in Russia and Ukraine due to the ongoing war in the region. Restaurants remained closed in Russia through the Company's sale of its Russian business in the second quarter 2022. Beginning in September 2022, the Company began reopening certain restaurants in Ukraine. While the Company continues to monitor economic uncertainty resulting from the ongoing war and to assess the financial impact on restaurant operations in certain regions of Ukraine, based on its analysis and in consideration of the totality of events and circumstances, there were no indicators of impairment during the third quarter of 2022.

As of September 30, 2022, the Company's net investment in Ukraine was approximately $75 million, primarily consisting of building and equipment assets. In addition, there was approximately $150 million of cumulative foreign currency translation losses reflected in the AOCI section of the condensed consolidated statement of shareholder's equity at September 30, 2022.

Income Taxes

The effective income tax rate was 21.9% and 20.1% for the quarters 2022 and 2021, respectively, and 22.1% and 15.9% for the nine months 2022 and 2021, respectively. The effective tax rate for the nine months 2022 reflected the tax impacts of current year pre-tax charges of $1,281 million related to the sale of the Company's business in Russia and a pre-tax gain of $271 million related to the Company's sale of its Dynamic Yield business. The nine months 2022 also reflected $537 million of nonoperating expense related to the settlement of a tax audit in France.

The effective tax rates for the quarter and nine months 2021 reflected the tax impacts of net pre-tax gains of $106 million and $339 million, respectively, primarily related to the sale of McDonald's Japan stock as well as a benefit of $364 million in the nine months related to the remeasurement of deferred taxes as a result of a change in the U.K. statutory income tax rate.

As of September 30, 2022 and December 31, 2021, the Company's gross unrecognized tax benefits totaled $616.4 million and $1,504.9 million, respectively. The Company continues to engage with various tax jurisdictions to resolve tax audits. During the nine months 2022, the Company finalized and settled certain tax examinations and remeasured other income tax reserves based on audit progression. The following table presents a reconciliation of the beginning and ending amounts of unrecognized tax benefits:

In millions		**2022**
Balance at January 1	**$**	**1,504.9**
Decreases for positions taken in prior years		**(575.6)**
Increases for positions taken in prior years		**64.3**
Increases for positions in the current year		**30.3**
Decreases due to settlements with taxing authorities		**(407.5)**
Decreases due to the lapsing of statutes of limitations		**—**
Balance at September 30	**$**	**616.4**

Fair Value Measurements

The Company measures certain financial assets and liabilities at fair value. Fair value disclosures are reflected in a three-level hierarchy, maximizing the use of observable inputs and minimizing the use of unobservable inputs. There were no significant changes to the valuation techniques used to measure fair value as described in the Company's December 31, 2021 Annual Report on Form 10-K.

At September 30, 2022, the fair value of the Company's debt obligations was estimated at $31.9 billion, compared to a carrying amount of $34.9 billion. The fair value of debt obligations is based upon quoted market prices, classified as Level 2 within the valuation hierarchy. The carrying amount of cash and equivalents approximate fair value.

Financial Instruments and Hedging Activities

The Company is exposed to global market risks, including the effect of changes in interest rates and foreign currency fluctuations. The Company uses foreign currency denominated debt and derivative instruments to mitigate the impact of these changes. The Company does not hold or issue derivatives for trading purposes.

The following table presents the fair values of derivative instruments included on the condensed consolidated balance sheet:

	Derivative Assets			Derivative Liabilities		
In millions	Balance Sheet Classification	**September 30, 2022**	December 31, 2021	Balance Sheet Classification	**September 30, 2022**	December 31, 2021
Derivatives designated as hedging instruments						
Foreign currency	Prepaid expenses and other current assets	**$ 141.3**	$ 42.4	Accrued payroll and other liabilities	**$ —**	$ (3.3)
Interest rate	Prepaid expenses and other current assets	**—**	0.3	Accrued payroll and other liabilities	**—**	—
Foreign currency	Miscellaneous other assets	**76.7**	28.0	Other long-term liabilities	**—**	(0.5)
Interest rate	Miscellaneous other assets	**—**	8.6	Other long-term liabilities	**(92.0)**	(4.1)
Total derivatives designated as hedging instruments		**$ 218.0**	$ 79.3		**$ (92.0)**	$ (7.9)
Derivatives not designated as hedging instruments						
Equity	Prepaid expenses and other current assets	**$ 173.8**	$ 9.5	Accrued payroll and other liabilities	**$ (14.3)**	$ —
Foreign currency	Prepaid expenses and other current assets	**16.4**	0.5	Accrued payroll and other liabilities	**—**	—
Equity	Miscellaneous other assets	**—**	200.3			
Total derivatives not designated as hedging instruments		**$ 190.2**	$ 210.3		**$ (14.3)**	$ —
Total derivatives		**$ 408.2**	$ 289.6		**$ (106.3)**	$ (7.9)

The following table presents the pre-tax amounts from derivative instruments affecting income and AOCI for the nine months ended September 30, 2022 and 2021, respectively:

	Location of gain or loss recognized in income on derivative	**Gain (loss) recognized in AOCI**		**Gain (loss) reclassified into income from AOCI**		**Gain (loss) recognized in income on derivative**	
In millions		**2022**	2021	**2022**	2021	**2022**	2021
Foreign currency	Nonoperating income/expense	**$ 214.5**	$ 63.1	**$ 94.4**	$ (37.4)		
Interest rate	Interest expense	**83.9**	—	**(3.0)**	(4.7)		
Cash flow hedges		**$ 298.4**	$ 63.1	**$ 91.4**	$ (42.1)		
Foreign currency denominated debt	Nonoperating income/expense	**$1,917.0**	$ 574.3		$ 47.1		
Foreign currency derivatives	Nonoperating income/expense	**37.1**	31.4				
Foreign currency derivatives(1)	Interest expense					**$ 6.6**	$ 11.0
Net investment hedges		**$1,954.1**	$ 605.7		$ 47.1	**$ 6.6**	$ 11.0
Foreign currency	Nonoperating income/expense					**$ 15.9**	$ 10.4
Equity	Selling, general & administrative expenses					**(50.4)**	54.4
Equity	Other operating income/expense, net					**—**	(7.8)
Undesignated derivatives						**$ (34.5)**	$ 57.0

(1)The amount of gain (loss) recognized in income related to components excluded from effectiveness testing.

Fair Value Hedges

The Company enters into fair value hedges to reduce the exposure to changes in fair values of certain liabilities. The Company enters into fair value hedges that convert a portion of its fixed rate debt into floating rate debt by the use of interest rate swaps. At September 30, 2022, the carrying amount of fixed-rate debt that was effectively converted was an equivalent notional amount of $952.1 million, which included a decrease of $92.0 million of cumulative hedging adjustments. For the nine months ended September 30, 2022, the Company recognized a $96.8 million loss on the fair value of interest rate swaps, and a corresponding gain on the fair value of the related hedged debt instrument to interest expense.

Cash Flow Hedges

The Company enters into cash flow hedges to reduce the exposure to variability in certain expected future cash flows. To protect against the reduction in value of forecasted foreign currency cash flows (such as royalties denominated in foreign currencies), the Company uses foreign currency forwards to hedge a portion of anticipated exposures. The hedges cover up to the next 18 months for certain exposures and are denominated in various currencies. As of September 30, 2022, the Company had foreign currency derivatives outstanding with an equivalent notional amount of $1.4 billion that hedged a portion of forecasted foreign currency denominated cash flows.

To protect against the variability of interest rates on anticipated bond issuances, the Company may use treasury locks to hedge a portion of expected future cash flows. As of September 30, 2022, the Company did not have any of these derivatives outstanding.

Based on market conditions at September 30, 2022, the $136.1 million in cumulative cash flow hedging gains, after tax, is not expected to have a significant effect on the Company's earnings over the next 12 months.

Net Investment Hedges

The Company uses foreign currency denominated debt (third-party and intercompany) and foreign currency derivatives to hedge its investments in certain foreign subsidiaries and affiliates. Realized and unrealized translation adjustments from these hedges are included in shareholders' equity in the foreign currency translation component of Other comprehensive income ("OCI") and offset translation adjustments on the underlying net assets of foreign subsidiaries and affiliates, which also are recorded in OCI. As of September 30, 2022, $11.7 billion of the Company's third-party foreign currency denominated debt, $826.5 million of the Company's intercompany foreign currency denominated debt and $224.9 million of foreign currency derivatives were designated to hedge investments in certain foreign subsidiaries and affiliates.

Undesignated Derivatives

The Company enters into certain derivatives that are not designated for hedge accounting. Therefore, the changes in the fair value of these derivatives are recognized immediately in earnings together with the gain or loss from the hedged balance sheet position. As an example, the Company enters into equity derivative contracts, including total return swaps, to hedge market-driven changes in certain of its supplemental benefit plan liabilities. Changes in the fair value of these derivatives are recorded in Selling, general & administrative expenses together with the changes in the supplemental benefit plan liabilities. In addition, the Company uses foreign currency forwards to mitigate the change in fair value of certain foreign currency denominated assets and liabilities. Changes in the fair value of these derivatives are recognized in Nonoperating (income) expense, net, together with the currency gain or loss from the hedged balance sheet position.

Credit Risk

The Company is exposed to credit-related losses in the event of non-performance by its derivative counterparties. The Company did not have significant exposure to any individual counterparty at September 30, 2022 and has master agreements that contain netting arrangements. For financial reporting purposes, the Company presents gross derivative balances in its financial statements and supplementary data, including for counterparties subject to netting arrangements. Some of these agreements also require each party to post collateral if credit ratings fall below, or aggregate exposures exceed, certain contractual limits. At September 30, 2022, the Company was required to post an immaterial amount of collateral due to the negative fair value of certain derivative positions. The Company's counterparties were not required to post collateral on any derivative position, other than on certain hedges of the Company’s supplemental benefit plan liabilities where the counterparties were required to post collateral on their liability positions.

Franchise Arrangements

Revenues from franchised restaurants consisted of:

In millions	Quarters Ended September 30, 2022	2021	Nine Months Ended September 30, 2022	2021
Rents	**$ 2,357.5**	$ 2,254.1	**$ 6,713.8**	$ 6,205.9
Royalties	**1,300.7**	1,243.1	**3,709.0**	3,449.6
Initial fees	**13.0**	13.0	**38.0**	38.3
Revenues from franchised restaurants	**$ 3,671.2**	$ 3,510.2	**$ 10,460.8**	$ 9,693.8

Segment Information

The Company operates under an organizational structure with the following global business segments reflecting how management reviews and evaluates operating performance:

- U.S. - the Company's largest market. The segment is 95% franchised as of September 30, 2022.
- International Operated Markets - comprised of markets or countries in which the Company operates and franchises restaurants, including Australia, Canada, France, Germany, Italy, the Netherlands, Spain and the U.K. The segment is 89% franchised as of September 30, 2022. During the second quarter of 2022, the Company completed the sale of its business in Russia.
- International Developmental Licensed Markets & Corporate - comprised primarily of developmental licensee and affiliate markets in the McDonald's System. Corporate activities are also reported in this segment. The segment is 98% franchised as of September 30, 2022.

The following table presents the Company's revenues and operating income by segment:

In millions	Quarters Ended September 30, 2022	2021	Nine Months Ended September 30, 2022	2021
Revenues				
U.S.	**$ 2,456.6**	$ 2,260.7	**$ 7,042.2**	$ 6,615.0
International Operated Markets	**2,817.8**	3,372.7	**8,487.4**	9,007.6
International Developmental Licensed Markets & Corporate	**597.7**	567.9	**1,726.5**	1,591.2
Total revenues	**$ 5,872.1**	$ 6,201.3	**$ 17,256.1**	$ 17,213.8
Operating Income				
U.S.	**$ 1,326.6**	$ 1,254.9	**$ 3,797.5**	$ 3,647.9
International Operated Markets	**1,374.4**	1,519.6	**2,639.9**	3,745.4
International Developmental Licensed Markets & Corporate	**62.9**	212.0	**350.9**	565.6
Total operating income*	**$ 2,763.9**	$ 2,986.5	**$ 6,788.3**	$ 7,958.9

*Results for the nine months 2022 included pre-tax charges of $1,281 million related to the sale of the Company's business in Russia, as well as $271 million of gains related to the Company's sale of its Dynamic Yield business. The quarter and nine months 2021 reflected $106 million and $339 million, respectively, of net gains, primarily related to the sale of McDonald's Japan stock.

Subsequent Events

The Company evaluated subsequent events through the date the financial statements were issued and filed with the Securities and Exchange Commission. There were no subsequent events that required recognition or disclosure.

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

Overview

The Company franchises and operates McDonald's restaurants, which serve a locally relevant menu of quality food and beverages in communities across 118 countries. Of the 39,980 McDonald's restaurants at September 30, 2022, 37,930, or 95%, were franchised.

The Company's reporting segments are aligned with its strategic priorities and reflect how management reviews and evaluates operating performance. Significant reportable segments include the United States ("U.S.") and International Operated Markets. In addition, there is the International Developmental Licensed Markets & Corporate segment, which includes markets in over 80 countries, as well as Corporate activities.

McDonald's franchised restaurants are owned and operated under one of the following structures - conventional franchise, developmental license or affiliate. The optimal ownership structure for an individual restaurant, trading area or market (country) is based on a variety of factors, including the availability of individuals with entrepreneurial experience and financial resources, as well as the local legal and regulatory environment in critical areas such as property ownership and franchising. The business relationship between the Company and its independent franchisees is supported by adhering to standards and policies, including McDonald's Global Brand Standards, and is of fundamental importance to overall performance and to protecting the McDonald's brand.

The Company is primarily a franchisor and believes franchising is paramount to delivering great-tasting food, locally relevant customer experiences and driving profitability. Franchising enables an individual to be their own employer and maintain control over all employment related matters, marketing and pricing decisions, while also benefiting from the strength of McDonald's global brand, operating system and financial resources.

Directly operating McDonald's restaurants contributes significantly to the Company's ability to act as a credible franchisor. One of the strengths of the franchising model is that the expertise from operating Company-owned restaurants allows McDonald's to improve the operations and success of all restaurants while innovations from franchisees can be tested and, when viable, efficiently implemented across relevant restaurants. Having Company-owned and operated restaurants provides Company personnel with a venue for restaurant operations training experience. In addition, in our Company-owned and operated restaurants, and in collaboration with franchisees, the Company is able to further develop and refine operating standards, marketing concepts and product and pricing strategies that will ultimately benefit McDonald's restaurants.

The Company's revenues consist of sales by Company-operated restaurants and fees from restaurants operated by franchisees. Fees vary by type of site, amount of Company investment, if any, and local business conditions. These fees, along with occupancy and operating rights, are stipulated in franchise/license agreements that generally have 20-year terms. The Company's Other revenues are comprised of fees paid by franchisees to recover a portion of costs incurred by the Company for various technology platforms, revenues from brand licensing arrangements to market and sell consumer packaged goods using the McDonald's brand and, for periods prior to its sale on April 1, 2022, third-party revenues for the Company's Dynamic Yield business.

Conventional Franchise

Under a conventional franchise arrangement, the Company generally owns or secures a long-term lease on the land and building for the restaurant location and the franchisee pays for equipment, signs, seating and décor. The Company believes that ownership of real estate, combined with the co-investment by franchisees, enables it to achieve restaurant performance levels that are among the highest in the industry.

Franchisees are responsible for reinvesting capital in their businesses over time. In addition, to accelerate implementation of certain initiatives, the Company may co-invest with franchisees to fund improvements to their restaurants or operating systems. These investments, developed in collaboration with franchisees, are designed to cater to consumer preferences, improve local business performance and increase the value of the McDonald's brand through the development of modernized, more attractive and higher revenue generating restaurants.

The Company requires franchisees to meet rigorous standards and generally does not work with passive investors. The business relationship with franchisees is designed to facilitate consistency and high quality at all McDonald's restaurants. Conventional franchisees contribute to the Company's revenue, primarily through the payment of rent and royalties based upon a percent of sales, with specified minimum rent payments, along with initial fees paid upon the opening of a new restaurant or grant of a new franchise. The Company's heavily franchised business model is designed to generate stable and predictable revenue, which is largely a function of franchisee sales, and resulting cash flow streams.

Developmental License or Affiliate

Under a developmental license or affiliate arrangement, licensees are responsible for operating and managing their businesses, providing capital (including the real estate interest) and developing and opening new restaurants. The Company generally does not invest any capital under a developmental license or affiliate arrangement, and it receives a royalty based on a percent of sales, and generally receives initial fees upon the opening of a new restaurant or grant of a new license.

While developmental license and affiliate arrangements are largely the same, affiliate arrangements are used in a limited number of foreign markets (primarily China and Japan) within the International Developmental Licensed Markets segment as well as a limited number of individual restaurants within the International Operated Markets segment, where the Company also has an equity investment and records its share of net results in equity in earnings of unconsolidated affiliates.

Impact of the War in Ukraine

During the first quarter of 2022, McDonald’s temporarily closed restaurants in Russia and Ukraine due to the ongoing war in the region. Restaurants remained closed in Russia through the Company's sale of its Russian business in the second quarter 2022.

Beginning in September 2022, the Company began reopening certain restaurants in Ukraine.

Impact of COVID-19 Restrictions on the Business

COVID-19 resurgences continued to result in instances of government restrictions on restaurant operations, primarily in China.

Strategic Direction

The Company’s growth strategy, *Accelerating the Arches* (the “Strategy”), encompasses all aspects of McDonald’s business as the leading global omni-channel restaurant brand. The Strategy reflects our purpose, mission and values, as well as growth pillars that build on the Company’s competitive advantages.

<u>Purpose, Mission and Values</u>

Our values underpin our success and are at the heart of our Strategy. The Company embraces and prioritizes its role and commitments to the communities in which it operates through our:

- **Purpose** to feed and foster communities;
- **Mission** to create delicious feel-good moments for everyone; and
- **Core Values** that define who we are and how we run our business across the three-legged stool of McDonald’s franchisees, suppliers, and employees:
    - **Serve**: we put our customers and people first,
    - **Inclusion**: we open our doors to everyone,
    - **Integrity**: we do the right thing,
    - **Community**: we are good neighbors, and
    - **Family**: we get better together.

<u>Growth Pillars</u>

The following growth pillars — MCD — are rooted in the Company’s identity, build on historic strengths and articulate areas of further opportunity. Under the Strategy, the Company will:

- **<u>M</u>aximize our Marketing** by investing in new, culturally relevant approaches grounded in Fan Truths, such as the Famous Orders platform, to effectively communicate the story of our brand, food and purpose. This also includes enhancing digital capabilities that provide a more personal connection with customers. The Company is committed to a marketing strategy that highlights value at every tier of the menu, as affordability remains a cornerstone of the McDonald’s brand and is especially important to our customers in uncertain economic environments.

- **<u>C</u>ommit to the Core** menu by tapping into customer demand for the familiar and focusing on serving delicious burgers, chicken and coffee. The Company continues to prioritize chicken and beef offerings, as we expect they represent the largest growth opportunities. The Company recognizes there is significant opportunity to expand its chicken offerings by leveraging line extensions of customer favorites, such as the Crispy Chicken Sandwich that launched in the U.S. in 2021, and emerging equities, such as the McSpicy limited time offerings that were featured in several markets around the world in 2021 and 2022. The Company is implementing a series of operational and formulation changes designed to improve upon the great taste of our burgers. We also continue to see a significant opportunity with coffee, and markets are leveraging the McCafé brand, experience, value and quality to drive long-term growth.

- **<u>D</u>ouble Down on the 3D's: Digital, Delivery and Drive Thru** by leveraging competitive strengths and building a powerful digital experience growth engine to enhance the customer experience. To unlock further growth, the Company is continuing to accelerate technology innovation so that, however customers choose to interact with McDonald’s, they can enjoy a fast, easy experience that meets their needs. In the third quarter of 2022, digital channels (the mobile app, delivery and kiosk) comprised over one-third of Systemwide sales in our top six markets, representing nearly $7 billion of Systemwide sales, an increase of approximately 40% over the prior year:

- Digital: The Company's digital experience growth engine — "MyMcDonald's" — is transforming its offerings across drive thru, takeaway, delivery, curbside pick-up and dine-in with digital enhancements. Through the digital tools, customers can access tailored offers, participate in a loyalty program, order through the mobile app and receive McDonald's food through the channel of their choice. The Company has successful loyalty programs in about 50 markets around the world, including its top six markets. The Company's loyalty customers have proven to be highly engaged, with over 43 million active loyalty members in the last 90-days, including over 25 million in the U.S., as of September 30, 2022.

- Delivery: The Company has continued to expand the number of restaurants offering delivery to over 34,000, representing over 85% of McDonald's restaurants. Delivery is available in about 100 markets, and the Company is continuing to build on and enhance the delivery experience for customers by adding the ability to order on the mobile app. This capability is now available in the U.K., is currently rolling out in the U.S. and the Company plans to expand this capability to Canada and Australia before the end of 2022. The Company also has long-term strategic partnerships with UberEats, DoorDash, Just Eat Takeaway.com and Deliveroo. These partnerships are expected to benefit the Company and its customers and franchisees by optimizing operational efficiencies and creating a seamless customer experience.

- Drive Thru: The Company has drive thru locations in over 26,000 restaurants globally, including nearly 95% of the over 13,000 locations in the U.S. This channel remains a competitive advantage, and we expect that it will become even more critical to meeting customers' demand for flexibility and choice. The Company continues to build on its drive thru advantage, as the vast majority of new restaurant openings in the U.S. and International Operated Markets segments will include a drive thru.

Foundational to *Accelerating the Arches* is keeping the customer and restaurant crew at the center of everything we do, along with a relentless focus on running great restaurants. The Company believes the Strategy builds on our inherent strengths by harnessing our competitive advantages while leveraging our size, scale and agility to adapt and adjust to uncertain economic and operating environments to meet consumer demands. The Strategy is supported by a strong global senior leadership team aimed at executing against the MCD growth pillars and accelerating the Company's broad-based business momentum.

The Company believes the employee experience is critical to its success and, in 2022, implemented Global Brand Standards which are designed to create a culture of safety for both employees and customers in McDonald's restaurants around the world. These efforts, coupled with investments in innovation, are designed to enhance the customer experience and deliver long-term profitable growth, which is aligned with the Company's capital allocation philosophy of investing in new restaurants and opportunities to grow the business, reinvesting in existing restaurants, and returning all free cash flow to shareholders over time through dividends and share repurchases.

Third Quarter and Nine Months 2022 Financial Performance

Global comparable sales increased 9.5% for the quarter and 10.3% for the nine months.

- U.S. comparable sales increased 6.1% for the quarter and 4.5% for the nine months. Comparable sales growth for both periods was driven by strategic menu price increases and continued digital and delivery growth, as well as successful marketing promotions featuring the core menu.
- International Operated Markets segment comparable sales increased 8.5% for the quarter and 13.5% for the nine months. Strong operating performance drove positive comparable sales across the segment, led by strong positive comparable sales in France and Germany for both periods, with the quarter also benefiting from strong positive comparable sales in Australia.
- International Developmental Licensed Markets segment comparable sales increased 16.7% for the quarter and 15.9% for the nine months. Both periods reflected strong comparable sales driven by Brazil and Japan, partly offset by negative comparable sales in China due to continued COVID-19 related government restrictions.

In addition to the comparable sales results, the Company had the following financial results for the quarter and nine months, which were negatively impacted by foreign currency translation due to the weakening of all major currencies against the U.S. Dollar:

- Consolidated revenues decreased 5% (increased 2% in constant currencies) for the quarter and were flat (increased 6% in constant currencies) for the nine months.
- Systemwide sales increased 2% (9% in constant currencies) for the quarter and 5% (11% in constant currencies) for the nine months.
- Consolidated operating income decreased 7% (increased 1% in constant currencies) for the quarter and decreased 15% (9% in constant currencies) for the nine months. Excluding the current and prior year charges and gains detailed in the Operating Income & Operating Margin section on page 29 of this report, consolidated operating income decreased 4% (increased 4% in constant currencies) for the quarter and increased 2% (9% in constant currencies) for the nine months.

- Diluted earnings per share was $2.68 for the quarter, a decrease of 6% (flat in constant currencies) and $5.75 for the nine months, a decrease of 27% (22% in constant currencies). Excluding the current and prior year charges and gains detailed in the Net Income and Diluted Earnings Per Share section on page 23 of this report, diluted earnings per share for the quarter decreased 3% (increased 4% in constant currencies) and increased 7% (12% in constant currencies) for the nine months.

Management reviews and analyzes business results excluding the effect of foreign currency translation, impairment and other strategic charges and gains, as well as material regulatory and other income tax impacts, and bases incentive compensation plans on these results because the Company believes this better represents underlying business trends.

The Following Definitions Apply to these Terms as Used Throughout this Report:

- Constant currency results exclude the effects of foreign currency translation and are calculated by translating current year results at prior year average exchange rates. Management reviews and analyzes business results excluding the effect of foreign currency translation, impairment and other strategic charges and gains, as well as material regulatory and other income tax impacts, and bases incentive compensation plans on these results because the Company believes this better represents underlying business trends.
- Comparable sales are compared to the same period in the prior year and represent sales at all restaurants, whether operated by the Company or by franchisees, in operation at least thirteen months including those temporarily closed. Some of the reasons restaurants may be temporarily closed include reimaging or remodeling, rebuilding, road construction, natural disasters and acts of war, terrorism or other hostilities (including restaurants temporarily closed due to COVID-19, as well as those that remain closed in Ukraine). Restaurants in Russia were treated as permanently closed as of April 1, 2022 and therefore excluded from the calculation of comparable sales beginning in the second quarter of 2022. Comparable sales exclude the impact of currency translation and the sales of any market considered hyper-inflationary (generally identified as those markets whose cumulative inflation rate over a three-year period exceeds 100%), which management believes more accurately reflects the underlying business trends. Comparable sales are driven by changes in guest counts and average check, the latter of which is affected by changes in pricing and product mix.
- Systemwide sales include sales at all restaurants, whether operated by the Company or by franchisees. This includes sales from digital channels, which are comprised of the mobile app, delivery and kiosk at both Company-operated and franchised restaurants. While franchised sales are not recorded as revenues by the Company, management believes the information is important in understanding the Company's financial performance because these sales are the basis on which the Company calculates and records franchised revenues and are indicative of the financial health of the franchisee base. The Company's revenues consist of sales by Company-operated restaurants and fees from franchised restaurants operated by conventional franchisees, developmental licensees and affiliates. Changes in Systemwide sales are primarily driven by comparable sales and net restaurant unit expansion.
- Free cash flow, defined as cash provided by operations less capital expenditures, and free cash flow conversion rate, defined as free cash flow divided by net income, are measures reviewed by management in order to evaluate the Company’s ability to convert net profits into cash resources, after reinvesting in the core business, that can be used to pursue opportunities to enhance shareholder value.

CONSOLIDATED OPERATING RESULTS

Dollars in millions, except per share data	Quarter Ended September 30, 2022		Nine Months Ended September 30, 2022	
	Amount	Increase/ (Decrease)	Amount	Increase/ (Decrease)
Revenues				
Sales by Company-operated restaurants	$ 2,124.8	(18)%	$ 6,540.0	(10)%
Revenues from franchised restaurants	3,671.2	5	10,460.8	8
Other revenues	76.1	(18)	255.3	(6)
Total revenues	5,872.1	(5)	17,256.1	—
Operating costs and expenses				
Company-operated restaurant expenses	1,779.6	(16)	5,508.6	(7)
Franchised restaurants-occupancy expenses	589.0	(1)	1,761.6	1
Other restaurant expenses	57.4	(17)	187.6	(8)
Selling, general & administrative expenses				
Depreciation and amortization	93.3	11	279.0	15
Other	576.4	3	1,771.9	9
Other operating (income) expense, net	12.5	n/m	959.1	n/m
Total operating costs and expenses	3,108.2	(3)	10,467.8	13
Operating income	2,763.9	(7)	6,788.3	(15)
Interest expense	306.2	4	884.1	(1)
Nonoperating (income) expense, net	(78.5)	n/m	417.7	n/m
Income before provision for income taxes	2,536.2	(6)	5,486.5	(22)
Provision for income taxes	554.6	2	1,212.5	9
Net income	$ 1,981.6	(8)%	$ 4,274.0	(28)%
Earnings per common share-basic	$ 2.70	(6)%	$ 5.79	(27)%
Earnings per common share-diluted	$ 2.68	(6)%	$ 5.75	(27)%

n/m Not meaningful

Impact of Foreign Currency Translation

The impact of foreign currency translation on consolidated operating results for both periods reflected the weakening of all major currencies against the U.S. Dollar, driven by the Euro, British Pound and Australian Dollar.

While changes in foreign currency exchange rates affect reported results, McDonald's mitigates exposures, where practical, by purchasing goods and services in local currencies, financing in local currencies and hedging certain foreign-denominated cash flows. Results excluding the effect of foreign currency translation (referred to as constant currency) are calculated by translating current year results at prior year average exchange rates.

IMPACT OF FOREIGN CURRENCY TRANSLATION
Dollars in millions, except per share data

			Currency Translation Benefit/ (Cost)
Quarters Ended September 30,	**2022**	2021	**2022**
Revenues	**$ 5,872.1**	$ 6,201.3	**$ (464.4)**
Company-operated margins	**345.2**	490.0	**(31.8)**
Franchised margins	**3,082.1**	2,917.6	**(224.3)**
Selling, general & administrative expenses	**669.7**	643.7	**19.7**
Operating income	**2,763.9**	2,986.5	**(243.4)**
Net income	**1,981.6**	2,149.9	**(142.5)**
Earnings per share-diluted	**$ 2.68**	$ 2.86	**$ (0.19)**

			Currency Translation Benefit/ (Cost)
Nine Months Ended September 30,	**2022**	2021	**2022**
Revenues	**$17,256.1**	$17,213.8	**$ (1,011.2)**
Company-operated margins	**1,031.4**	1,301.6	**(72.2)**
Franchised margins	**8,699.1**	7,950.6	**(456.8)**
Selling, general & administrative expenses	**2,050.9**	1,865.6	**44.0**
Operating income	**6,788.3**	7,958.9	**(449.5)**
Net income	**4,274.0**	5,906.4	**(264.9)**
Earnings per share-diluted	**$ 5.75**	$ 7.86	**$ (0.36)**

Net Income and Diluted Earnings per Share

For the quarter, net income decreased 8% (1% in constant currencies) to $1,981.6 million, and diluted earnings per share decreased 6% (flat in constant currencies) to $2.68. Foreign currency translation had a negative impact of $0.19 on diluted earnings per share.

For the nine months, net income decreased 28% (23% in constant currencies) to $4,274.0 million, and diluted earnings per share decreased 27% (22% in constant currencies) to $5.75. Foreign currency translation had a negative impact of $0.36 on diluted earnings per share.

Results for 2022 included the following:

- Pre-tax charges of $1,281 million, or $1.44 per share, for the nine months, related to the sale of the Company's business in Russia
- Pre-tax gain of $271 million, or $0.40 per share, for the nine months, related to the Company's sale of its Dynamic Yield business
- $537 million, or $0.72 per share, for the nine months, of nonoperating expense related to the settlement of a tax audit in France

Results for 2021 included the following:

- Net pre-tax gains of $106 million, or $0.10 per share, for the quarter and $339 million, or $0.33 per share, for the nine months, primarily related to the sale of McDonald's Japan stock
- $364 million, or $0.48 per share, for the nine months related to the remeasurement of deferred taxes as a result of a change in the U.K. statutory income tax rate

NET INCOME AND EARNINGS PER SHARE-DILUTED RECONCILIATION

Dollars in millions, except per share data

	Quarters Ended September 30,							
	Net Income				Earnings per share - diluted			
	2022	2021	Inc/ (Dec)	Inc/ (Dec) Excluding Currency Translation	2022	2021	Inc/ (Dec)	Inc/ (Dec) Excluding Currency Translation
GAAP	$1,981.6	$2,149.9	(8) %	(1) %	$ 2.68	$ 2.86	(6) %	— %
(Gains)/charges	—	(73.7)			—	(0.10)		
Change in U.K. statutory tax rate	—	—			—	—		
France tax settlement	—	—			—	—		
Non-GAAP	$1,981.6	$2,076.2	(5) %	2 %	$ 2.68	$ 2.76	(3) %	4 %

	Nine Months Ended September 30,							
	Net Income				Earnings per share - diluted			
	2022	2021	Inc/ (Dec)	Inc/ (Dec) Excluding Currency Translation	2022	2021	Inc/ (Dec)	Inc/ (Dec) Excluding Currency Translation
GAAP	$4,274.0	$5,906.4	(28) %	(23) %	$ 5.75	$ 7.86	(27) %	(22) %
(Gains)/charges	770.7	(243.4)			1.04	(0.33)		
Change in U.K. statutory tax rate	—	(363.7)			—	(0.48)		
France tax settlement	537.2	—			0.72	—		
Non-GAAP	$5,581.9	$5,299.3	5 %	11 %	$ 7.51	$ 7.05	7 %	12 %

Results for the quarter and nine months 2022 were negatively impacted by foreign currency translation due to the weakening of all major currencies against the U.S. Dollar. In constant currencies, results for both periods reflected strong operating performance driven by higher sales-driven Franchised margins. Company-operated margins were negatively impacted for both periods by the permanent restaurant closures in Russia and the temporary restaurant closures in Ukraine, as well as by inflationary cost pressures. The nine months also reflected an income tax benefit associated with global tax audit progression.

During the quarter, the Company repurchased 3.8 million shares of stock for $949 million, bringing total purchases for the nine months to 14.2 million shares or $3.5 billion. Additionally, the Company paid a quarterly dividend of $1.38 per share, or $1.0 billion, bringing total dividends paid for the nine months to $3.1 billion. In October 2022, the Company declared a 10% increase in its quarterly cash dividend to $1.52 per share, payable on December 15, 2022.

Revenues

The Company's revenues consist of sales by Company-operated restaurants and fees from restaurants operated by franchisees, developmental licensees and affiliates. Revenues from conventional franchised restaurants include rent and royalties based on a percent of sales with minimum rent payments, and initial fees. Revenues from restaurants licensed to developmental licensees and affiliates include a royalty based on a percent of sales, and generally include initial fees. The Company's Other revenues are comprised of fees paid by franchisees to recover a portion of costs incurred by the Company for various technology platforms, revenues from brand licensing arrangements to market and sell consumer packaged goods using the McDonald's brand and, for periods prior to its sale on April 1, 2022, third-party revenues for the Company's Dynamic Yield business.

Franchised restaurants represented 95% of McDonald's restaurants worldwide at September 30, 2022. The Company's heavily franchised business model is designed to generate stable and predictable revenue, which is largely a function of franchisee sales, and resulting cash flow streams.

REVENUES
Dollars in millions

Quarters Ended September 30,	**2022**	2021	Inc/ (Dec)	Inc/ (Dec) Excluding Currency Translation
Company-operated sales				
U.S.	**$ 713.6**	$ 655.5	9 %	9 %
International Operated Markets	**1,220.2**	1,754.0	(30)	(21)
International Developmental Licensed Markets & Corporate	**191.0**	188.9	1	17
Total	**$ 2,124.8**	$ 2,598.4	(18)%	(11)%
Franchised revenues				
U.S.	**$ 1,699.9**	$ 1,562.7	9 %	9 %
International Operated Markets	**1,564.6**	1,586.1	(1)	13
International Developmental Licensed Markets & Corporate	**406.7**	361.4	13	24
Total	**$ 3,671.2**	$ 3,510.2	5 %	12 %
Total Company-operated sales and Franchised revenues				
U.S.	**$ 2,413.5**	$ 2,218.2	9 %	9 %
International Operated Markets	**2,784.8**	3,340.1	(17)	(5)
International Developmental Licensed Markets & Corporate	**597.7**	550.3	9	22
Total	**$ 5,796.0**	$ 6,108.6	(5)%	2 %
Total Other revenues	**$ 76.1**	$ 92.7	(18)%	(14)%
Total Revenues	**$ 5,872.1**	$ 6,201.3	(5)%	2 %

Nine Months Ended September 30,	**2022**	2021	Inc/ (Dec)	Inc/ (Dec) Excluding Currency Translation
Company-operated sales				
U.S.	**$ 2,057.2**	$ 1,942.0	6 %	6 %
International Operated Markets	**3,924.0**	4,769.0	(18)	(9)
International Developmental Licensed Markets & Corporate	**558.8**	537.6	4	16
Total	**$ 6,540.0**	$ 7,248.6	(10)%	(3)%
Franchised revenues				
U.S.	**$ 4,856.8**	$ 4,550.9	7 %	7 %
International Operated Markets	**4,464.1**	4,141.0	8	19
International Developmental Licensed Markets & Corporate	**1,139.9**	1,001.9	14	22
Total	**$ 10,460.8**	$ 9,693.8	8 %	14 %
Total Company-operated sales and Franchised revenues				
U.S.	**$ 6,914.0**	$ 6,492.9	6 %	6 %
International Operated Markets	**8,388.1**	8,910.0	(6)	4
International Developmental Licensed Markets & Corporate	**1,698.7**	1,539.5	10	20
Total	**$ 17,000.8**	$ 16,942.4	— %	6 %
Total Other revenues	**$ 255.3**	$ 271.4	(6)%	(3)%
Total Revenues	**$ 17,256.1**	$ 17,213.8	— %	6 %

- Total Company-operated sales and franchised revenues decreased 5% (increased 2% in constant currencies) for the quarter and were flat (increased 6% in constant currencies) for the nine months. For both periods, revenues were negatively impacted by foreign currency translation due to the weakening of all major currencies against the U.S. Dollar.
- In the International Operated Markets segment, both periods reflected positive constant currency sales performance, driven by France and Germany, while results for the quarter also benefited from positive sales performance in Australia. Company-operated sales growth for both periods was more than offset by the impact of the permanent restaurant closures in Russia and the temporary restaurant closures in Ukraine.
- Results in the International Developmental Licensed segment for both periods reflected positive sales performance across all geographic regions in constant currencies, including China, as a result of restaurant expansion.

Comparable Sales*

The following table presents the percent change in comparable sales for the quarters and nine months ended September 30, 2022 and 2021:

	Increase/(Decrease)			
	Quarters Ended September 30,		Nine Months Ended September 30,	
	2022	2021	2022	2021
U.S.	6.1 %	9.6 %	4.5 %	16.1 %
International Operated Markets	8.5	13.9	13.5	23.6
International Developmental Licensed Markets & Corporate	16.7	16.7	15.9	17.5
Total	9.5 %	12.7 %	10.3 %	18.8 %

*For both International Operated Markets and Total comparable sales calculations for the nine months 2022, restaurants in Russia were treated as permanently closed starting April 1, 2022 and therefore excluded from the calculations. Restaurants in Ukraine were treated as temporarily closed and therefore included in the calculations. Beginning in September 2022, the Company began reopening certain restaurants in Ukraine.

Systemwide Sales and Franchised Sales

The following table presents the percent change in Systemwide sales for the quarter and nine months ended September 30, 2022:

SYSTEMWIDE SALES*

	Quarter Ended September 30, 2022		Nine Months Ended September 30, 2022	
	Inc/ (Dec)	Inc/ (Dec) Excluding Currency Translation	Inc/ (Dec)	Inc/ (Dec) Excluding Currency Translation
U.S.	6 %	6 %	5 %	5 %
International Operated Markets	(8)	5	1	12
International Developmental Licensed Markets & Corporate	8	22	11	21
Total	2 %	9 %	5 %	11 %

*Unlike comparable sales, the Company has not excluded sales from hyperinflationary markets from Systemwide sales as these sales are the basis on which the Company calculates and records revenues. 2022 results included Ukraine for both periods and Russia for the nine months, while 2021 results included both Russia and Ukraine for both periods.

Franchised sales are not recorded as revenues by the Company, but are the basis on which the Company calculates and records franchised revenues and are indicative of the financial health of the franchisee base. The following table presents Franchised sales and the related increases/(decreases) for the quarters and nine months ended September 30, 2022 and 2021:

FRANCHISED SALES
Dollars in millions

Quarters Ended September 30,	2022	2021	Inc/ (Dec)	Inc/ (Dec) Excluding Currency Translation
U.S.	**$ 11,838.2**	$ 11,155.0	6 %	6 %
International Operated Markets	**8,896.9**	9,212.8	(3)	10
International Developmental Licensed Markets & Corporate	**7,574.8**	6,981.9	8	22
Total	**$ 28,309.9**	$ 27,349.7	4 %	11 %
Ownership type				
Conventional franchised	**$ 20,671.0**	$ 20,199.7	2 %	8 %
Developmental licensed	**4,778.0**	4,078.8	17	30
Foreign affiliated	**2,860.9**	3,071.2	(7)	7
Total	**$ 28,309.9**	$ 27,349.7	4 %	11 %

Nine Months Ended September 30,	2022	2021	Inc/ (Dec)	Inc/ (Dec) Excluding Currency Translation
U.S.	**$ 33,866.0**	$ 32,419.7	4 %	4 %
International Operated Markets	**25,704.9**	24,444.4	5	16
International Developmental Licensed Markets & Corporate	**21,517.2**	19,296.1	12	21
Total	**$ 81,088.1**	$ 76,160.2	6 %	12 %
Ownership type				
Conventional franchised	**$ 59,266.9**	$ 56,535.9	5 %	9 %
Developmental licensed	**13,471.2**	10,924.2	23	32
Foreign affiliated	**8,350.0**	8,700.1	(4)	5
Total	**$ 81,088.1**	$ 76,160.2	6 %	12 %

Restaurant Margins

Franchised restaurant margins are measured as revenues from franchised restaurants less franchised restaurant occupancy costs. Franchised revenues include rent and royalties based on a percent of sales, and initial fees. Franchised restaurant occupancy costs include lease expense and depreciation, as the Company generally owns or secures a long-term lease on the land and building for the restaurant location.

Company-operated restaurant margins are measured as sales from Company-operated restaurants less costs for food & paper, payroll & employee benefits and occupancy & other operating expenses necessary to run an individual restaurant. Company-operated margins exclude costs that are not allocated to individual restaurants, primarily payroll & employee benefit costs of non-restaurant support staff, which are included in Selling, general and administrative expenses.

RESTAURANT MARGINS

Dollars in millions

	Amount			Inc/ (Dec) Excluding Currency Translation
Quarters Ended September 30,	**2022**	2021	Inc/ (Dec)	
Franchised				
U.S.	**$1,383.7**	$1,260.1	10 %	10 %
International Operated Markets	**1,296.6**	1,302.4	—	14
International Developmental Licensed Markets & Corporate	**401.8**	355.1	13	25
Total	**$3,082.1**	$2,917.6	6 %	13 %
Company-operated				
U.S.	**$ 105.6**	$ 126.6	(17)%	(17)%
International Operated Markets	**230.5**	355.5	(35)	(27)
International Developmental Licensed Markets & Corporate	**n/m**	n/m	n/m	n/m
Total	**$ 345.2**	$ 490.0	(30)%	(23)%
Total restaurant margins				
U.S.	**$1,489.3**	$1,386.7	7 %	7 %
International Operated Markets	**1,527.1**	1,657.9	(8)	5
International Developmental Licensed Markets & Corporate	**n/m**	n/m	n/m	n/m
Total	**$3,427.3**	$3,407.6	1 %	8 %

	Amount			Inc/ (Dec) Excluding Currency Translation
Nine Months Ended September 30,	**2022**	2021	Inc/ (Dec)	
Franchised				
U.S.	**$3,927.8**	$3,667.0	7 %	7 %
International Operated Markets	**3,646.8**	3,300.5	10	22
International Developmental Licensed Markets & Corporate	**1,124.5**	983.1	14	22
Total	**$8,699.1**	$7,950.6	9 %	15 %
Company-operated				
U.S.	**$ 316.1**	$ 399.8	(21)%	(21)%
International Operated Markets	**695.2**	885.6	(21)	(14)
International Developmental Licensed Markets & Corporate	**n/m**	n/m	n/m	n/m
Total	**$1,031.4**	$1,301.6	(21)%	(15)%
Total restaurant margins				
U.S.	**$4,243.9**	$4,066.8	4 %	4 %
International Operated Markets	**4,342.0**	4,186.1	4	14
International Developmental Licensed Markets & Corporate	**n/m**	n/m	n/m	n/m
Total	**$9,730.5**	$9,252.2	5 %	11 %

n/m Not meaningful

- Total restaurant margins increased $19.7 million, or 1% (8% in constant currencies), for the quarter and $478.3 million, or 5% (11% in constant currencies), for the nine months. Franchised margins represented nearly 90% of restaurant margin dollars for the quarter and nine months.
- Total restaurant margin growth was negatively impacted in both periods by foreign currency translation due to the weakening of all major currencies against the U.S. Dollar.

- U.S. franchised margins for both periods reflected higher depreciation costs related to investments in restaurant modernization.
- Company-operated margins in the U.S. and International Operated Markets segment for both periods reflected positive sales performance, driven by strategic menu price increases, which was more than offset by inflationary pressures on labor and commodities.
- Company-operated margins in the International Operated Markets segment for both periods were negatively impacted by the restaurant closures in Russia and Ukraine.
- Total restaurant margins included depreciation and amortization expense of $367.4 million for the quarter and $1.1 billion for the nine months.

Selling, General & Administrative Expenses

- Selling, general and administrative expenses increased $26.0 million, or 4% (7% in constant currencies), for the quarter and $185.3 million, or 10% (12% in constant currencies), for the nine months. Both periods reflected higher costs for investments in restaurant technology, as well as the impact of inflationary cost pressures. The nine months also reflected incremental costs related to the Company's 2022 Worldwide Owner/Operator Convention and proxy contest.
- Selling, general and administrative expenses as a percent of Systemwide sales were 2.3% and 2.2% for the nine months ended 2022 and 2021, respectively.

Other Operating (Income) Expense, Net

OTHER OPERATING (INCOME) EXPENSE, NET
Dollars in millions

	Quarters Ended September 30,		Nine Months Ended September 30,	
	2022	2021	**2022**	2021
Gains on sales of restaurant businesses	**$ (18.3)**	$ (37.8)	**$ (33.0)**	$ (82.5)
Equity in earnings of unconsolidated affiliates	**(37.3)**	(49.0)	**(88.5)**	(126.9)
Asset dispositions and other (income) expense, net	**68.1**	(5.6)	**70.8**	43.5
Impairment and other charges (gains), net	**—**	(106.4)	**1,009.8**	(339.4)
Total	**$ 12.5**	$ (198.8)	**$ 959.1**	$ (505.3)

- Gains on sales of restaurant businesses decreased for both periods, primarily due to fewer restaurant sales in the U.S.
- Equity in earnings of unconsolidated affiliates for the nine months reflected lower equity in earnings in Japan as a result of the Company's reduced ownership in McDonald's Japan when compared to the same period in 2021 as well as the continued impact of COVID-19 related government restrictions in China.
- Asset dispositions and other (income) expense, net for both periods primarily reflected costs incurred to support the Company’s business in Ukraine, higher asset write-offs and the comparison to a prior year gain on the strategic sale of restaurant properties. Results for the nine months reflected an increase to fair value of an existing restaurant joint venture in connection with the buyout of a joint venture partner within the International Operated Markets segment.
- Impairment and other charges (gains), net for the nine months 2022 reflected $1,281 million of pre-tax charges related to the sale of the Company's business in Russia and a pre-tax gain of $271 million related to the Company's sale of its Dynamic Yield business.

  Results for the quarter and nine months 2021 reflected $106 million and $339 million, respectively, of net gains, primarily related to the sale of McDonald’s Japan stock.

Operating Income

OPERATING INCOME & OPERATING MARGIN
Dollars in millions

Quarters Ended September 30,	2022	2021	Inc/ (Dec)	Inc/ (Dec) Excluding Currency Translation
U.S.	**$ 1,326.6**	$1,254.9	6 %	6 %
International Operated Markets	**1,374.4**	1,519.6	(10)	3
International Developmental Licensed Markets & Corporate	**62.9**	212.0	(70)	(46)
Total	**$ 2,763.9**	$2,986.5	(7)%	1 %

Nine Months Ended September 30,	2022	2021	Inc/ (Dec)	Inc/ (Dec) Excluding Currency Translation
U.S.	**$ 3,797.5**	$3,647.9	4 %	4 %
International Operated Markets	**2,639.9**	3,745.4	(30)	(20)
International Developmental Licensed Markets & Corporate	**350.9**	565.6	(38)	(22)
Total	**$ 6,788.3**	$7,958.9	(15)%	(9)%
Operating margin	**39.3 %**	46.2 %		

- **Operating Income:** Operating income decreased $222.6 million, or 7% (increased 1% in constant currencies), for the quarter and decreased $1,170.6 million, or 15% (9% in constant currencies), for the nine months. Results for both periods were negatively impacted by foreign currency translation due to the weakening of all major currencies against the U.S. Dollar.

OPERATING INCOME & OPERATING MARGIN RECONCILIATION*
Dollars in millions

	Quarters Ended September 30,				Nine Months Ended September 30,			
	2022	2021	Inc/ (Dec)	Inc/ (Dec) Excluding Currency Translation	2022	2021	Inc/ (Dec)	Inc/ (Dec) Excluding Currency Translation
GAAP operating income	$2,763.9	$2,986.5	(7) %	1 %	$6,788.3	$7,958.9	(15) %	(9) %
Russia sale charge	—	—			1,280.5	—		
Dynamic Yield sale gain	—	—			(270.7)	—		
Japan stock sale gains	—	(106.4)			—	(339.4)		
Non-GAAP operating income	$2,763.9	$2,880.1	(4) %	4 %	$7,798.1	$7,619.5	2 %	9 %
Non-GAAP operating margin					45.2 %	44.3 %		

*Refer to the Impairment and other charges (gains), net line within the Other Operating (Income) Expense, Net section on page 28 of this report for details of gains and charges in this table.

- Excluding the current and prior year gains and charges shown in the table above, operating income decreased 4% (increased 4% in constant currencies) for the quarter and increased 2% (9% in constant currencies) for the nine months.
  - **U.S.:** Operating income for both periods primarily reflected sales-driven growth in Franchised margins, partly offset by inflationary pressures on labor and commodities in Company-operated restaurant margins.
  - **International Operated Markets:** Constant currency results in both periods reflected positive sales performance led by France and Germany, while results for the quarter also benefited from positive sales performance in Australia. Results were partly offset by the impact of restaurant closures in Russia and Ukraine as well as inflationary pressures on labor and commodities in Company-operated restaurant margins.
  - **International Developmental Licensed Markets & Corporate:** Results for both periods reflected higher Corporate selling, general and administrative expenses, partly offset by strong sales performance, primarily in Brazil and Japan.
- **Operating Margin:** Operating margin is defined as operating income as a percent of total revenues. The contributions to operating margin differ by segment due to each segment's ownership structure, primarily due to the relative percentage of franchised versus

Company-operated restaurants. Additionally, temporary restaurant closures, which vary by segment, impact the contribution of each segment to the consolidated operating margin.

Excluding the current and prior year items shown in the table above, the increase in non-GAAP operating margin for the nine months was due to sales-driven growth in Franchised margins, partly offset by the impact of the permanent restaurant closures in Russia and the temporary restaurant closures in Ukraine, inflationary cost pressures on Company-operated margins and higher Corporate selling, general and administrative expenses.

Interest Expense

- Interest expense increased 4% (8% in constant currencies) for the quarter and decreased 1% (increased 2% in constant currencies) for the nine months. Both periods benefited from the impact of foreign currency translation and lower average debt balances, with results for the quarter more than offset by higher average interest rates.

Nonoperating (Income) Expense, Net

NONOPERATING (INCOME) EXPENSE, NET
Dollars in millions

	Quarters Ended September 30,		Nine Months Ended September 30,	
	2022	2021	**2022**	2021
Interest income	**$ (10.8)**	$ (2.3)	**$ (18.0)**	$ (6.5)
Foreign currency and hedging activity	**(50.4)**	2.9	**(88.7)**	42.3
Other (income) expense, net	**(17.3)**	0.8	**524.4**	12.8
Total	**$ (78.5)**	$ 1.4	**$ 417.7**	$ 48.6

- Foreign currency and hedging activity includes net gains or losses on certain hedges that reduce the exposure to variability on certain intercompany foreign currency cash flow streams.
- Other (income) expense, net for the nine months included $537 million of nonoperating expense related to the settlement of a tax audit in France.

Income Taxes

- The effective income tax rate was 21.9% and 20.1% for the quarters ended 2022 and 2021, respectively, and 22.1% and 15.9% for the nine months ended 2022 and 2021, respectively.
- Excluding the tax impacts of current and prior year gains and charges (as described within the Operating Income & Operating Margin Reconciliation on page 29 of this report), the current year nonoperating expense related to the France tax settlement and the prior year impact of a change in the U.K. statutory income tax rate, the effective income tax rate for the nine months ended 2022 and 2021 was 20.6% and 20.7%, respectively.

Cash Flows

The Company has a long history of generating significant cash from operations and has substantial credit capacity to fund operating and discretionary spending such as capital expenditures, debt repayments, dividends and share repurchases.

Cash provided by operations totaled $5.2 billion and exceeded capital expenditures by $3.8 billion for the nine months 2022. Cash provided by operations decreased $1.3 billion compared with the nine months 2021, primarily due to the impact of foreign currency rates on operating results and payments made related to the settlement of a tax audit in France.

Cash used for investing activities totaled $1.6 billion for the nine months 2022, an increase of $563.8 million compared with the nine months 2021. Investing activities reflect higher purchases of restaurant businesses in the nine months 2022, proceeds from the sale of Dynamic Yield in 2022 and proceeds from the sale of McDonald's Japan stock in 2021.

Cash used for financing activities totaled $5.1 billion for the nine months 2022, an increase of $565.6 million compared with the nine months 2021. Cash used for financing for the nine months 2022 reflects $3.4 billion in treasury stock purchases and $2.2 billion in debt repayments, partly offset by $3.4 billion in debt issuances. Cash used for financing for the nine months 2021 reflects $1.7 billion in debt repayments.

Outlook

Based on current conditions, the following is provided to assist in forecasting the Company's future results for 2022.

- Excluding the closure of all restaurants in Russia, the Company expects net restaurant unit expansion will contribute about 1.5% to 2022 Systemwide sales growth, in constant currencies.
- The Company expects full year 2022 selling, general and administrative expenses of about 2.3% to 2.4% of Systemwide sales.
- The Company expects 2022 operating margin to be in the 40% range as a result of charges related to the sale of the Company's business in Russia. Excluding impairment and other charges and gains, the Company expects adjusted operating margin percent to be in the mid 40% range.
- Based on current interest and foreign currency exchange rates, the Company expects interest expense for the full year 2022 to increase approximately 2%, driven primarily by higher average interest rates.
- The Company expects the effective income tax rate for the full year 2022 to be in the 21% to 22% range.
- The Company expects 2022 capital expenditures to be approximately $2.0 billion, about half of which will be directed towards new restaurant unit expansion across the U.S. and International Operated Markets. Over 40% will be dedicated to the U.S. business, most of which will go towards reinvestment, including the completion of restaurant modernization efforts. Globally, the Company expects to open about 1,700 restaurants. The Company will open about 375 restaurants in the U.S. and International Operated Markets segments, and developmental licensees and affiliates will contribute capital towards over 1,300 restaurant openings in their respective markets. Excluding the closure of all restaurants in Russia, the Company expects about 1,300 net restaurant additions in 2022.
- The Company expects to achieve a free cash flow conversion rate greater than 90%.

Recent Accounting Pronouncements

Recent accounting pronouncements are discussed in the "Recent Accounting Pronouncements" section in Part I, Item 1 of this report.

Cautionary Statement Regarding Forward-Looking Statements

The information in this report contains forward-looking statements about future events and circumstances and their effects upon revenues, expenses and business opportunities. Generally speaking, any statement in this report not based upon historical fact is a forward-looking statement. Forward-looking statements can also be identified by the use of forward-looking or conditional words, such as “could,” “should,” “can,” “continue,” “estimate,” “forecast,” “intend,” “look,” “may,” “will,” “expect,” “believe,” “anticipate,” “plan,” “remain,” “confident” and “commit” or similar expressions. In particular, statements regarding our plans, strategies, prospects and expectations regarding our business and industry are forward-looking statements. They reflect our expectations, are not guarantees of performance and speak only as of the dates the statements are made. Except as required by law, we do not undertake to update such forward-looking statements. You should not rely unduly on forward-looking statements.

Risk Factors

Our business results are subject to a variety of risks, including those that are described below and elsewhere in our filings with the Securities and Exchange Commission. The risks described below are not the only risks we face. Additional risks not currently known to us or that we currently deem to be immaterial may also significantly adversely affect our business. If any of these risks were to materialize or intensify, our expectations (or the underlying assumptions) may change and our performance may be adversely affected.

GLOBAL PANDEMIC

The COVID-19 pandemic has adversely affected and may continue to adversely affect our financial results, condition and outlook.

Health epidemics or pandemics can adversely affect consumer spending and confidence levels and supply availability and costs, as well as the local operations in impacted markets, all of which can affect our financial results, condition and outlook. Importantly, the global pandemic resulting from COVID-19 has disrupted global health, economic and market conditions, consumer behavior and McDonald’s global restaurant operations since early 2020, and has resulted in increased pressure on labor availability and supply chain management. Local and national governmental mandates or recommendations and public perceptions of the risks associated with the COVID-19 pandemic have caused, and may continue to cause, consumer behavior to change, worsening or volatile economic conditions in certain markets, and increased regulatory complexity and compliance costs, each of which could continue to adversely affect our business. In addition, our global operations have been, and may continue to be, disrupted to varying degrees in different markets given the unpredictability of the virus, its resurgences and variants and government responses thereto, as well as potentially permanent changes to the industry in which we operate. While we cannot predict the duration or scope of the COVID-19 pandemic, the resurgence of infections, the emergence of new variants in one or more markets, the impact of changing governmental restrictions, or the availability, acceptance or effectiveness of vaccines or vaccination rates across the globe, the pandemic has negatively impacted our business and may continue to negatively impact our financial results, condition and outlook in a way that may be material.

The COVID-19 pandemic may also heighten other risks disclosed in these Risk Factors, including, but not limited to, those related to labor availability and costs, supply chain interruptions, commodity costs, consumer behavior, consumer perceptions of our brand and competition.

STRATEGY AND BRAND

If we do not successfully evolve and execute against our business strategies, including the Accelerating the Arches strategy, we may not be able to drive business growth.

To drive Systemwide sales, operating income and free cash flow growth, our business strategies must be effective in maintaining and strengthening customer appeal and capturing additional market share. Whether these strategies are successful depends mainly on our System’s continued ability to:

- capitalize on our global scale, iconic brand and local market presence to build upon our historic strengths and competitive advantages, such as our marketing, core menu items and digital, delivery and drive thru;
- innovate and differentiate the McDonald’s experience, including by preparing and serving our food in a way that balances value and convenience to our customers with profitability;
- accelerate technology investments for a fast and easy customer experience;
- run great restaurants by driving efficiencies and expanding capacities while continuing to prioritize health and safety;
- identify and develop restaurant sites consistent with our plans for net growth of Systemwide restaurants;
- accelerate our existing strategies, including through growth opportunities and potential acquisitions, investments and partnerships; and
- evolve and adjust our business strategies in response to, among other things, changing consumer behavior, operational restrictions and impacts to our results of operations and liquidity, including as a result of the COVID-19 pandemic.

If we are delayed or unsuccessful in executing our strategies, or if our strategies do not yield the desired results, our business, financial condition and results of operations may suffer.

Failure to preserve the value and relevance of our brand could have an adverse impact on our financial results.

To be successful in the future, we believe we must preserve, enhance and leverage the value and relevance of our brand, including our corporate purpose, mission and values. Brand value is based in part on consumer perceptions, which are affected by a variety of factors, including the nutritional content and preparation of our food, the ingredients we use, the manner in which we source commodities and general business practices across the System, including the people practices at McDonald’s restaurants. Consumer acceptance of our offerings is subject to change for a variety of reasons, and some changes can occur rapidly. For example, nutritional, health, environmental and other scientific studies and conclusions, which continuously evolve and may have contradictory implications, drive popular opinion, litigation and regulation (including initiatives intended to drive consumer behavior) in ways that affect the “informal eating out” (“IEO”) segment or perceptions of our brand, generally or relative to available alternatives. Our business could also be impacted by business incidents or practices, whether actual or perceived, particularly if they receive considerable publicity or result in litigation, as well as by our position or perceived lack of position on environmental, social responsibility, public policy, geopolitical and similar matters. Consumer perceptions may also be affected by adverse commentary from third parties, including through social media or conventional media outlets, regarding the quick-service category of the IEO segment or our brand, culture, operations, suppliers or franchisees. If we are unsuccessful in addressing adverse commentary or perceptions, whether or not accurate, our brand and financial results may suffer.

If we do not anticipate and address industry trends and evolving consumer preferences and effectively execute our pricing, promotional and marketing plans, our business could suffer.

Our continued success depends on our System’s ability to build upon our historic strengths and competitive advantages. In order to do so, we need to anticipate and respond effectively to continuously shifting consumer demographics and industry trends in food sourcing, food preparation, food offerings, and consumer behavior and preferences, including with respect to the use of digital channels and environmental and social responsibility matters. If we are not able to predict, or quickly and effectively respond to, these changes, or if our competitors are able to do so more effectively, our financial results could be adversely impacted.

Our ability to build upon our strengths and advantages also depends on the impact of pricing, promotional and marketing plans across the System, and the ability to adjust these plans to respond quickly and effectively to evolving customer behavior and preferences, as well as shifting economic and competitive conditions. Existing or future pricing strategies and marketing plans, as well as the value proposition they represent, are expected to continue to be important components of our business strategy. However, they may not be successful, or may not be as successful as the efforts of our competitors, which could negatively impact sales, guest counts and market share.

Additionally, we operate in a complex and costly advertising environment. Our marketing and advertising programs may not be successful in reaching our customers in the way we intend. Our success depends in part on whether the allocation of our advertising and marketing resources across different channels, including digital, allows us to reach our customers effectively, efficiently and in ways that are meaningful to them. If our advertising and marketing programs are not successful, or are not as successful as those of our competitors, our sales, guest counts and market share could decrease.

Our investments to enhance the customer experience, including through technology, may not generate the expected results.

Our long-term business objectives depend on the successful Systemwide execution of our strategies. We continue to build upon our investments in technology, restaurant modernization, digital engagement and delivery in order to transform and enhance the customer experience. As part of these investments, we are continuing to place emphasis on improving our service model and strengthening relationships with customers, in part through digital channels and loyalty initiatives, mobile ordering and payment systems, and enhancing our drive thru technologies, which efforts may not generate expected results. We also continue to expand and refine our delivery initiatives, including through growing awareness and trial. Utilizing a third-party delivery service may not have the same level of profitability as a non-delivery transaction, and may introduce additional food quality, food safety and customer satisfaction risks. If these customer experience initiatives are not well executed, or if we do not fully realize the intended benefits of these significant investments, our business results may suffer.

We face intense competition in our markets, which could hurt our business.

We compete primarily in the IEO segment, which is highly competitive. We also face sustained, intense competition from traditional, fast casual and other competitors, which may include many non-traditional market participants such as convenience stores, grocery stores, coffee shops and online retailers. We expect our environment to continue to be highly competitive, and our results in any particular reporting period may be impacted by a contracting IEO segment or by new or continuing actions, product offerings or consolidation of our competitors and third-party partners, which may have a short- or long-term impact on our results.

We compete primarily on the basis of product choice, quality, affordability, service and location. In particular, we believe our ability to compete successfully in the current market environment depends on our ability to improve existing products, successfully develop and introduce new products, price our products appropriately, deliver a relevant customer experience, manage the complexity of our restaurant operations, manage our investments in technology, restaurant modernization, digital engagement and delivery, and respond effectively to our competitors’ actions or offerings or to unforeseen disruptive actions. There can be no assurance these strategies will be effective, and some strategies may be effective at improving some metrics while adversely affecting others, which could have the overall effect of harming our business.

We may not be able to adequately protect our intellectual property or adequately ensure that we are not infringing the intellectual property of others, which could harm the value of the McDonald's brand and our business.

The success of our business depends on our continued ability to use our existing trademarks and service marks in order to increase brand awareness and further develop our branded products in both domestic and international markets. We rely on a combination of trademarks, copyrights, service marks, trade secrets, patents and other intellectual property rights to protect our brand and branded products.

We have registered certain trademarks and have other trademark registrations pending in the U.S. and certain foreign jurisdictions. The trademarks that we currently use have not been, and may never be, registered in all of the countries outside of the U.S. in which we do business or may do business in the future. It may be costly and time consuming to protect our intellectual property, and the steps we have taken to do so in the U.S. and foreign countries may not be adequate. In addition, the steps we have taken may not adequately ensure that we do not infringe the intellectual property of others, and third parties may claim infringement by us in the future. In particular, we may be involved in intellectual property claims, including often aggressive or opportunistic attempts to enforce patents used in information technology systems, which might affect our operations and results. Any claim of infringement, whether or not it has merit, could be time consuming, result in costly litigation and harm our business.

In addition, we cannot ensure that franchisees and other third parties who hold licenses to our intellectual property will not take actions that hurt the value of our intellectual property.

OPERATIONS

The global scope of our business subjects us to risks that could negatively affect our business.

We encounter differing cultural, regulatory, geopolitical and economic environments within and among the more than 100 countries where McDonald's restaurants operate, and our ability to achieve our business objectives depends on the System's success in these environments. Meeting customer expectations is complicated by the risks inherent in our global operating environment, and our global success is partially dependent on our System's ability to leverage operating successes across markets and brand perceptions. Planned initiatives may not have appeal across multiple markets with McDonald's customers and could drive unanticipated changes in customer perceptions and guest counts.

Disruptions in operations or price volatility in a market can also result from governmental actions, such as price, foreign exchange or trade-related tariffs or controls, trade policies and regulations, sanctions and counter sanctions, government-mandated closure of our, our franchisees' or our suppliers' operations, and asset seizures. Such disruptions or volatility can also result from acts of war, terrorism or other hostilities. For example, in response to the humanitarian crisis caused by the war between Russia and Ukraine, we paused our operations in both countries in March 2022 and sold our Russian business in June 2022. While we more recently announced plans to reopen certain restaurants in Ukraine, conditions throughout the region remain volatile and unpredictable, which may impact our business. The war has also exacerbated volatile macroeconomic conditions and increased pressure on our supply chain and the availability and costs of commodities, including energy, which we expect to continue to impact our financial results. The broader impacts of the war and related sanctions, including on macroeconomic conditions, geopolitical tensions and consumer demand, may also continue to have an adverse impact on our business and financial results. Our international success depends in part on the effectiveness of our strategies and brand-building initiatives to reduce our exposure to such actions and events.

Additionally, there are challenges and uncertainties associated with operating in developing markets, which may entail a relatively higher risk of political instability, economic volatility, crime, corruption and social and ethnic unrest. In many cases, such challenges may be exacerbated by the lack of an independent and experienced judiciary and uncertainty in how local law is applied and enforced, including in areas most relevant to commercial transactions and foreign investment. An inability to manage effectively the risks associated with our international operations could have a material adverse effect on our business and financial condition.

We may also face challenges and uncertainties in developed markets. For example, the U.K.'s exit from the European Union has caused increased regulatory complexities and uncertainty in European economic conditions and may also cause uncertainty in worldwide economic conditions. The decision created volatility in certain foreign currency exchange rates that may or may not continue, and may result in increased supply chain costs for items that are imported from other countries. Any of these effects, and others we cannot anticipate, could adversely affect our business, results of operations, financial condition and cash flows.

Supply chain interruptions may increase costs or reduce revenues.

We depend on the effectiveness of our supply chain management to assure reliable and sufficient supply of quality products on favorable terms. Although many of the products we sell are sourced from a wide variety of suppliers in countries around the world, certain products have limited suppliers, which may increase our reliance on those suppliers. Supply chain interruptions and related price increases can adversely affect us as well as our suppliers and franchisees, whose performance may have a significant impact on our results. Such interruptions and price increases could be caused by shortages, inflationary pressures, unexpected increases in demand, transportation-related issues, labor-related issues, technology-related issues, weather-related events, natural disasters, acts of war, terrorism or other hostilities, or other factors beyond the control of us or our suppliers or franchisees. If we experience interruptions in our System's supply chain, or if contingency planning is not effective, our costs could increase and/or the availability of products critical to our System's operations could be limited.

Our franchise business model presents a number of risks.

Our success as a heavily franchised business relies to a large degree on the financial success and cooperation of our franchisees, including our developmental licensees and affiliates. Our restaurant margins arise from two sources: fees from franchised restaurants (e.g., rent and royalties based on a percentage of sales) and, to a lesser degree, sales from Company-operated restaurants. Our franchisees and developmental licensees manage their businesses independently and therefore are responsible for the day-to-day operation of their restaurants. The revenues we realize from franchised restaurants are largely dependent on the ability of our franchisees to grow their sales. Business risks affecting our operations also affect our franchisees. In particular, our franchisees have also been impacted by inflationary pressures and the COVID-19 pandemic. If franchisee sales trends worsen or any of such impacts persist, our financial results could be negatively affected, which may be material.

Our success also relies on the willingness and ability of our independent franchisees and affiliates to implement major initiatives, which may include financial investment, and to remain aligned with us on operating, value/promotional and capital-intensive reinvestment plans. The ability of franchisees to contribute to the achievement of our plans is dependent in large part on the availability to them of funding at reasonable interest rates and may be negatively impacted by the financial markets in general, by their or our creditworthiness or by banks' lending practices. If our franchisees are unwilling or unable to invest in major initiatives or are unable to obtain financing at commercially reasonable rates, or at all, our future growth and results of operations could be adversely affected.

Our operating performance could also be negatively affected if our franchisees experience food safety or other operational problems or project an image inconsistent with our brand and values, particularly if our contractual and other rights and remedies are limited, costly to exercise or subjected to litigation and potential delays. If franchisees do not successfully operate restaurants in a manner consistent with our required standards, our brand's image and reputation could be harmed, which in turn could hurt our business and operating results.

Our ownership mix also affects our results and financial condition. The decision to own restaurants or to operate under franchise or license agreements is driven by many factors whose interrelationship is complex. The benefits of our more heavily franchised structure depend on various factors, including whether we have effectively selected franchisees, licensees and/or affiliates that meet our rigorous standards, whether we are able to successfully integrate them into our structure and whether their performance and the resulting ownership mix supports our brand and financial objectives.

Challenges with respect to labor, including availability and cost, could impact our business and results of operations.

Our success depends in part on our System's ability to proactively recruit, motivate and retain qualified individuals to work in McDonald's restaurants and to maintain appropriately-staffed restaurants in an intensely competitive labor market. We and our franchisees have experienced and may continue to experience challenges in adequately staffing certain McDonald's restaurants, which can negatively impact operations, including speed of service to customers, and customer satisfaction levels. The System's ability to meet its labor needs is generally subject to external factors, including the availability of sufficient workforce, unemployment levels and prevailing wages in the markets in which we operate.

Further, our System has experienced increased costs and competition associated with recruiting, motivating and retaining qualified employees, as well as costs associated with promoting awareness of the opportunities of working at McDonald's restaurants. We and our franchisees are also impacted by increasingly complex U.S. and international laws and regulations affecting our respective workforces. These laws and regulations are increasingly focused on, and in certain cases impose requirements with respect to, employment matters such as wages and hours, healthcare, immigration, retirement and other employee benefits and workplace practices. Such laws and regulations can expose us and our franchisees to increased costs and other effects of compliance, including potential liability, and all such labor and compliance costs could have a negative impact on our Company-operated margins and franchisee profitability.

Our potential exposure to reputational and other harm regarding our workplace practices or conditions or those of our independent franchisees or suppliers, including those giving rise to claims of harassment or discrimination (or perceptions thereof) or workplace safety, could have a negative impact on consumer perceptions of us and our business. Additionally, economic action, such as boycotts, protests, work stoppages or campaigns by labor organizations, could adversely affect us (including our ability to recruit, motivate and retain talent) or our franchisees and suppliers, whose performance may have a significant impact on our results.

Effective succession planning is important to our continued success.

Effective succession planning for management is important to our long-term success. Failure to effectively identify, recruit, develop and retain key personnel and ensure smooth management and personnel transitions could disrupt our business and adversely affect our results.

Food safety concerns may have an adverse effect on our business.

Our ability to increase sales and profits depends on our System's ability to meet expectations for safe food and on our ability to manage the potential impact on McDonald's of food-borne illnesses and food or product safety issues that may arise in the future, including in the supply chain, restaurants or delivery. Food safety is a top priority, and we dedicate substantial resources to ensure that our customers enjoy safe food products, including as our menu and service model evolve. However, food safety events, including instances of food-borne illness, occur within the food industry and our System from time to time and could occur in the future. Instances of food tampering, food contamination or food-borne illness, whether actual or perceived, could adversely affect our brand and reputation, as well as our financial results.

If we do not effectively manage our real estate portfolio, our operating results may be negatively impacted.

We have significant real estate operations, primarily in connection with our restaurant business. We generally own or secure a long-term lease on the land and building for conventional franchised and Company-operated restaurant sites. We seek to identify and develop restaurant locations that offer convenience to customers and long-term sales and profit potential. As we generally secure long-term real estate interests for our restaurants, we have limited flexibility to quickly alter our real estate portfolio. The competitive business landscape continues to evolve in light of changing business trends, consumer preferences, trade area demographics, consumer use of digital, delivery and drive thru, local competitive positions and other economic factors. If our restaurants are not located in desirable locations, or if we do not evolve in response to these factors, it could adversely affect Systemwide sales and profitability.

Our real estate values and the costs associated with our real estate operations are also impacted by a variety of other factors, including governmental regulations, insurance, zoning, tax and eminent domain laws, interest rate levels, the cost of financing, natural disasters, acts of war, terrorism or other hostilities, or other factors beyond our control. A significant change in real estate values, or an increase in costs as a result of any of these factors, could adversely affect our operating results.

Information technology system failures or interruptions, or breaches of network security, may impact our operations or cause reputational harm.

We are increasingly reliant upon technology systems, such as point-of-sale, that support our business operations, including our digital and delivery solutions, and technologies that facilitate communication and collaboration with affiliated entities, customers, employees, franchisees, suppliers, service providers or other independent third parties to conduct our business, whether developed and maintained by us or provided by third parties. Any failure or interruption of these systems could significantly impact our or our franchisees' operations, or our customers' experience and perceptions.

Security incidents or breaches have from time to time occurred and may in the future occur involving our systems, the systems of the parties we communicate or collaborate with (including franchisees) or the systems of third-party providers. These may include such things as unauthorized access, phishing attacks, account takeovers, denial of service, computer viruses, introduction of malware or ransomware and other disruptive problems caused by hackers. Certain of these technology systems contain personal, financial and other information of our customers, employees, franchisees and their employees, suppliers and other third parties, as well as financial, proprietary and other confidential information related to our business. Despite response procedures and measures in place in the event of an incident, a security breach could result in disruptions, shutdowns, or the theft or unauthorized disclosure of such information. The actual or alleged occurrence of any of these incidents could result in mitigation costs, reputational damage, adverse publicity, loss of consumer confidence, reduced sales and profits, complications in executing our growth initiatives and regulatory and legal risk, including criminal penalties or civil liabilities.

Despite the implementation of security measures, any of these technology systems could become vulnerable to damage, disability or failures due to theft, fire, power loss, telecommunications failure or other catastrophic events. Certain technology systems may also become vulnerable, unreliable or inefficient in cases where technology vendors limit or terminate product support and maintenance. Our increasing reliance on third-party systems also subjects us to risks faced by those third-party businesses, including operational, security and credit risks. If technology systems were to fail or otherwise be unavailable, or if business continuity or disaster recovery plans were not effective, and we were unable to recover in a timely manner, we could experience an interruption in our or our franchisees' operations.

LEGAL AND REGULATORY

Increasing regulatory and legal complexity may adversely affect our business and financial results.

Our regulatory and legal environment worldwide exposes us to complex compliance, litigation and similar risks that could affect our operations and results in material ways. Many of our markets are subject to increasing, conflicting and highly prescriptive regulations involving, among other matters, restaurant operations, product packaging, marketing, the nutritional and allergen content and safety of our food and other products, labeling and other disclosure practices. Compliance efforts with those regulations may be affected by ordinary variations in food preparation among our own restaurants and the need to rely on the accuracy and completeness of information from third-party suppliers. We also are subject to increasing public focus, including by governmental and non-governmental organizations, on environmental, social responsibility and corporate governance ("ESG") matters. Our success depends in part on our ability to manage the impact of regulations and other initiatives that can affect our business plans and operations, which have increased and may continue to increase our costs of doing business and exposure to litigation, governmental investigations or other proceedings.

We are also subject to legal proceedings that may adversely affect our business, including, but not limited to, class actions, administrative proceedings, government investigations and proceedings, shareholder proceedings, employment and personal injury claims, landlord/tenant disputes, supplier-related disputes, and claims by current or former franchisees. Regardless of whether claims against us are valid or whether we are found to be liable, claims may be expensive to defend and may divert management's attention away from operations.

Litigation and regulatory action concerning our relationship with franchisees and the legal distinction between our franchisees and us for employment law or other purposes, if determined adversely, could increase costs, negatively impact our business operations and the business prospects of our franchisees and subject us to incremental liability for their actions. Similarly, although our commercial relationships with our suppliers remain independent, there may be attempts to challenge that independence, which, if determined adversely, could also increase costs, negatively impact the business prospects of our suppliers, and subject us to incremental liability for their actions.

Our results could also be affected by the following:

- the relative level of our defense costs, which vary from period to period depending on the number, nature and procedural status of pending proceedings;
- the cost and other effects of settlements, judgments or consent decrees, which may require us to make disclosures or take other actions that may affect perceptions of our brand and products; and
- adverse results of pending or future litigation, including litigation challenging the composition and preparation of our products, or the appropriateness or accuracy of our marketing or other communication practices.

A judgment significantly in excess of any applicable insurance coverage or third-party indemnity could materially adversely affect our financial condition or results of operations. Further, adverse publicity resulting from claims may hurt our business. If we are unable to effectively manage the risks associated with our complex regulatory and legal environment, it could have a material adverse effect on our business and financial condition.

Changes in tax laws and unanticipated tax liabilities could adversely affect the taxes we pay and our profitability.

We are subject to income and other taxes in the U.S. and foreign jurisdictions, and our operations, plans and results are affected by tax and other initiatives around the world. In particular, we are affected by the impact of changes to tax laws or policy or related authoritative interpretations. We are also impacted by settlements of pending or any future adjustments proposed by taxing and governmental authorities inside and outside of the U.S. in connection with our tax audits, all of which will depend on their timing, nature and scope. Any significant increases in income tax rates, changes in income tax laws or unfavorable resolution of tax matters could have a material adverse impact on our financial results.

Changes in accounting standards or the recognition of impairment or other charges may adversely affect our future operations and results.

New accounting standards or changes in financial reporting requirements, accounting principles or practices, including with respect to our critical accounting estimates, could adversely affect our future results. We may also be affected by the nature and timing of decisions about underperforming markets or assets, including decisions that result in impairment or other charges that reduce our earnings.

In assessing the recoverability of our long-lived assets, we consider changes in economic conditions and make assumptions regarding estimated future cash flows and other factors. These estimates are highly subjective and can be significantly impacted by many factors such as global and local business and economic conditions, operating costs, inflation, competition, consumer and demographic trends and our restructuring activities. If our estimates or underlying assumptions change in the future, we may be required to record impairment charges. If we experience any such changes, they could have a significant adverse effect on our reported results for the affected periods.

If we fail to comply with privacy and data protection laws, we could be subject to legal proceedings and penalties, which could negatively affect our financial results or brand perceptions.

We are subject to legal and compliance risks and associated liability related to privacy and data protection requirements, including those associated with our technology-related services and platforms made available to business partners, customers, employees, franchisees or other third parties. An increasing number of jurisdictions have enacted new privacy and data protection requirements (including the European Union's General Data Protection Regulation and various U.S. state-level laws), and further requirements are likely to be proposed or enacted in the future. Failure to comply with these privacy and data protection laws could result in legal proceedings and substantial penalties and materially adversely impact our financial results or brand perceptions.

MACROECONOMIC AND MARKET CONDITIONS

Unfavorable general economic conditions could adversely affect our business and financial results.

Our results of operations are substantially affected by economic conditions, including inflationary pressures, which can vary significantly by market and can impact consumer disposable income levels and spending habits. Economic conditions can also be impacted by a variety of factors, including hostilities, epidemics, pandemics and actions taken by governments to manage national and international economic matters, whether through austerity, stimulus measures or trade measures, and initiatives intended to control wages, unemployment, credit availability, inflation, taxation and other economic drivers. Sustained adverse economic conditions or periodic adverse changes in economic conditions put pressure on our operating performance and business continuity disruption planning, and our business and financial results may suffer as a result.

Our results of operations are also affected by fluctuations in currency exchange rates, and unfavorable currency fluctuations could adversely affect reported earnings.

Changes in commodity and other operating costs could adversely affect our results of operations.

The profitability of our Company-operated restaurants depends in part on our ability to anticipate and react to changes in commodity costs, including food, paper, supplies, fuel, utilities, distribution and other operating costs, including labor. Volatility in certain commodity prices and fluctuations in labor costs have adversely affected and in the future could adversely affect our operating results by impacting restaurant profitability. The commodity markets for some of the ingredients we use, such as beef, chicken and pork, are particularly volatile due to factors such as seasonal shifts, climate conditions, industry demand and other macroeconomic conditions, international commodity markets, food safety concerns, product recalls, government regulation, and acts of war, terrorism or other hostilities, all of which are beyond our control and, in many instances, unpredictable. Our System can only partially address future price risk through hedging and other activities, and therefore increases in commodity costs could have an adverse impact on our profitability.

A decrease in our credit ratings or an increase in our funding costs could adversely affect our profitability.

Our credit ratings may be negatively affected by our results of operations or changes in our debt levels. As a result, our interest expense, the availability of acceptable counterparties, our ability to obtain funding on favorable terms, our collateral requirements and our operating or financial flexibility could all be negatively affected, especially if lenders impose new operating or financial covenants.

Our operations may also be impacted by regulations affecting capital flows, financial markets or financial institutions, which can limit our ability to manage and deploy our liquidity or increase our funding costs. If any of these events were to occur, they could have a material adverse effect on our business and financial condition.

Trading volatility and the price of our common stock may be adversely affected by many factors.

Many factors affect the volatility and price of our common stock in addition to our operating results and prospects. These factors, some of which are beyond our control, include the following:

- the unpredictable nature of global economic and market conditions;
- governmental action or inaction in light of key indicators of economic activity or events that can significantly influence financial markets, particularly in the U.S., which is the principal trading market for our common stock, and media reports and commentary about economic, trade or other matters, even when the matter in question does not directly relate to our business;
- trading activity in our common stock, in derivative instruments with respect to our common stock or in our debt securities, which can be affected by: market commentary (including commentary that may be unreliable or incomplete); unauthorized disclosures about our performance, plans or expectations about our business; our actual performance and creditworthiness; investor confidence, driven in part by expectations about our performance; actions by shareholders and others seeking to influence our business strategies; portfolio transactions in our common stock by significant shareholders; and trading activity that results from the ordinary course rebalancing of stock indices in which McDonald’s may be included, such as the S&P 500 Index and the Dow Jones Industrial Average;
- the impact of our stock repurchase program or dividend rate; and
- the impact of corporate actions and market and third-party perceptions and assessments of such actions, such as those we may take from time to time as we implement our strategies, including through acquisitions, in light of changing business, legal and tax considerations and evolve our corporate structure.

Our business is subject to an increasing focus on ESG matters.

In recent years, there has been an increasing focus by stakeholders – including employees, franchisees, customers, suppliers, governmental and non-governmental organizations and investors – on ESG matters. A failure, whether real or perceived, to address ESG matters or to achieve progress on our ESG initiatives on the anticipated timing or at all, could adversely affect our business, including by heightening other risks disclosed in these Risk Factors, such as those related to consumer behavior, consumer perceptions of our brand, labor availability and costs, supply chain interruptions, commodity costs, and legal and regulatory complexity. Conversely, our taking a position, whether real or perceived, on ESG, public policy, geopolitical and similar matters could also adversely impact our business.

The standards we set for ourselves regarding ESG matters, and our ability to meet such standards, may also impact our business. For example, we are working to manage risks and costs to our System related to climate change, greenhouse gases, and diminishing energy and water resources, and we have announced initiatives relating to, among other things, environmental sustainability, responsible sourcing and increasing diverse representation across our System. We may face increased scrutiny related to reporting on and achieving these initiatives, as well as continued public focus on similar matters, such as packaging and waste, animal health and welfare, deforestation and land use. We may also face increased pressure from stakeholders to provide expanded disclosure and establish additional commitments, targets or goals, and take actions to meet them, which could expose us to additional market, operational, execution and reputational costs and risks. Moreover, addressing ESG matters requires Systemwide coordination and alignment, and the standards by which certain ESG matters are measured are evolving and subject to assumptions that could change over time.

Events such as severe weather conditions, natural disasters, hostilities, social unrest and climate change, among others, can adversely affect our results and prospects.

Severe weather conditions, natural disasters, acts of war, terrorism or other hostilities, social unrest or climate change (or expectations about them) can adversely affect consumer behavior and confidence levels, supply availability and costs and local operations in impacted markets, all of which can affect our results and prospects. Climate change may also increase the frequency and severity of weather-related events and natural disasters. Our receipt of proceeds under any insurance we maintain with respect to some of these risks may be delayed or the proceeds may be insufficient to cover our losses fully.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There were no material changes to the disclosures made in the Company's Annual Report on Form 10-K for the year ended December 31, 2021 regarding these matters.

Item 4. Controls and Procedures

Disclosure Controls

An evaluation was conducted under the supervision and with the participation of the Company’s management, including the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), of the effectiveness of the design and operation of the Company’s disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of September 30, 2022. Based on that evaluation, the CEO and CFO concluded that the Company’s disclosure controls and procedures were effective as of such date to provide reasonable assurances that information required to be disclosed by the Company in the reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and is accumulated and communicated to the Company's management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Internal Control Over Financial Reporting

The Company is in the process of implementing a comprehensive, multi-year finance and technology transformation initiative to migrate its general ledger, financial close and consolidation processes onto new financial systems. The Company is performing the implementation in the ordinary course of business to increase efficiency and to modernize the tools and technology used in its key financial processes. This is not in response to any identified deficiency or weakness in the Company's internal control over financial reporting. As the phased implementation of the systems continues, the Company has modified certain processes and procedures to enhance the quality of internal control over financial reporting. The Company will continue to monitor and modify, as needed, the design and operating effectiveness of key control activities to align with the updated business processes and capabilities of the new financial systems.

Except for these changes, the Company’s management, including the CEO and CFO, confirm there has been no change in the Company's internal control over financial reporting during the fiscal quarter ended September 30, 2022 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

There were no material changes to the disclosure made in the Company's Annual Report on Form 10-K for the year ended December 31, 2021 regarding these matters.

Item 1A. Risk Factors

For a discussion of risk factors affecting the Company's business, refer to the "Risk Factors" section in Part I, Item 2 of this report.

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

Issuer Purchases of Equity Securities*

The following table presents information related to repurchases of common stock the Company made during the quarter ended September 30, 2022:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (1)
July 1-31, 2022	635,785	$ 252.20	635,785	$ 10,582,292,747
August 1-31, 2022	782,454	255.90	782,454	10,382,062,619
September 1-30, 2022	2,370,142	248.29	2,370,142	9,793,591,813
Total	3,788,381	$ 250.52	3,788,381	

* Subject to applicable law, the Company may repurchase shares directly in the open market, in privately negotiated transactions or pursuant to derivative instruments and plans complying with Rule 10b5-1 under the Exchange Act, among other types of transactions and arrangements.

(1) On December 31, 2019, the Company's Board of Directors approved a share repurchase program, effective January 1, 2020, that authorized the purchase of up to $15 billion of the Company's outstanding common stock.

Item 6. Exhibits

Exhibit Number	Description
(3)	Articles of incorporation; bylaws
	(a) Restated Certificate of Incorporation, effective as of May 23, 2019, incorporated herein by reference from Exhibit 3(a) of Form 10-Q (File No. 001-05231), for the quarter ended June 30, 2019.
	(b) By-Laws, as amended and restated with effect as of December 6, 2019, incorporated herein by reference from Exhibit 3 of Form 8-K (File No. 001-05231), filed December 10, 2019.
(4)	Instruments defining the rights of security holders, including indentures*
	(a) Senior Debt Securities Indenture, dated as of October 19, 1996, incorporated herein by reference from Exhibit (4)(a) of Form S-3 Registration Statement (File No. 333-14141), filed October 15, 1996.
	(b) Subordinated Debt Securities Indenture, dated as of October 18, 1996, incorporated herein by reference from Exhibit (4)(b) of Form S-3 Registration Statement (File No. 333-14141), filed October 15, 1996.
(10)	Material contracts
	(a) McDonald's Corporation Directors' Deferred Compensation Plan, amended and restated effective as of December 31, 2021, incorporated herein by reference from Exhibit 10(a) of Form 10-K (File No. 001-05231), for the year ended December 31, 2021.**
	(b) McDonald's Corporation Board of Directors Deferred Compensation Plan, effective as of January 1, 2022, incorporated herein by reference from Exhibit 10(b) of Form 10-K (File No. 001-05231), for the year ended December 31, 2021.**
	(c) McDonald's Deferred Compensation Plan, effective as of January 1, 2017, incorporated herein by reference from Exhibit 10(b) of Form 10-K (file No. 001-05231), for the year ended December 31, 2016.**
	(i) First Amendment to the McDonald's Deferred Compensation Plan, effective as of May 1, 2018, incorporated herein by reference from Exhibit 10(b)(i) of Form 10-Q (File No. 001-05231), for the quarter ended September 30, 2018.**
	(d) McDonald's Amended and Restated Deferred Compensation Plan, effective as of May 26, 2020, incorporated herein by reference from Exhibit 10(c) of Form 10-Q (File No. 001-05231), for the quarter ended June 30, 2020.**
	(i) First Amendment to the McDonald's Amended and Restated Deferred Compensation Plan, effective as of December 1, 2021, incorporated herein by reference from Exhibit 10(d)(i) of Form 10-K (File No. 001-05231), for the year ended December 31, 2021.**
	(e) McDonald's Corporation Supplemental Profit Sharing and Savings Plan, effective as of September 1, 2001, incorporated herein by reference from Exhibit 10(c) of Form 10-K (File No. 001-05231), for the year ended December 31, 2001.**
	(i) First Amendment to the McDonald's Corporation Supplemental Profit Sharing and Savings Plan, effective as of January 1, 2002, incorporated herein by reference from Exhibit 10(c)(i) of Form 10-K (File No. 001-05231), for the year ended December 31, 2002.**
	(ii) Second Amendment to the McDonald's Corporation Supplemental Profit Sharing and Savings Plan, as amended, effective as of January 1, 2005, incorporated herein by reference from Exhibit 10(c)(ii) of Form 10-K (File No. 001-05231), for the year ended December 31, 2004.**
	(f) McDonald's Corporation 2012 Omnibus Stock Ownership Plan, effective as of June 1, 2012, incorporated herein by reference from Exhibit 10(h) of Form 10-Q (File No. 001-05231), for the quarter ended September 30, 2012.**
	(g) McDonald's Corporation Amended and Restated 2012 Omnibus Stock Ownership Plan, effective as of May 21, 2020, incorporated herein by reference from Exhibit 10(g) of Form 10-Q (File No. 001-05231), for the quarter ended June 30, 2020.**
	(h) Form of 2013 Executive Stock Option Award Agreement in connection with the 2012 Omnibus Stock Ownership Plan, incorporated herein by reference from Exhibit 10(n) of Form 10-Q (File No. 001-05231), for the quarter ended March 31, 2013.**
	(i) Form of 2014 Executive Stock Option Award Agreement in connection with the 2012 Omnibus Stock Ownership Plan, incorporated herein by reference from Exhibit 10(z) of Form 10-Q (File No. 001-05231), for the quarter ended March 31, 2014.**
	(j) Form of Executive Confidentiality, Intellectual Property and Restrictive Covenant Agreement, incorporated herein by reference from Exhibit 10(o) of Form 10-Q (File No. 001-05231), for the quarter ended March 31, 2017.**

(k) Form of 2018 Executive Stock Option Award Agreement in connection with the 2012 Omnibus Stock Ownership Plan, incorporated herein by reference from Exhibit 10(q) of Form 10-Q (File No. 001-05231), for the quarter ended March 31, 2018.**

(l) McDonald's Corporation Target Incentive Plan, effective as of January 1, 2013, amended and restated effective as of February 13, 2019, incorporated herein by reference from Exhibit 10(p) of Form 10-Q (File No. 001-05231), for the quarter ended March 31, 2019.**

(m) McDonald's Corporation Officer Severance Plan, amended and restated effective as of January 1, 2019, incorporated herein by reference from Exhibit 10(q) of Form 10-Q (File No. 001-05231), for the quarter ended March 31, 2019.**

(n) Form of 2019 Executive Stock Option Award Agreement in connection with the 2012 Omnibus Stock Ownership Plan, incorporated herein by reference from Exhibit 10(r) of Form 10-Q (File No. 001-05231), for the quarter ended March 31, 2019.**

(o) Separation Agreement and General Release between Stephen Easterbrook and the Company, dated October 31, 2019, incorporated herein by reference from Exhibit 10.1 of Form 8-K (File No. 001-05231), filed November 4, 2019.**

(p) Separation Agreement and General Release between Silvia Lagnado and the Company, dated August 14, 2019, incorporated herein by reference from Exhibit 10(t) of Form 10-Q (File No. 001-05231), for the quarter ended June 30, 2020.**

(q) Separation Agreement and General Release between Silvia Lagnado and the Company, dated October 31, 2019, incorporated herein by reference from Exhibit 10(u) of Form 10-Q (File No. 001-05231), for the quarter ended June 30, 2020.**

(r) Separation Agreement and General Release between Jerome N. Krulewitch and the Company, dated October 13, 2020, incorporated herein by reference from Exhibit 10(v) of Form 10-K (File No. 001-05231), for the year ended December 31, 2020.**

(s) Form of Executive Time-Based Restricted Stock Unit Award Agreement in connection with the Amended and Restated 2012 Omnibus Stock Ownership Plan, incorporated herein by reference from Exhibit 10(v) of Form 10-Q (File No. 001-05231), for the quarter ended June 30, 2021.**

(31.1) Rule 13a-14(a) Certification of Chief Executive Officer.

(31.2) Rule 13a-14(a) Certification of Chief Financial Officer.

(32.1) Certification pursuant to 18 U.S.C. Section 1350 by the Chief Executive Officer, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(32.2) Certification pursuant to 18 U.S.C. Section 1350 by the Chief Financial Officer, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(101.INS) XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

(101.SCH) Inline XBRL Taxonomy Extension Schema Document.

(101.CAL) Inline XBRL Taxonomy Extension Calculation Linkbase Document.

(101.DEF) Inline XBRL Taxonomy Extension Definition Linkbase Document.

(101.LAB) Inline XBRL Taxonomy Extension Label Linkbase Document.

(101.PRE) Inline XBRL Taxonomy Extension Presentation Linkbase Document.

(104) Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

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* Other instruments defining the rights of holders of long-term debt of the registrant, and all of its subsidiaries for which consolidated financial statements are required to be filed and which are not required to be registered with the Commission, are not included herein as the securities authorized thereunder, individually, do not exceed 10% of the total assets of the registrant and its subsidiaries on a consolidated basis. An agreement to furnish a copy of any such instruments to the Commission upon request has been filed with the Commission.

** Denotes compensatory plan.

SIGNATURE

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

McDONALD'S CORPORATION
(Registrant)

/s/ Ian F. Borden

Date: November 7, 2022

Ian F. Borden
Corporate Executive Vice President and
Chief Financial Officer